



Code of Conduct



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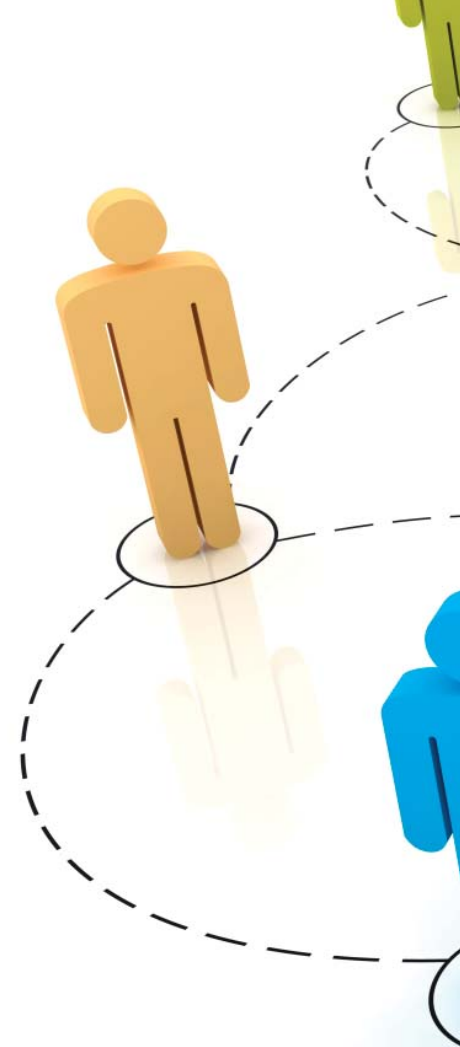
Message from Peg



Fellow MTM Employee:

At MTM, we believe that acting responsibly with a keen focus on ethics is the right thing for each of you to do personally as well as the right thing for our company. This Code of Conduct is designed to provide you with the tools and guidance you need to be ethical in your day-to-day work activities. My hope is that you read, understand, and buy into these important values as I do. I expect you to embrace and follow these principles, using them as a compass for doing business the right way as we strive to remove community barriers nationwide.

Peg Griswold
Owner, MTM







Code of Conduct

MTM prides itself on the high standards of excellence embodied by our operating principles, and we expect our employees to represent those ideals in dealing with persons both inside and outside the company.

It is impossible for this Code to cover every situation that may arise. The intent is to set out basic principles to guide all employees on the professional, ethical, legal, and socially responsible behavior we expect of our employees. For areas not specifically outlined in this Code, employees should use these guiding principles and their best judgment, and should seek direction from their supervisor and the Corporate Compliance and Ethics (CCE) department for any questionable matters.

On a corporate level, MTM takes our responsibility to our contracted clients very seriously. We are committed to providing the highest levels of service in all of our delegated functions, and doing so with the utmost integrity, understanding that we are a representation of our clients. Because MTM frequently contracts with federal and state governments, we understand and honor our fiduciary responsibility to efficiently and responsibly use these funds.

As a government contractor, MTM expects the highest level of integrity and ethics, not only of employees, but also our subcontractors and their affiliates. MTM's sub-contractors are considered "Downstream and Related Entities" by the Centers for Medicare and Medicaid services (CMS). For that reason, they are held to the same requirements as internal staff in relation to the Code of Conduct.

The basic principles discussed in this Code are subject to any MTM policies covering the same issues. Particular topics highlighted here may also be found in more detail throughout the MTM Employee Handbook.



Professional Integrity
Conflicts of Interest
Appropriate Business Partnerships
Confidentiality
Record-Keeping, Financial Controls, and Disclosures
Protection and Proper Use of Company Assets
Discrimination, Bullying, and Harassment
Health, Safety, and Wellness
Fair and Legal Competition
Administration of Code



Professional Integrity

Consistent with our operating principles, employees should strive to conduct all business dealings and relationships with integrity, honesty, and respect for others and should always deal fairly and honestly with clients, customers, and others with whom we do business. No employee should knowingly permit any transaction to occur that is not fair to our principals, clients, and customers alike.

Conflicts of Interest

The term Conflict of Interest refers to a scenario in which personal gain can influence ethical decision making and has the potential to be detrimental to the interest of the company. Along with adherence to clear Corporate Policies and Procedures, every MTM employee should operate with a sense of professional objectivity in order to remove the potential for unethical decisions. No employee should use any position within the company, or information acquired during employment in a manner that may create a conflict, or the appearance of a conflict, between an employee's personal interests and those of the company. All activities conducted as an employee of MTM should always place the lawful and legitimate interests of the company over personal gain.

Appropriate Business Partnerships

MTM, as a manager of delegated services, primarily operates in a series of partnerships. Business partnerships refer to both external and internal relationships. Internal business relationships include employees and employers; external business relationships include, but are not limited to the following:

- Clients
- Subcontracted Providers
- Business Associates
- Third Party Vendors

MTM must manage all of our business relationships in a fair, legal, and objective manner. MTM does not permit or condone bribes, kickbacks, or any other illegal, secret, or improper payments, transfers, or receipts. This applies both to the giving and receiving of payments or gifts. No employee shall offer, give, or transfer any money or anything else of value for the personal benefit of any employee or agent of another business entity for the purpose of:

- Obtaining or retaining any business
- Receiving any kind of favored treatment
- Inducing or assisting such employee or agent to violate any duty to his employer or to violate any law

Employees should also see the importance of perception in the giving and receiving of payments or gifts. This means that even if an employee gives or receives a gift with complete objectivity, the giver or receiver may have the perception that the action will have an unethical influence. Gifts are considered acceptable when they fall within generally accepted business etiquette, are not excessive, could be shared with a group of employees, and when the giving or receiving does not give the appearance of favoritism.

Confidentiality

One of MTM's most valuable assets is our proprietary information. Except as properly authorized by a member of executive management, it is the responsibility of all employees to maintain the confidentiality of proprietary information of the company and any information entrusted to MTM that is otherwise not readily available to the public. Employees must refrain from discussing confidential company business with parties outside of MTM employees and business partners, and should only release confidential information on a need-to-know basis. Though this list is not exhaustive, confidential information may include information relating to employees, members, subcontractors, clients, and business opportunities, strategies, or tools. Confidentiality rules apply to all methods of communication including, but not limited to, verbal, written, and electronic.

Record-Keeping, Financial Controls, and Disclosures

MTM requires honest, accurate, and timely recording and reporting of information in order to make responsible business decisions. All business expense accounts must be documented and recorded accurately in a timely manner and all books, records, accounts, and financial statements must be maintained in appropriate detail and conform both to applicable law and to MTM's internal controls. Other non-financial records should be documented and maintained with accuracy as the goal and should be free of exaggeration, embellishments, or guesswork. The same principles apply to all business communications including emails, memos, and reports. Records should always be retained or destroyed according to MTM's record retention policies.

Protection and Proper Use of Company Assets

All employees should protect MTM's assets and ensure their proper and efficient use. These assets include, but are not limited to, time, materials, supplies, equipment, and facilities. Theft, carelessness, and waste have a direct impact on profitability. As a standard, all assets are to be used for legitimate business purposes and any suspected incident of fraud or theft should be immediately reported to an employee's immediate Supervisor or the CCE department for further investigation. Limited and reasonable use of MTM's assets, such as computers and telephones, where the cost to MTM is insignificant, is permissible, but only with prior approval from your supervisor. The use of MTM assets, especially technology, should be done with the knowledge that usage will be monitored to ensure compliance.

Discrimination, Bullying, and Harassment

MTM understands the diversity of its workforce is a tremendous asset and is firmly committed to providing equal opportunity in all aspects of employment and will not practice or tolerate discrimination on the basis of place of origin, ethnicity, citizenship, gender, age, political or religious affiliation, sexual orientation, marital status, family relationship, economic, or genetic information. MTM's diversity principles will also extend into populations of individuals with disabilities. MTM will make reasonable accommodations to the known physical and mental limitations of otherwise qualified individuals.





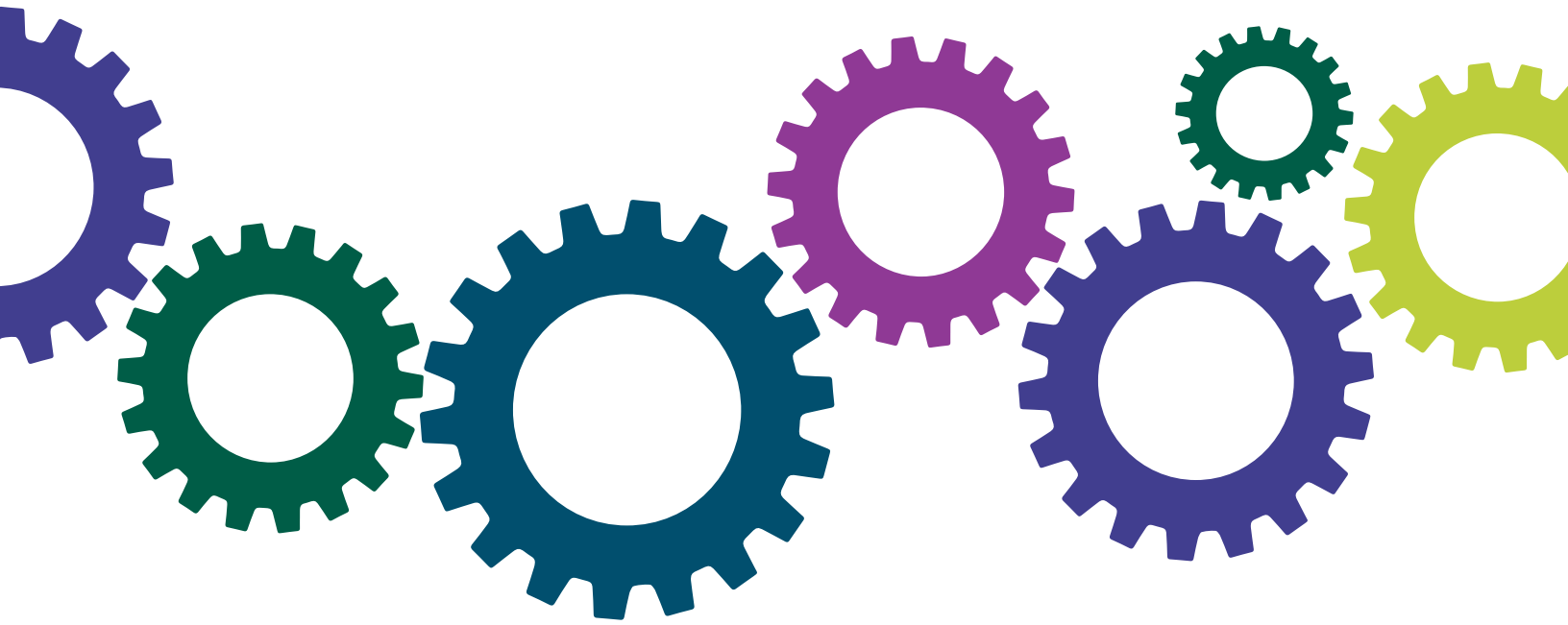
Health, Safety, and Wellness

MTM strives to provide all employees with a safe and healthy work environment. We are all responsible for following environmental, safety, and health rules and practices and for immediately reporting accidents, injuries, and unsafe equipment, practices, or conditions to a supervisor and the Safety Committee via the #SafetyFirst email burst.

In tandem with environmental health and safety, MTM greatly values the health and wellness of our employees. MTM abides by the principle that a healthy workforce is a productive and dependable workforce. Along with voluntary wellness initiatives, employees are expected to perform work in a safe manner, free of the influences of alcohol, illegal drugs, or controlled substances. The use or possession of illegal drugs in the workplace will not be tolerated.

Fair and Legal Competition

MTM values fair, ethical, and legal competition for itself and our subcontractors. While MTM holds expansion in high regard, any new business should be recruited and retained using the highest levels of honesty and transparency. It is very common to obtain information about other organizations, including competitors, through legal and ethical channels; however, MTM will never use illegal or dishonest methods to obtain this information.



Administration of Code

All employees who suspect violations of the letter or spirit of this code have an obligation to report their concerns to their immediate Supervisor or the CCE department. Reports may be made anonymously, if desired, and all reports will remain confidential.

Matters of concern include pressure exerted by clients, customers, company personnel, or others to utilize accounts in an unauthorized manner or to take or enable other actions inconsistent with authorized company procedures and policies or this Code.

Violations of the Code of Conduct are to be taken very seriously. In the event of a violation, MTM will review each instance on a case-by-case basis, and if necessary, take swift and immediate action to ensure continuity and integrity of all aspects of our business. The investigation shall remain as confidential as practicable and those conducting the investigation shall respect the privacy of all persons involved. Corrective measures may include formal disciplinary action, up to and including possible termination.

No adverse action shall be taken or permitted against any employee for communicating legitimate concerns. Any retaliation or retribution should be immediately reported to the CCE department. This Code is subject to amendment and may be reviewed and updated periodically.



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