

CODE OF CONDUCT AND ETHICAL GUIDELINES

NATIONSHEARING, LLC.

NationsHearing's Code of Conduct and Ethical Guidelines

Dear NationsHearing Colleagues,

As a team member of NationsHearing, LLC. ("NationsHearing"), we all take responsibility in providing a compliant and friendly environment for our clients, their members and the people we work with on a daily basis.

The purpose of this Code of Code and Ethical Guidelines ("Code of Conduct") is to provide a roadmap and moral compass outlining our beliefs as a company while also reminding us of our obligations as a delegate for the many clients we serve.

This Code offers guidance, but it cannot make decisions for you. It's up to you to use common sense, follow the rules, and to represent the Company in a positive manner. We urge each team member to thoroughly read this document, seek guidance from your supervisor/manager and the Compliance Department or refer to this Code of Conduct if you have questions. Simply stated, if you ever have a question: Please Ask.

Our value in demonstrating commitment to this Code of Conduct will allow us to operate at the highest level of integrity.

Sincerely,

Allison R. Glueck, Esq.
Head of Compliance

Note: This Code of Conduct and Ethical Guidelines also applies to all Contractors, First Tier. Downstream, and Related Entities (FDRs).

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Report ethic, compliance, or privacy concerns to the NationsHearing Compliance Hotline at 1-877-391-1553.	

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INTRODUCTION AND OVERVIEW

This Code of Conduct and Ethical Guidelines (“Code”) is a standing guide for handling business situations in an honest and professional manner. Furthermore, it serves as an aid when making key business decisions. We designed this Code to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
- Full, fair, accurate, timely, and understandable disclosure in reports and documents that we file with, or submit to, our clients and regulatory agencies.
- Compliance with applicable governmental laws, rules and regulations.
- The prompt internal reporting to an appropriate person or persons, identified in the Code, of any violations of the code.
- Accountability for adherence to the Code.

This Code applies to all NationsHearing team members, consultants and contractors. First tier, Downstream, and Related Entities (FDRs) are expected to adhere to this Code when conducting business on behalf of NationsHearing. These principles are not intended to be all-inclusive, but they do provide important information about the Company’s established way of doing business. Local or department guidelines may be issued in various offices to supplement or implement these principles but may not change the content or intent of this Code.

NationsHearing strives to foster a culture of honesty and accountability. Our commitment to the highest level of ethical conduct should be reflected in all the Company’s business activities including, but not limited to, relationships with team members, customers, members, clients, suppliers, competitors, the government and the public. All our team members must conduct themselves according to the language and spirit of this Code and seek to avoid even the appearance of improper behavior. Even well- intentioned actions that violate the law or this Code may result in negative consequences for the Company and for the individuals involved. A commitment to lawful and ethical behavior is critical to our success and is necessary to maintain our ability to participate in governmental healthcare programs.

Please keep in mind that failure to conduct business in compliance with these guidelines may result in disciplinary action, up to and including termination.

These guidelines should be a part of your daily working practices. If you need further guidance in applying them to your specific situation, consult your supervisor or manager. In some cases, you may need to contact a group such as the Compliance or Human Resources Department for more specific guidelines or opinions. **When in doubt, ask! (Compliance@nationshearing.com)**

If you see something wrong, disclose it. NationsHearing takes all such communications seriously and will investigate each disclosure thoroughly and in a timely manner. NationsHearing fully supports its team members and absolutely prohibits any retaliation against team members, who in good faith bring incidents of misconduct or unethical behavior to the attention of management.

Team members (or contractors) can report violations to the Compliance and Ethics Hotline at 877-391-1553, team members may email the Compliance Officer at Compliance@nationshearing.com.

One of our Company’s most valuable assets is our reputation for integrity, professionalism and fairness. We should all recognize that our actions are the foundation of our reputation and adhering to this Code and applicable law is imperative. Any reference to “Company” in this Code of Conduct and Ethical Guidelines shall mean NationsHearing, LLC. and all its subsidiaries

OUR VALUES

Our business environment is constantly changing. We can count on changes in our processes, our people, our clients, and our providers/vendors/suppliers. What will not change is our commitment to our Company values. Our values are the foundation for sustaining our business environment within the Company. Among them, include:

- Respect and Integrity
- Teamwork and Cooperation
- Caring and Wellbeing of our People
- Open Communication

Our values provide the foundation of our business culture, and our Code provides information about the way business is conducted at NationsHearing. These guidelines provide the foundation for understanding how to handle most business situations in the honest and professional manner expected of every NationsHearing team member.

These values define who we are as a Company — to each other, to our clients. They define what we stand for, and they are the guiding principles for our behavior. Our Company values are demonstrated through the following examples:


Respect & Integrity

- When we need to give constructive feedback to each other, we speak about the issue, not the person. We are not condescending or rude.
- Respect goes beyond how we treat each other and includes how we treat the company.
- We conserve and optimize our resources — this includes time and money.
- We speak highly about the company.
- We do not give our word unless we know we can meet our commitment.
- We recognize that gossip is destructive, and we strive to eliminate it.

Teamwork & Cooperation

- We use a team approach in decision making by involving key players before a commitment is made.
- We recognize people who contribute to our success.

Open Communication

- We are accessible to one another. 
- We deal openly and honestly with conflict by taking concerns directly to the person responsible. Our focus is on the issue, not the person.
- We recognize the importance of sharing our ideas, expressing gratitude and recognizing others.

Caring & Wellbeing of Our People

- We support one another in finding the best ways to maximize their contributions to NationsHearing's success — through personal growth, learning and development, or job changes.
- We encourage each other to think and act creatively, and go beyond the fears that inhibit growth.

Expectations of our Managers

It is expected that the people in positions of leadership will promote a culture of compliance and ethics.

They will:

- Be an example of appropriate conduct
- Ensure the people they supervise understand their responsibilities under this Code
- Take the opportunity to discuss this Code and reinforce its message
- Create an environment where team members are comfortable raising concerns
- Consider the Code when evaluating a team member's overall performance
- Never encourage a team member to achieve business results at the expense of ethical conduct or compliance
- Always act quickly to stop violations of the Code

ETHICS AND COMPLIANCE

Ethical Conduct

We expect all team members to act with the highest standards of honesty and ethical conduct while working on our Company's premises, at offsite locations where NationsHearing business is being conducted, at NationsHearing sponsored business and social events, or at any other place where team members are representing NationsHearing. In all cases, if you are unsure about the appropriateness of an event or action, please seek assistance in interpreting the requirements of these practices by contacting your supervisor or the NationsHearing Human Resource or Compliance Department.

Conflicts of Interest

Our team members have an obligation to act in the best interest of the Company, and not based on private interests or benefits. A conflict of interest, which can occur or appear to occur in a wide variety of situations, may compromise a team members' ability to act ethically. All team members should endeavor to avoid situations that present a potential or actual conflict between their private interest and the interest of the Company. A "conflict of interest" occurs when a person's private interest (or interest of a family member) interferes in any way, or even appears to interfere, with the interest of the Company. A conflict of interest can arise when a team member takes an action or has an interest that may make it difficult for him or her to perform their work objectively and effectively. Conflicts of interest may also arise when a team member (or their family members) receives improper personal benefits as a result of the team member's position in the Company.

SOME SAMPLE SITUATIONS

- A team member may not directly or indirectly conduct outside business that interferes with the proper performance of the team member's job at NationsHearing, or is conducted during a team members' normal working hours, or utilizes NationsHearing confidential information or specialized skills and knowledge gained as a team member of the Company. This includes becoming a contractor, consultant or supplier to NationsHearing while being employed at NationsHearing.
- A team member is in a position to influence the business decisions of a provider/vendor/supplier or client, the team member must disclose this to the Compliance Officer or Human Resources, including their proprietary or other type of controlling or influencing interest (for example, a member of the immediate family or a close personal friend) that the team member may directly have. (Note: Examples - Financial or proprietary interest includes investments, ownership of securities or loan agreements.)
- Any team member, who is in a position to influence the purchase of materials or services, must formally declare any situation wherein a member of the team member's immediate family or NationsHearing supplier employs a close personal friend. It is not NationsHearing's policy to discourage the employment of family members or team members' close personal friends as suppliers or competitors. Clearly, everyone is entitled to pursue a career of his or her choice. It is the Company's intention, however, to ensure that neither a real nor apparent influence is exerted in its business relationships as a result of such employment.

AVOID CONFLICTS OF INTERESTS BY:

- Making decisions in the best interest of the Company
- Avoiding situations that improperly influence or appear to improperly influence your business decisions

Report ethic, compliance, or privacy concerns to the NationsHearing Compliance Hotline at 1-877-391-1553.

ASK YOURSELF:

- Would my personal interests or the interests of my family compromise my performing my job, or cause me to misuse Company assets?
- Could it appear that way to others?
- Would this activity create an incentive for me, or perceived by others to create an incentive for me, to benefit myself, my friends or my family?
- Would this activity harm my reputation, negatively impact my ability to do my job, or harm NationsHearing?

Team members are required to attest that they are free from conflicts of interest on a yearly basis.

Example: Joe is the supervisor of member services. His brother is applying for a job that reports to Joe. Can Joe supervise his brother?

Answer: No, actions must be avoided that may present a conflict of interest.

Outside Directorships

Any team member of the Company who is invited to serve as a Director (or Manager, in the case of a limited liability company) of a company (other than a religious, philanthropic, professional or academic organization) not affiliated with the Company shall obtain the approval of the Chief Executive Officer (CEO) or Chief Financial Officer (CFO).

Gifts and Entertainment

No team members or member of their immediate family shall solicit or accept from an actual or prospective customer or client any compensation, advance loans (except from established financial institutions on the same basis as other customers), gifts, entertainment, or other favors which are of more than token value or which the team member would not normally be in a position to reciprocate under normal expense account procedures. Under no circumstances should a gift or entertainment be accepted which would influence the team member's judgment. In particular, team members must avoid any interest in or benefit from any client that could reasonably cause them to favor that client over others. It is a violation of the Code for any team member to solicit or encourage a client to give any item or service to the team member regardless of its value, no matter how small. Our clients will retain their confidence in the objectivity and integrity of our Company only if each team member strictly observes this guideline.

"Gifts" are items and services of value that are given to any outside parties, but do not include items described below:

- Normal business entertainment items such as meals and beverages are not to be considered gifts.
- Items of minimal value, given in connection with team member's services, safety or awards are not to be considered gifts for purposes of this Code.
- Contributions or donations to recognized charitable and nonprofit organizations are not considered gifts.
- Items or services with a total value under \$50 per year are excluded.

Example: A client offers a manager the use of their time share for a week for meeting all the SLAs for the quarter. The manager accepts and takes his family and some friends. Should the manager accept the use of the time share?

Answer: No, team members should not accept this type of gifts from client. Gifts should be of nominal value (i.e., pen, cup, etc.). Additionally, these gifts may influence business decisions.

COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS

We are strongly committed to conducting our business affairs with honesty and integrity and in full compliance with all applicable laws, rules and regulations. The Company holds information and training sessions to promote compliance with the laws, rules and regulations that affect our business.

No team member of the Company shall commit an illegal or unethical act, or instruct others to do so, for any reason. If a team member believes that any practice raises questions as to compliance with this Code or applicable law, rule or regulation or if a team member otherwise has questions regarding any law, rule or regulation, please contact the Company's Compliance Officer (CCO).

NationsHearing requires each team member to **notify NationsHearing if he or she is investigated for, charged with or convicted of any felony, or health care-related civil or criminal offense, or excluded from participation in any federal or state health care program.** Dependent upon the conduct, the Company may, in its discretion, subject the team member to disciplinary action, including termination.

NationsHearing expects Team Members, Consultants, Contractors, First tier, Downstream and Related Entities (FDRs) to operate in accordance with all applicable federal and state regulations and Medicare program requirements including, but not limited to the following:

Medicare Compliance Plan

NationsHearing is committed to maintaining a working environment that promotes ethical values, exemplary behavior and compliance with the letter and spirit of all applicable laws. NationsHearing recognizes that federal agencies responsible for enforcement of Medicare and Medicaid laws and regulations applicable to healthcare providers require organizations to develop and implement corporate compliance programs. NationsHearing Compliance Program is designed to comply with that requirement.

NationsHearing's Compliance Program follows the seven pillars required of a compliance program to ensure that the program meets Medicare regulations, as well as, guidelines recommended by the Department of Health and Human Services (DHHS) Office of Inspector General (OIG):

- (1) Establish Written Policies, Procedures, Standards of Conduct, and Controls;**
- (2) Exercise Effective Compliance and Ethics Oversight;**
- (3) Exercise Due Diligence to Avoid Delegation of Authority to Unethical Individuals;**
- (4) Communicate and Educate Employees on Compliance and Ethics Programs;**
- (5) Monitor and Audit Compliance and Ethics Programs for Effectiveness;**
- (6) Ensure Consistent Enforcement and Discipline of Violations; and**
- (7) Respond Appropriately To Incidents And Take Steps To Prevent Future Incidents.**

Each component of the Compliance Program Elements/pillars is discussed in NationsHearing Compliance Plan.

Title XVIII of the Social Security Act

Title XVIII of the Social Security Act established regulations for the Medicare program, which guarantees access to health insurance for all Americans, aged 65 and older, younger people with specific disabilities, and individuals with end stage renal disease. Title XVIII includes provisions regarding the collection, disclosure, and use of Medicare beneficiaries' health information.

Medicare regulations governing Parts C and D

(42 C.F.R. §§ 422 and 423 respectively)

- 42 CFR §422: Medicare Advantage program. This is the authoritative regulation that implements the Medicare Advantage Program under the Social Security Act.
- 42 CFR §423: Prescription drug program. This is the authoritative regulation that implements the Prescription Drug Program under the Social Security Act.

False Claims Act

(31 U.S.C. §§ 3729-3733)

The Federal False Claims Act (FCA) prohibits any person from engaging in any of the following activities:

- Knowingly submit a false or fraudulent claim for payment to the United States Government;
- Knowingly make a false record or statement to get a false or fraudulent claim paid or approved by the government;
- Conspire to defraud the Government by getting a false or fraudulent claim paid or approved by the government; or
- Knowingly make a false record or statement to conceal, avoid, or decrease an obligation to pay or transmit money or property to the Government.

Federal Criminal False Claims Statutes

(18 U.S.C. §§287, 1001)

Federal laws makes it a criminal offense for anyone who makes a claim to the United States government knowing that it is false, fictitious, or fraudulent. This offence carries a criminal penalty of 5 years in imprison and a monetary fine.

The Beneficiary Inducement Statute

(42 U.S.C. § 1320a-7a(a)(5))

Makes it illegal to offer remuneration that a person knows (or should know) is likely to influence a beneficiary to select a particular provider, practitioner, or supplier, including a retail, mail order or specialty pharmacy.

Physician Self-Referral (“Stark”) Statute

(42 U.S.C. § 1395nn)

The Stark Law provides criminal penalties for individuals or entities that do not adhere to the regulations regarding financial arrangements between referring physicians (or a member of the physician’s immediate family) and entities that provide designated health services payable by Medicare or Medicaid. It does not require any showing of the “wrongdoer’s” intent.

Health Insurance Portability and Accountability Act

The Health Insurance Portability and Accountability Act (HIPAA) of 1996 was developed as part of a broad Congressional effort to reform healthcare. HIPAA was developed to satisfy many purposes, such as the transferring of health insurance, the reduction of fraud and abuse and the improvement of access to long-term care services. However the regulations regarding the simplification of the administration of health insurance is the area that has the greatest impact on the Plan. *Further information below.*

Complying with Government Investigations and Audits

NationsHearing's policy requires that the Company and its team members cooperate fully with any government investigations. If a team member learns that a government investigation or inquiry is underway, they should immediately contact the Company's Compliance Department.

Government investigations include those conducted by agencies or departments of federal, state and local government, for example The Department of Health and Human Services (HHS), and The Centers for Medicare and Medicaid Services (CMS). NationsHearing will require FDRs to cooperate fully in any investigations or audits by Government agencies. Additionally, FDRs will be required to cooperate fully and participate in any audits conducted by NationsHearing's Medicare Compliance or Internal Audit staff.

Example: A department was to provide all documents and information to a regulatory agency. They noticed some of the documentation was incorrect or missing. Should the department still provide the regulators with this information?

Answer: Yes, even if the documentation is incorrect or missing information, it should be provided to the regulatory agency. Withholding information from a regulatory agency would be a violation.

Excluded or Ineligible Parties (OIG and GSA)

NationsHearing is prohibited by law from contracting or doing business with any person or entity that has been excluded from federal program participation.

- NationsHearing monitors the OIG and GSA Exclusion Lists on a monthly basis for all team members, Consultants, Contractors, First Tier, Downstream, and Related Entities.
- NationsHearing requires FDRs to monitor the OIG and GSA Exclusion Lists on a monthly basis for employees of their organizations.

Fraud, Waste and Abuse (FWA)

Duty to report suspected Compliance or FWA violations

NationsHearing has a zero tolerance for activity that is considered fraud, waste and abuse (FWA). NationsHearing will support the prevention, detection and correction of any FWA and promptly report any violation or suspected violation to our client or to the proper authorities. If a team member suspects fraud, waste or abuse by providers, members, other team members or the Company, they should contact the Company's Compliance Department. NationsHearing will provide FWA training to all new hires upon start of employment as well as on an annual basis. Suspected FWA issues should be reported immediately through one of the NationsHearing reporting mechanisms.

Example: Amy works at a pharmacy and notices that the pharmacist is shorting all customers one pill per prescription. She fixes the problem by adding one pill to each prescription. She thinks by doing this there is no harm no foul to the customer. Should Amy report what the pharmacist is doing?

Answer: Yes, as the pharmacist is shorting prescriptions which is illegal and is committing fraud.

Foreign Corrupt Practices Act

It is a federal crime for any U.S. business enterprise to offer a gift, payment or bribe, or anything else of value, whether directly or indirectly, to any foreign official, foreign political party or party official, or candidate for foreign political office for the purpose of influencing an official act or decision, or seeking influence with a foreign government in order to obtain, retain or direct business to the Company or to any person. Even if the payment is legal in the host country, it is forbidden by the act and violates U.S. law.

Antitrust Compliance

The purpose of antitrust laws in the United States and other countries where NationsHearing does business is to encourage competition, which benefits consumers by prohibiting unreasonable restraints on trade. It is Company policy to compete vigorously, while at the same time adhering to both the letter and spirit of antitrust laws. Certain conduct is absolutely prohibited under these laws, such as:

- Agreeing with competitors about prices
- Agreeing with competitors to fix or allocate customer markets
- Agreeing with competitors to boycott suppliers or customers

Other activities may also be illegal, unfair, or create the appearance of impropriety. These activities may include:

- Sharing competitively sensitive information with competitors
- Entering into a business arrangement or pursuing a strategy with the sole purpose of harming a competitor

Anti-Kickback Laws

(42 U.S.C. § 1320a-7b(b))

Medicare and Medicaid have specific laws that prohibit knowingly offering, paying, soliciting, or receiving remuneration of any kind to induce the referral of under a federal program. Regulation states that no kickbacks of any kind can be offered by a healthcare provider, vendor or related entity, or anyone acting on behalf of a healthcare provider, vendor, and related entity or to any government team member or prime contractor of a healthcare provider, vendor, or related entity with a view toward securing favorable treatment. This can take many forms, such as cash payments, entertainment, credits, gifts, free goods or services, the forgiveness of debt, or the sale or purchase of items at a price that is not consistent with fair market value. It also may include the routine waiver of co-payments and/or co-insurance. The offense is classified as a felony and is punishable by fines of up to \$25,000, imprisonment for up to five years, civil money penalties up to \$50,000, and exclusion from participation in federal health care programs.

Bribes and Kickbacks

NationsHearing team members may not offer or accept a bribe or kickback. A bribe is defined as a thing of value given to someone with the intent of obtaining favorable treatment from the recipient. Kickbacks consist of payment in cash or in kind, including goods, services, the use of another company's property, or forgiving any sort of obligation provided to a customer or vendor/supplier for the purpose of improperly obtaining or rewarding favorable treatment in connection with a sale or purchase.

Anti-Money Laundering

NationsHearing will not participate in or support any schemes that facilitates money laundering or the financing of terrorist activities, and will report any suspicious activities or transactions to the proper authorities.

Whistleblower Protection

Whistleblower provisions protect team members who report or assist the federal government in investigating and prosecuting violations of the False Claim Act. Whistleblower protections prevent retaliation against the team member. If retaliation occurs, the team member has a right to legal counsel to defend the team member’s actions.

Fraud Enforcement and Recovery Act (FERA) of 2009

FERA makes significant changes to the False Claims Act (FCA). FERA makes it clear that the FCA imposes liability for knowing an improper retention of a Medicare overpayment. Consequently, a health care provider may now violate the FCA if it conceals, improperly avoids or decreases an “obligation” to pay money to the government.

Prohibitions against employing or contracting with persons or entities that have been excluded from doing business with the Federal government.

Other applicable criminal statutes.

Applicable provisions of the Federal Food, Drug, and Cosmetic Act.

All sub-regulatory guidance produced by Centers for Medicare & Medicaid Services (CMS) such as manuals, training materials, Health Plan Management System (HPMS) memos, and guides.

Contractual commitments.

Any violation or suspected violation of the above and below mentioned regulations must be reported promptly to NationsHearing.

BUSINESS PRACTICES

Maintaining Accurate Records

Since accurate records play a vital role in assuring the maintenance of high ethical standards, team members have the responsibility to record transactions accurately, completely and in a timely manner. Never make false or inaccurate entries in any Company records. Never understate or overstate information provided to you, or alter any documents provided to you.

Most of our Company’s records are subject to review and audit. When team members are asked to respond to requests by external auditors, responses must be complete and truthful. Team members must include all relevant information. All records shall be prepared accurately, reliably, honestly and in accordance with established procedures. A team member must not enter false or misleading information into records and must report to management transactions they feel are questionable.

Records Retention

Business documents and records are important Company assets. They contain data and information critical to the continuity of our business, preserve information necessary to protect our compliance rights and support regulatory requirements. Team members are prohibited from tampering with Company records or removing or destroying them

Example: A team member receives a call from an audiologist saying he made an error and asked that audiogram information be changed on an already paid claim. Should the team member change the code?

Answer: No, doing so is falsifying claims data.

prior to the dates specified in record retention schedules. Our record retention policy is a minimum of ten (10) years.

Emergency Management Plan

NationsHearing aims to provide our customers with flawless delivery of the products and services they need and want. NationsHearing recognizes that a wide variety of natural, human-caused, and physical and information system failures can happen. Plans must be in place and responsible people trained at all sites to ensure that team members and guests are protected from injury; that NationsHearing's assets are protected from damage or loss; and that the effects of such an incident do not severely compromise NationsHearing's ability to achieve our mission.

Although these incidents cannot always be avoided, reducing the duration of an unplanned outage may control its severity. This may be accomplished by repetitively exercising recovery plans to ensure that they work when needed, and by taking preventative actions and measures to reduce the risk of impact when an occurrence is likely.

Every major site and function must have an Emergency Management Plan reviewed by management and tested periodically. Preparations must include a cost-effective combination of emergency response, recovery planning, protection of critical data via backup, and secure storage and interim processes until normal services can be resumed.

Use of Company Resources

Company resources, including, but not limited to, cash, personnel, equipment and vehicles may only be used for legitimate Company business purposes.

Some sample situations:

- A NationsHearing's team members may not make business trips or purchase an airline ticket at a premium price with the intention to obtain frequent flier miles or other awards for their private use.
- Only Company team members may have access to NationsHearing's computers or laptops.

Example: A team member made copies of a flier she created for her church on a Company copy machine. Was this team member compliant with this Code of Conduct?

Answer: No, Company property cannot be used for "non-business" purposes.

Protection of Company Assets

Every NationsHearing's team member is responsible for protecting the assets of the Company. Each team members is also responsible for understanding NationsHearing's obligations for protecting assets that have been entrusted to it by clients, and for treating them accordingly.

The Company's assets include physical assets, such as equipment and buildings, as well as our funds, intellectual property, trade secrets and confidential information.

To protect NationsHearing's assets, they must be adequately safeguarded. This means locking up and securing valuable assets. NationsHearing's assets may not be sold, borrowed, lent, given away or modified in any way that would impact their value or Company's security.

Example: A team member with a Company issued laptop permits their family member to utilize and install software for personal use. Is this acceptable?

Answer: No, Company property should only be used for authorized or business purposes. Negligence in the care or use may be grounds for disciplinary action. Any movement, troubleshooting, etc., of any of the Company’s computer equipment must be coordinated through and performed by IT.

PRIVACY AND SECURITY

Identification and Badging

Anyone entering a NationsHearing facility is required to have an ID badge. ID badges should be swiped every time you enter a secure location. Badges should never be loaned to another individual nor should you use your badge to swipe for them.

Example: A team member swipes to enter the facility and out of courtesy holds the door open for several other team members to enter without having to swipe. Is there an issue with what the team member did?

Answer: Yes, the team member should have requested

Information Security

Confidential information generated by or used in any Company business activity is considered an information asset. This includes, but is not limited to, information originating from direct access to computer systems, information carried over networks, information preserved on portable electronic media and information appearing in hard-copy format.

At the time of hire, all team members must sign an agreement to protect NationsHearing’s confidential information and intellectual property rights during and after employment with NationsHearing. Upon termination of employment, team members must provide NationsHearing with any Company owned material or proprietary information.

NationsHearing requires that each team member be personally responsible for safeguarding the Company’s information assets, in all its various forms, from loss, inappropriate modification and disclosure, to anyone who lacks either the authorization or need-to-know.

All team members are required to:

- Protect the confidentiality of information such as strategic long-range plans, product pricing, and team members’ salary data, which, if disclosed, could cause financial or other damage to NationsHearing.
- Hold in confidence and not use (except for the benefit of NationsHearing) any confidential information that they have access to or that was created by them while employed at NationsHearing.
- Protect third-party confidential information.
- Ensure that confidential information that may need to be released to customers or suppliers is handled properly. In such cases, a team member must have received proper authorization (approval from their manager or the Compliance Department) and must ensure that the recipient has a need-to-know and signs a nondisclosure

agreement. Requests for confidential information from outside sources must be handled only by authorized persons.

Health Insurance Portability and Accountability Act (1996) – HIPAA

NationsHearing complies with HIPAA rules and privacy and security and breach notification rules. All team members must ensure that all members' Personal health Information (PHI) and ePHI (electronic PHI) is appropriately handled and protected. All team members are responsible to watch for unauthorized uses or disclosures of PHI/ePHI, to act to prevent such unauthorized activity, and to report suspected breaches of privacy and/or security to the Company's Compliance Department.

Always remember that we are asking clients to trust us with their member's information. Preserving that trust requires us to respect and protect the privacy and security of that information. NationsHearing will provide HIPAA training to all new team members within ninety (90) days of hire and annually thereafter to all current team members.

Example: A team member realizes they are late for a meeting, they quickly jump out of their seat and hurry to the meeting. What did the team member do wrong?

Answer: Despite the urgency to get to the meeting, the team members should have logged out of his computer by pressing ctrl-alt-del (or windows key and I) so no one could view what was on his computer screen. This would be a violation of this code of conduct and our privacy policies.

Team members Posting on the Internet

NationsHearing team members may choose to participate in public forums or social media; however, they may not do so on Company time or in the capacity of a NationsHearing's team members unless they are designated to do so. They should never portray NationsHearing in a negative light. Team members should never post Company photos or pictures of other team members.

Example: A team member is given a birthday party at work. Another team member takes pictures of the call floor with her cellphone to show how her desk was decorated, and posts them on Facebook (or other social media). Was it ok for the team member to take the pictures and post them?

Answer: No, the team member is violating the Company's floor policy by having a cell phone on the call floor, taking pictures on the call floor could expose customer information which could be a potential HIPAA violation and company photos should not be posted on external sites.

Confidentiality and Proprietary Information

Confidential proprietary information generated and gathered in our business is a valuable Company asset. Observing and protecting this information plays a vital role in our continued growth and ability to compete, and all proprietary information should be maintained in strict confidence, except when disclosure is authorized by the Company or required by law. No NationsHearing or NationsHearing-related information, including without limitation, documents, notes, files,

records, oral information, computer files, business methods, trade secrets, software programs or similar materials (except in the ordinary course of performing duties on behalf of NationsHearing) may be removed from the Company's premises without permission from NationsHearing. A team member's obligation to protect the Company's proprietary and confidential information continues even after he / she leaves the Company, and a team member must return all proprietary information in his / her possession upon leaving the Company. The obligation to preserve confidential proprietary information continues even after employment ends. In addition to violating this Code and NationsHearing policy, unauthorized use or distribution of confidential proprietary information could also be illegal and result in civil or even criminal penalties. NationsHearing considers its confidential proprietary information important assets and may bring suit against team members or former team members to defend its rights. Confidentiality requirements are further specified in the Employment Agreement, which must be signed by each team member upon his/her employment with NationsHearing.

Intellectual Property and Moral Rights

NationsHearing retains the legal ownership of all intellectual property that we create unless agreed otherwise in advance with our clients. In return, we respect the intellectual copyright vested in our clients' intellectual property. Intellectual property, such as trade secrets, patents, trademarks and copyrights, as well as business, research and new product plans, objectives and strategies, records, databases, salary and benefits data, team members' medical information, customer, team members and supplier's lists and any unpublished financial or pricing information must also be protected. All NationsHearing team members must be aware that the Company retains legal ownership of the product of their work. No work product created while employed by NationsHearing can be claimed, construed, or presented as property of the individual, even after employment by the Company has been terminated or the relevant project completed. This includes written and electronic documents, audio and video recordings, system code, and also any concepts, ideas, or other intellectual property developed for NationsHearing, regardless of whether the intellectual property is actually used by the Company.

Although it is acceptable for a team member to display and / or discuss a portion or the whole of certain work product as an example in certain situations (e.g., on a resume, in a freelancer's meeting with a prospective client), team members must bear in mind that information classified as confidential must remain so even after the end of employment, and that supplying certain other entities with certain types of information may constitute a conflict of interest. In any event, it must always be made clear that work product is the sole and exclusive property of NationsHearing. Freelancers and temporary team members must be particularly careful in the course of any work they discuss doing, or actually do, for a competitor of NationsHearing. In addition to violating this Code and NationsHearing policy, unauthorized use or distribution of the intellectual property of NationsHearing could also be illegal and result in civil or criminal penalties. NationsHearing considers its intellectual property and confidential information important assets and may bring suit against team members or former team members to defend its rights.

VIOLATIONS OF THE CODE OF CONDUCT AND ETHICAL GUIDELINES

Reporting Violations of the Code

If a team member needs assistance in evaluating a person's conduct, or if a team member observes or suspects any violation of the code of conduct and ethical guidelines, he or she should first tell his or her supervisor. If the team member is uncomfortable speaking with his or her supervisor for any reason, he or she should contact Human Resources, the Compliance Department or the compliance and ethics hotline at 1-877-391-1553. The Hotline is available 24 hours a day/7 days a week. Callers can remain anonymous when calling the ethics hotline. The Compliance Officer

can also be reached directly at compliance@nationshearing.com.

Example: A team member is aware that their friend, who also works for the Company, is in violation of the Code of Conduct. Does the team member have an obligation to report her friend?

Answer: Yes, the team member is required to report any violation of the Code of Conduct. Not doing so puts that team member in a position of violating the Code of Conduct.

Non - Retaliation

Team members who in good faith report violations of this Code, other suspected FWA or Privacy violation or participate in an investigation of these matters will not be subject to retaliation. Any NationsHearing team member who engages in retaliation is subject to disciplinary action up to and including termination of employment.

Disciplinary Action

Violation of this Code can result in serious consequences for the Company, its reputation,

credibility and confidence of its clients and can include substantial fines and restrictions on future operations. Therefore, it is necessary that the Company ensure that there are no violations. Team members should recognize that it is in their best interest, as well as the Company's, to follow this Code carefully. In some cases, heavy penalties might be assessed against the Company for a violation involving Federal Regulations, HIPAA law or other regulatory requirement. Disciplinary action should be coordinated with the appropriate Human Resources representative. The overall seriousness of the matter will be considered in setting the disciplinary action to be taken against an individual team member.

Disciplinary action, including suspension or termination, may be taken against any person who:

- Authorizes or participates, directly or indirectly, in any action that constitutes a violation of applicable laws, regulations, or NationsHearing policies;
- Fails to promptly report a compliance-related infraction or withholds information concerning a violation of which the team member becomes aware;
- Fails to immediately report that he or she is currently under investigation for, charged or convicted of any felony or health care-related civil or criminal offense, or excluded from participation in any federal or state healthcare program;
- Supervises a person involved in a compliance violation to the extent that the circumstances reflect inadequate supervision or lack of appropriate diligence by the supervisor;
- Attempts to retaliate or participates in retaliation, directly or indirectly, against a person who in good faith reports a compliance incident or encourages others to do so;
- Makes a report of a compliance-related incident which is known (or should reasonably be known) by the reporting person to be false or misleading; or
- Fails to cooperate fully with NationsHearing's efforts to investigate or otherwise address a compliance-related incident.

TEAM MEMBERS RESPONSIBILITY

All team members are responsible for understanding and complying with these rules, standards and principles. In the area of ethics and legality, each team member has an obligation to the Company that transcends normal reporting

relationships. Team members should be alert to possible violations of the Code anywhere in the Company and are encouraged to report such violations promptly. Reports should be made to the team members' supervisor, management or to the appropriate Compliance lead. Team members will also be expected to cooperate in an investigation of violations. In addition, any team member who is convicted of a felony, whether related to these rules or not, should also report that fact. All cases of questionable activity involving the Code or other potentially improper actions will be reviewed for appropriate action, discipline, or corrective steps, whenever possible. The Company will keep confidential the identity of team members about or against whom allegations of violations are brought, unless or until it has been determined that a violation has occurred. Similarly, whenever possible, the Company will keep confidential the identity of anyone reporting a possible violation. Reprisal against any team member, who has, in good faith, reported a violation or suspected violation, is strictly prohibited.

Training and Education (CMS General Compliance and FWA)

Each team member is required to take the CMS general compliance and FWA trainings within 90 days of hire and annually thereafter. Team members will have three attempts to complete the assessment with a passing score. Failure to pass the required training or complete it within the required time frame (based on company and CMS requirements) will result in disciplinary action up to and including termination of employment. FDRs and contractors who supply their own training may have other requirements.

CONCLUSION

High ethical standards are essential to attaining individual and corporate goals. Commitment to lawful and ethical behavior is critical to our success and in keeping our commitment to compliance.

Each team member is expected to adhere to the following:

- 1) Participate in NationsHearing's Corporate Compliance Program as a condition of employment.**
- 2) Comply with applicable local, state and federal laws as they pertain to our business.**
- 3) Report any practice, policy or procedure you think may violate the law or regulatory requirement**
- 4) Report any suspected fraud, waste and abuse issues.**
- 5) Non – retaliation against any team member who reports any violation or suspected violation of Company policy, the law or any local, state or federal regulations.**
- 6) Protect the confidentiality and privacy of all member information.**

NATIONSHEARING CODE OF CONDUCT

ATTESTATION

I attest that I have received the NationsHearing Code of Conduct and Ethical Guidelines and understand it is my responsibility to review it and understand its contents, as I will be held accountable for its contents.

I certify to the best of my knowledge and reasonable belief, that I and my immediate family member(s) have no interests or relationships, direct or indirect, which might constitute or appear to constitute a conflict of interest or conflict of commitment as defined in this Code of Conduct.

Signature

Date

Print Name