



SPRING HILLS CODE OF CONDUCT

I. INTRODUCTION

The mission of Spring Hills is to demonstrate “Caring with a Commitment to Quality,” by aspiring to the highest professional standards, while providing care and services in the most supportive, homelike, and compassionate atmosphere.

Our ongoing concern for the needs of our Communities, along with a dedication to high personal and professional ethics, will allow us to exceed the expectations of our customers, whom we define as Residents, and our fellow Associates.

We recognize that in today’s highly regulated and competitive health care environment, the successful pursuit of those objectives depends not just on the clinical excellence and efficiency of the services we provide, but also on the strength of our character and our reputation for honesty, integrity, reliability, and respect among our residents and patients, their families and friends, the communities we serve, our provider partners, our payers, and anyone else who does business with us.

The commitment to respect and enhance that reputation is a fundamental expectation of your employment or other professional association with Spring Hills. It is a commitment we all bear individually and collectively. In short, Spring Hills expects each and every one of us to do the right thing in everything we do on behalf of our Company and those it serves.

II. COMPLIANCE AND THE CODE OF CONDUCT

While we all understand what it means to do the right thing in our day-to-day lives, health care today is a complex business subject to many laws, regulations, guidelines and standards. One of the ways Spring Hills helps us deal with those complexities is to establish a compliance program consisting of policies, procedures and structures that help clarify and apply those standards so we better understand what is expected of us.

This Code of Conduct is just one element of Spring Hills’s compliance program but it is an important one. It is a statement of the fundamental principles by which Spring Hills expects its business to be conducted.

The Code of Conduct is not a substitute for the many authorities that govern our business or the detailed policies and procedures that the Company adopts to implement them. Rather, the Code of Conduct is a starting point or a guide to those more detailed authorities. Together, the broad principles of the Code of Conduct and the detailed requirements of Spring Hills’s compliance policies set forth the Company’s expectations of you to *do the right thing*. While Spring Hills will provide you with access to this guidance, it is your job to embrace and apply it in everything you do on behalf of the Company. .

By signing the attestation accompanying this Code, you accept that obligation and acknowledge that your continued employment or other professional association with Spring Hills depends upon your ongoing fulfillment of that obligation.

Four principles...

- I. **Residents and Patients First**
- II. **Respect for the Law and Government Process**
- III. **Integrity in the Workplace**
- IV. **Respect for Company Resources**



III. PRINCIPLE: RESIDENTS AND PATIENTS FIRST – QUALITY OF CARE AND RESIDENTS’ RIGHTS

There is no principle more important to Spring Hills’ objectives than our commitment to provide our residents and patients and those who pay for their services with high quality of care and quality of life, while respecting their rights and the circumstances that have placed them in our trust.

Commitment to this principle includes applying and upholding all of Spring Hills’ policies and procedures related to resident care. It also extends to our duties to...

- safeguard the privacy and confidentiality of residents’ and patients’ personal information,
- respect our residents’ and patients’ dignity and
- respect all resident rights as required by law or Spring Hills policy.

It also applies to the professional, clinical, and ethical obligations of resident assessment, treatment and care imposed upon us by law, by the standards of the health care community in which we operate, and by our training, licensure or other professional accreditation. Spring Hills will not tolerate deviation from these basic standards of care, and any such deviation will be grounds for discipline up to and including termination of employment or other engagement.

These principles require each of us to continually explore how we can better understand our residents’ and patients’ needs, and better manage our resources to enhance our residents’ and patients’ experience. As the quality of our services is ultimately only as good as the people who deliver them, Spring Hills expects all of its associates to apply the same principles to their own personal conduct, always asking what more we can do every day to show compassion, dignity and respect for our residents and patients. Nowhere is our personal and shared commitment to do the right thing more important to the success of our Company than here.

IV. PRINCIPLE: RESPECT FOR THE LAW AND GOVERNMENT PROCESS

The Code of Conduct is not intended to catalog or restate all of the authorities that govern our business. However, some of the more important laws and processes that affect us are addressed below. Regardless of whether or not they are addressed in this Code, respect for all laws, rules, regulations, policies and procedures governing our business, including governmental agencies and their processes, is a fundamental principle of Spring Hills’ compliance program.

A. Discrimination

As set forth in the Associates’ handbook, Spring Hills believes that the fair and equitable treatment of all residents, patients, Associates and others who do business with us is critical to fulfilling the vision and goals of the organization.



Our policy is to admit and treat residents and patients only on the basis of their needs, and our ability to meet those needs, without regard to race, color, religion, sex, national origin, age or disability, or any other classification protected by law. If you observe or experience any form of harassment or violence you must report the incident immediately.

No form of harassment or discrimination on the basis of any classification protected by law will be tolerated. This prohibition extends to harassing messages sent via all forms of social media, and text messaging. Any allegation of harassment or discrimination will be promptly investigated in accordance with applicable human resource policies and all applicable state and federal laws. Violations confirmed by investigation will result in discipline up to and including termination.

B. Business Inducements

1. Gifts, Gratuities, Donations and other Benefits That Can Lead to Trouble

There are complex laws that tell us when it is inappropriate to accept or offer gifts. Generally, it is unlawful for us to accept, solicit, or provide any gifts or other benefits that could influence referral of business paid for (even partially) by public programs such as Medicare and Medicaid. Violations of these laws can have serious consequences for the individuals involved and for Spring Hills. If you have questions about whether a particular situation is appropriate, you must discuss it with your Department Head, Supervisor, Compliance Officer, or a member of Spring Hills management. Even innocent mistakes can have serious consequences, so you must ask questions if you are unsure.

These laws apply to our dealings with...

- residents, patients, their families or other representatives;
- health care providers who might refer residents or patients to us (including health care charities associated with referral partners – see below at Charitable Contributions and Donations), or vice-versa;
- insurance companies or other payment sources;
- vendors or contractors who offer to provide or do provide goods or services to Spring Hills or its residents or patients; or
- any other parties or entities with whom we conduct Spring Hills business,

Spring Hills Associates must be vigilant to ensure that all our business is absolutely free from offers, solicitation, payment or acceptance of gifts, gratuities or other benefits of any kind whatsoever made to induce or influence business decisions. While these policies apply to all of us, any Associates or Spring Hills representatives with contracting authority or marketing and admissions responsibilities must be particularly sensitive to these laws.

Always keep in mind that your view of what is allowed may be different from that of others or the government. The government takes a very expansive view of this and it is very easy to make a mistake that could have serious consequences. Any arrangement or proposal that is tied in any way to the volume or the nature of business referred between parties is particularly suspect as is any arrangement offering commercially unrealistic discounts, “free” goods and services or below fair market value prices. **Arrangements between business partners that may be widely accepted or routine in other business can lead to significant civil or even criminal penalties in the health care industry. Basically, in health care today, if the deal looks too good to be true, it probably is.**

2. Gifts, Gratuities and Payments from Residents or Patients

While not necessarily rising to the level of violations of law discussed above, the same considerations apply to gifts and gratuities offered by, or solicited from, residents, patients, their friends, families and representatives. Spring Hills makes admissions and care decisions based solely on an assessment of an individual’s clinical needs and our ability to



provide the goods and services required to address those needs. We want to avoid any appearance that our decisions can be influenced by gifts or gratuities that residents or their representatives might be willing to make. Accordingly, associates are prohibited from individually soliciting or accepting tips, personal gratuities or gifts of any kind from residents or patients.

The only exceptions to this rule are small items of nominal value presented for the benefit of an entire unit or department such as flowers, fruit baskets, candy, etc. If a resident, family member, friend or any other individual wishes to present a monetary gift, or other gift of more than nominal value he/she should be referred to the appropriate Administrator/Executive Director or a representative of Spring Hills management.

3. “Supplementation”

There are certain limited situations in which payers may permit residents, patients or their representatives to “supplement” the services paid for under their health care coverage. An example of supplementation might be when a family offers to pay extra for enhanced room and board type services. Additional payment for these supplementary services in some cases can be appropriate, but in other cases, especially for residents on Medicaid such “supplementation” is strictly prohibited. Accordingly, before agreeing to accept any supplementary payments by or on behalf of a resident, for “extra” services, Associates must seek the review and approval of Spring Hills’s Legal Department.

Highlights...

- ✓ We bill only for services actually provided.
- ✓ We provide only medically necessary services ordered by appropriately licensed clinicians.
- ✓ We maintain medical records with proper, timely, and appropriate documentation of all services.
- ✓ We monitor and audit our billing, promptly correcting and reporting any known errors.

C. False Claims – The Importance of Thorough, Accurate and Timely Documentation

The Federal “False Claims Act” and many similar or related state and federal laws provide for significant civil and/or criminal penalties for the filing of false or inaccurate claims for reimbursement from Medicare, Medicaid, other public health programs and third-party payers.

False claims include claims for services no one performed, claims for more services than what someone actually performed, claims that are not medically necessary, are inaccurate or that misrepresent the scope or the nature of the services rendered, claims for services that the programs do not cover, and claims for services lacking adequate clinical documentation. Increasingly, false claims will also include claims for services that significantly deviate from the quality standards that the payers expect when they contract with us to provide care to their members or beneficiaries.

As required by federal law, Spring Hills has developed and published for all Associates, vendors and others who do business with us, policies specifically addressing the provisions of the Federal False Claims Act and related state laws as well as the protections afforded under those laws to those who report actual or suspected violations of the laws, commonly referred to as “Whistle Blowers.”

The thoroughness, accuracy and reliability of the documents and records Spring Hills produces or uses in conducting its business is critical to our compliance with these laws and the attainment of our business objectives. Nowhere is this more important than with respect to the procedures we follow and the records we produce for purposes of claims and reimbursement, regardless of the payer. Strict compliance with Spring Hills policies on creation, maintenance and correction of all claims-related documentation is fundamental to your employment or association with the Company.

Intentional or negligent errors, omissions or misrepresentations are serious offenses subject to discipline up to and including termination.

D. Privacy and Confidentiality Laws – Personal Identifying Information

Everyone in health care today has some awareness of the federal Health Insurance Portability and Accountability Act (HIPAA). HIPAA identifies and recognizes the privacy interest that all people have in their personal health care information. HIPAA imposes many detailed requirements to help safeguard personal health care information from inappropriate use and disclosure. Personal health care information protected under HIPAA (“protected health information” or “PHI”) includes any information that can be used to identify the person as a resident or patient, or that relates to the person’s health care status, treatment or payment status. Increasingly, protected health information is created, maintained and transmitted in electronic format (“ePHI”).

Since the enactment of HIPAA the federal government and many states have adopted additional laws and standards that significantly expand privacy protections and the penalties for violating those protections. In some states those protections are extended beyond our residents and patients to the personal identifying information (“PII”) of associates and/or others who may do business with us. These laws and standards will continue to evolve.

Spring Hills respects the privacy interest held in all PHI/PII and requires its associates, consultants, contractors and anyone else with access to such information to do so as well. To that end, Spring Hills will adopt and update as circumstances require, specific confidentiality policies and procedures to address the more complex issues that arise regarding the “use” or “disclosure” of PHI/PII.

As a general principle, however, you should consider all medical, financial or other personal identifying information of residents or associates that you have access to during the course of your employment as strictly confidential. **Even where use or disclosure of such information is permitted under the law and Spring Hills policy, you should use or disclose only the minimum amount of information necessary to do what you need to do, and you should disclose it only to those who absolutely need the information to perform their jobs. Intentional or even unintentional disclosure to friends, family members, co-workers or anyone else of PHI/PII – even the fact that someone is a resident of your center or community - can have serious consequences for everyone involved. This is particularly true of electronic media, such as cell phones, laptops or other devices, which can record, store or transmit images or other personal identifying information widely and instantly with a single mistake.**

Do not under any circumstances take, transmit, or post publicly photographs or video of our residents or patients, or otherwise disclose in any format – electronic, verbal or paper – any PHI/PII with which you come into contact during the course of your employment or association with Spring Hills except as may be specifically authorized under applicable Spring Hills policies.

E. Qualifications for Employment – Professional Licensure and Job Requirements

All Associates, contractors, vendors and anyone else doing business with Spring Hills must comply with all laws and regulations governing all licenses or credentials necessary to lawfully perform their job. If any such license, permit,

Highlights...

IF THERE IS ANY DOUBT WHATSOEVER ABOUT WHETHER YOU SHOULD USE OR DISCLOSE PHI/PII...



Always check Spring Hills’s policies and if you are still not sure ask for guidance from your supervisor, compliance officer or Spring Hills legal team.



certification or other required credentials expire or are terminated, suspended or otherwise limited, or in the event any Associate or other person or entity doing business with the Company knows or suspects that they may be barred, suspended or otherwise prohibited from participation in publicly funded health care programs like Medicare and Medicaid (“excluded individuals or entities”) they must notify Spring Hills management immediately. Spring Hills will comply with all background check procedures, and not employ any person or contractor without verifying they are appropriately licensed in good standing as necessary to perform their job and are not an excluded individual or entity. Company management must be notified immediately of any deviation from these policies and procedures. Failure to do so will be cause for discipline up to and including termination.

F. Government Process – Investigations and Enforcement

All Associates and contractors must fully cooperate with all government investigations or inquiries in a direct, honest and truthful manner. These investigations and inquiries may be routine such as with “reportable events” or annual center certification surveys or they may involve agencies, issues or procedures with which you are completely unfamiliar. While in most cases, any contact you will have with a government investigation will be at work, this is not necessarily always the case. Government investigators may also contact you at home or elsewhere away from the workplace.

Regardless of when or how you may find yourself involved in a governmental investigation, there are some general guidelines to follow that will help to ensure that collectively and individually we fully cooperate with the government in an effective and responsible manner.

1. Identification

The first thing to do in the event of any contact from any individual or agency is to politely request the name, address and telephone number of the person or entity making the contact and the purpose of the contact.

2. Notification

At the earliest opportunity, notify your immediate supervisor and any other Spring Hills personnel required by policies and procedures. Wherever possible, politely inform investigators that before producing any documents, witnesses, or other materials and before providing any statements, Spring Hills policy requires you to complete the notification process to ensure that management is aware of and can ensure full cooperation with the investigation or inquiry.

3. Cooperation

You should always make every reasonable effort to fully cooperate with government investigators and never attempt to delay or obstruct any such investigation. This means that Spring Hills Associates must:

- Always be polite and courteous to the investigators;
- Never hide, withhold, destroy, or change any documents in anticipation of or in response to a governmental investigation or inquiry no matter how routine the issue or how serious the potential outcome;
- Never lie or make false or misleading statements to any investigator;
- Never attempt to persuade or assist anyone else to provide any false or misleading information, to withhold alter or destroy any information or to otherwise obstruct any governmental investigation.

4. Accurate Documentation



The accuracy and reliability of the documents we generate during the course of our day-to-day activities are critical to the integrity of Spring Hills. Spring Hills Associates are expected to help maintain that integrity by ensuring that all records and documents, particularly those at issue in governmental investigations and inquiries are thorough, complete and accurate and that they are never altered, edited or amended except as may be permitted in strict accordance with applicable Spring Hills policies. Disregard of this principle will be grounds for serious disciplinary action up to and including termination.

V. PRINCIPLE: INTEGRITY IN THE WORKPLACE – RESPECT FOR SPRING HILLS ORGANIZATION, PROCESS AND REPUTATION

While doing the right thing certainly includes complying with laws and regulations, there are other considerations related to the Spring Hills organization, process and reputation which are equally important to our ability to function effectively and deliver on our obligations to those we serve. Even though disregarding these considerations may not violate the law, they are a requirement of your relationship with Spring Hills, and violations will result in disciplinary action up to and including termination of employment or contract.

At the core of this principle, everyone who conducts business on behalf of Spring Hills should understand that they may be viewed as representatives of the Company, and that their professional and personal conduct can reflect positively or negatively on our reputation for excellence. With this in mind, Spring Hills expects as a condition of employment that each of us will always:

- treat all residents and patients, family members, vendors, contractors, our colleagues in the workplace and anyone else who does business with us with courtesy and respect;
- respect Spring Hills process, policy and procedure;
- respect industry professional standards and parameters;
- act at all times with a level of honesty, integrity and professionalism that reflects positively on Spring Hills.

Some practical considerations as to how this principle affects your day-to-day relationship with Spring Hills are set forth in the Associate handbook and are also addressed below.

A. Misrepresentation and Disparagement

You must accurately and honestly represent Spring Hills in any communications you make relating to Spring Hills business. You should refrain from making false or misleading statements to anyone doing business with Spring Hills in any forum including all forms of social media. No one should engage in any activity or scheme intended to defraud anyone of money, property or honest services. You should not misrepresent or defame Spring Hills, its products or services, its Associates or its clients. Nor should you make defaming comments about other residents, patients, persons or entities doing business with or competing with Spring Hills, or other members of our health care community.

B. No Siloes – Cooperation, Coordination, Teamwork

Spring Hills management understands that a company is really just the sum of its parts. To operate efficiently, we cannot work in “siloes” independent of the roles, responsibilities, and contributions of our colleagues. The team that works best is the team that works together, focusing on cooperation, communication and coordination of effort among colleagues. **When it comes to delivering outcomes for our residents and patients “not my job,” is not an option.** This does not mean, however, that you should take action that exceeds your abilities or your professional



credentialing. In those circumstances, teamwork means knowing the limits of your abilities or authorization and getting the right people involved to perform the task at hand.

C. Professional Responsibility, Spring Hills Organization and Process

While Spring Hills expects everyone to take an active interest in and contribute to the attainment of our business objectives to the best of their abilities, there are certain practical limitations on personal initiative that are necessary to ensure that Spring Hills operates in a coordinated and effective manner. While these issues are also addressed in the Associate handbook, some of the more important of those considerations are addressed below.

1. Professional Responsibility

First and foremost, we are a health care company. **The clinicians who deliver care to our residents and patients must always respect the limitations of their licensure or other professional credentials and must always operate within the parameters of those credentials and the accepted standards of practice in the communities in which they operate.** While professional responsibility is important to all of us, it is a critical responsibility to the integrity of our clinical product. Deviation from this responsibility is unacceptable.

2. Public Advocacy and Lobbying

From time to time Spring Hills may take positions on legislation or other matters of public policy affecting its business. While suggestions and input from Associates are always welcome in the development of Spring Hills policy positions, the articulation and public dissemination of Spring Hills positions on any such matters needs to be carefully controlled so as to avoid intentional or inadvertent misrepresentation. **Associates must refrain from engaging in public advocacy or lobbying on behalf of Spring Hills without specific authorization.**

3. Regulatory Filings – Interactions with Government Agencies

Similarly, as a highly regulated business many of us will have occasion to come into contact with government regulatory agencies, whether during routine processes such as surveys, licensure or certification filings and financial reporting or less routine events such as investigations, audits, meetings with government officials or other general inquiries and communications. Many of these interactions can and may be best handled by center or service level Associates; however, as with public advocacy and lobbying, it is easy for encounters of this sort to lead to inadvertent miscommunication and misrepresentation of the Company's position. As part of the "no siloes-teamwork" concept, whenever interaction with government agencies is required, associates must notify their direct supervisors and obtain approval to act before taking any action on behalf of the Company.

4. Contracts

For some of the reasons stated elsewhere in this Code (see above, Business Inducements) and for many other reasons, contracts entered into on behalf of Spring Hills must be carefully scrutinized to minimize the risk of potential compliance and other legal issues. Accordingly, Associates may not enter into negotiations with any third party regarding the terms of any Spring Hills contract nor execute or otherwise commit Spring Hills to any contract without the express authority to do so by Spring Hills management and in accordance with applicable Company contracting policies or procedures.

In particular, **Spring Hills Associates are not authorized to commit Spring Hills to unwritten deals, "handshake" arrangements or verbal agreements of any kind whether they be initial relationships or amendments to existing relationships.** Spring Hills Associates should conduct all business negotiations on behalf of Spring Hills at arm's length



and should avoid transactions that appear improper or that might otherwise compromise the Company's integrity. To the extent Spring Hills Associates have direct or indirect personal relationships with actual or potential contract partners they need to so advise their supervisor to avoid the appearance of impropriety and/or conflicts of interest as addressed below.

5. Marketing

All Associates are representatives of Spring Hills. Our words and actions can reflect positively or negatively on the Company itself. Spring Hills sincerely hopes that all Associates will be happy with their jobs and proud of the organization they work for, and in that sense we may all have opportunities to promote or market Spring Hills to potential residents and patients, potential associates or other business partners.

While enthusiasm for the Company's activities is a good thing and something to be encouraged, Associates must be sensitive to the fact that marketing or promotional efforts need to be coordinated with those who are specifically tasked with those responsibilities by Company management. In particular, consistent with the theme of honesty, integrity and professionalism running throughout this Code, **under no circumstances should any Associates, professional marketer or otherwise, make disparaging remarks about competitors or encourage potential residents and patients, associates or business partners to breach existing business arrangements with third parties.** Similarly, as discussed in greater detail under the section on Business Inducements above, under no circumstances should any associates offer or give anything of value to potential residents and patients, vendors, associates or anyone else, in order to influence the decision to do business with Spring Hills.

6. Charitable Donations and Contributions

Spring Hills enthusiastically participates in and welcomes the participation of its Associates in contributions to bona fide charitable organizations which are organized for purposes consistent with our health care mission. To the extent that such charitable activities involve hospitals or other entities in a position to refer business to Spring Hills, which is often the case, there is always the potential for them to be misconstrued as an unlawful business inducement as discussed above. To minimize that potential, **Spring Hills Associates must not commit the Company to any charitable contribution without obtaining approval from the appropriate management representative and their compliance officer.**

D. Safe and Healthy Environment

As addressed in greater detail in the Associate handbook, Spring Hills is committed to providing a drug-free, safe and healthy work environment. **Using or being under the influence of alcohol or illegal drugs while working is strictly prohibited.** Furthermore, each of us is responsible for compliance with applicable health and safety laws and regulations. Any environmental risks that may arise at our centers should be identified and managed in accordance with applicable laws and regulations.

E. Spring Hills Policies & Procedures

Most if not all of the issues discussed under this and the other principles of this Code, together with many of the other standards, guidelines, structures and processes, by which Spring Hills conducts its business, are addressed in greater detail in the Spring Hills Associate handbook and in the many specific operating policies and procedures which Spring Hills will adopt and amend from time to time. All of this guidance will be made available to you as your



job requires in various formats throughout the course of your employment or other professional association with the Company. As a fundamental element of your respect for Spring Hills' organization and process, and as a requirement of your employment or association with Spring Hills, **you must familiarize yourself with the policies and procedures specific to your responsibilities with Spring Hills and conduct yourself accordingly.** In that respect, the Associate handbook and all of those policies and procedures are incorporated by reference and made a specific part of your obligation to do the right thing under this Code of Conduct.

VI. PRINCIPLE: RESPECT FOR SPRING HILLS RESOURCES

Spring Hills expects all Associates to commit themselves professionally to the best interests of Spring Hills and its residents and patients and to help ensure that all of the Company's resources, including your time on the job, are most effectively dedicated to that goal.

A. Spring Hills Property

Spring Hills Associates should not use Spring Hills property for their own personal business, benefit or convenience during working hours without prior approval from their supervisor. This covers all forms of Spring Hills property including Associates' time, vehicles, supplies, furniture, fixtures, equipment, computer hardware, software, internet access and telephones. With respect to computer and telephone usage, this means there is no right, nor should there be any expectation, of privacy for personal use of Company equipment. Under no circumstances is Spring Hills property to be used to solicit, harass or otherwise offend, or for any unlawful purpose.

B. Proprietary Information

Associates must not disclose or use Spring Hills proprietary information (information about Spring Hills finances, business plans and strategies, payment and business negotiations) or any other confidential, special, or inside information on or about Spring Hills, for the personal benefit of themselves or others without the specific authorization of Spring Hills management. Information, ideas and intellectual property assets of Spring Hills are important to organizational success. Information pertaining to the Company's competitive position or business strategies, payment and reimbursement information, and information relating to negotiations with Associates or third parties should be protected and shared only with Associates having a need to know such information in order to perform their job responsibilities. Associates should exercise care to ensure that intellectual property rights, including patents, trademarks, copyrights and software are carefully maintained and managed to preserve and protect their value.

Similar considerations apply to proprietary information of third parties other than Spring Hills itself. Associates must not misappropriate confidential or proprietary information belonging to another person or entity nor utilize any publication, document, computer program, information or product in violation of a third party's interest in such product. Associates must not improperly copy for their own use documents or computer programs in violation of applicable copyright laws or licensing agreements. Nor should Associates utilize confidential business information obtained from competitors, including customer lists, price lists, contracts, and other such information in violation of a covenant not to compete, prior employment agreements, or any other agreement or law restricting such use.

C. Conflicts of Interest

Spring Hills expects that all Associates will have a duty of undivided and unqualified loyalty to the organization and



will not use their positions to profit personally or to assist others in profiting in any way at the expense of the organization. Accordingly, all Associates are expected to disclose and avoid actual or perceived conflicts of interest.

A conflict of interest exists any time your commitment to Spring Hills is or could appear to be compromised by a personal interest. Conflicts of interest can arise through many different professional or personal relationships involving Associates or their family members. Basically, any business or other relationship or activity in which you or a member of your family have a personal or professional interest, that competes with, seeks to do business with or could be viewed as possibly compromising your ability to devote your full attention and commitment to the best interests of Spring Hills or its residents and patients, could give rise to an actual or perceived conflict of interest.

Avoidance of conflicts of interest or the appearance of such conflicts requires associates to exercise good judgment and common sense and try to view the situation as others might. **Where you know or suspect that such a conflict or an appearance of conflict might exist, you should disclose the situation to your supervisor and request approval before proceeding.** Disclosure and pre-approval is always the best course to follow to avoid conflicts of interests.

VII. PRINCIPLE: COMMUNICATION IS KEY TO COMPLIANCE – REPORTING AND INVESTIGATION OF COMPLIANCE ISSUES

Communication is a key component of our compliance program and one that helps make all the other components of the program work. Spring Hills communicates its standards and expectations through written policies and procedures, including this Code of Conduct and your Associate handbook, and through education and training on those policies and procedures. By the same token, Spring Hills expects all of its Associates and anyone else with whom it does business, to communicate when they have questions or concerns regarding the principles set forth in this Code, any of the policies, procedures, laws or regulations that supplement it, or when they suspect or know that those principles, policies or procedures may be or are being violated.

Effective communication may be as simple as pointing out the issues you observe and discussing them with your colleagues to help decide what is required to do the right thing in any given situation. If questions remain, they should first be directed to your supervisor. If you are not comfortable speaking with your supervisor about the issue or are not satisfied with the response you get at that level, you should direct your question to the next level of management. If you are still uncomfortable or dissatisfied with the response at that level, you should contact Spring Hills's Concern line or Spring Hills' Chief Compliance Officer.

To further facilitate communication of questions or concerns regarding the Code of Conduct or any aspect of Spring Hills's compliance program, including the reporting of actual or suspected violations, Spring Hills has a toll free "Hotline" available 24 hours per day/ seven days per week. The Concern Line is staffed by a third party, independent vendor and can be reached via toll free phone call at 844-530-0002 or online at reports@lighthouse-services.com. Specific compliance officer contact information and Commitment Line access will be posted in each center or workplace.

Spring Hills considers the reporting of known or suspected violations of the Code, its policies or procedures, or any other laws, regulations or professional standards, to be a requirement of employment or other professional association with Spring Hills. All good faith reports of known or suspected violations will be fully investigated and, where necessary, corrective action will be taken. To the extent it is requested by the reporter, and unless additional information is required to effectively conduct the investigation, Spring Hills will make every effort to keep any such questions, concerns or reports confidential. **Spring Hills will not tolerate any retribution or retaliation against anyone who brings or seeks to bring to its attention any questions, concerns or reports or other issues which he**



or she reasonably and in good faith believes may constitute a violation of any applicable laws, rules, regulations, or Spring Hills policies and procedures. In such cases appropriate disciplinary action will be taken as set forth immediately below.

VIII. ADMINISTRATION AND APPLICATION OF THIS CODE OF CONDUCT

This Code of Conduct replaces all previous Codes of Conduct or Codes of Ethics for Spring Hills businesses and is to be read in conformity with the Associate handbook and related policies or procedures. In the event of any inadvertent inconsistency between the principles set forth in this Code and those set forth in the Associate handbook or other policies or procedures, you should contact your supervisor for clarification. While Spring Hills will generally attempt to communicate changes concurrent with or prior to the implementation of such changes, the Company reserves the right to modify, amend or alter this Code of Conduct without notice to any person or associate..

Spring Hills Associates who

- fail or refuse to conduct themselves in accordance with the principles and guidance set forth in this Code;
- fail to take reasonable measures to prevent, detect, or report people they know or should know are in violation of these standards;
- fail to cooperate with the Company's investigation of reported violations of this Code; or
- fail to conduct themselves in an ethical manner in carrying out Spring Hills business,

undermine the integrity of our Company and place all of us in jeopardy. Any such actions will be cause for disciplinary action up to and including termination in accordance with applicable Spring Hills Policies and Procedures, applicable state or federal law, and applicable collective bargaining agreement provisions, if any.

Nothing in this Code of Conduct is intended to nor shall be construed as providing any additional employment or contract rights to associates or other persons.