



Code of Business Ethics and Conduct For The Guardian Group, Inc.

PURPOSE

This Code of Business Ethics and Conduct (the “Code”) is a general guide to acceptable and appropriate behavior and represents the Guardian Group’s existing culture serving as a guide for all employees in their daily activities. The Code is applicable to employees of The Guardian Group, Guardian Healthcare Providers, Inc., Guardian Community Living, LLC., and any corporate affiliates of The Guardian Group, Inc. (“Guardian”).

The purpose of this Code is to provide written standards designed to deter misconduct and provide:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships
- full, fair, timely and accurate disclosure in reports and documents that Guardian files with any regulatory agencies
- compliance with applicable governmental laws, rules and regulations
- the prompt reporting of violations of the Code
- accountability for adherence to the Code

A culture of “corporate” ethics can only be built on a strong foundation of personal ethics. Therefore we expect all of our employees to conduct themselves in a manner that reflects the highest standards of personal and professional ethics.

This Code sets our general principles but does not cover every situation that may arise. We expect each employee to use sound judgment to help us maintain appropriate compliance procedures and to carry out our business in compliance with the most stringent laws, regulations and standards. Each employee of Guardian is expected to read this Code and demonstrate personal commitment to the standards set forth in this Code.

Nothing contained in this Code or other communications creates or implies an employment contract or terms of employment.

You should familiarize yourself with this Code so that you may readily distinguish any proposal or act that would constitute a violation. Each employee is responsible for his or her actions. An employee who does not comply with the standards set forth in this Code may be subject to disciplinary action, up to and including termination. There will be no reprisal against an employee, because the employee in good faith reported a violation or suspected violation.

If an employee has doubts regarding a questionable situation that may arise, that employee should immediately consult his or her Guardian supervisor. If it is felt that you can not talk with your supervisor, you are to contact the Director of Human Resources in Guardian's corporate office.

Compliance with Laws, Rules and Regulations

Guardian employees are required to comply with all applicable laws, rules regulations and standards.

Confidential Information and Privacy of Communication

Confidential information includes technical, business, financial, or otherwise concerning Guardian which it treats as confidential or secret and/ or which is generally not available to the public. It also includes information relating to customer records, fellow employees and their files and other companies and government information obtained by virtue of their position in the company.

Employees shall not seek out, accept, or use confidential company information of or from a competitor of Guardian. Should we hire an employee who previously worked for a competitor, we must not accept or solicit confidential information concerning that competitor from our employee.

Employees are prohibited from divulgence, discussion or otherwise disclosing confidential information obtained as a result of employment by Guardian. This information is inclusive but not limited to: personnel information, patient/client information/ records, client/contact listings, pending projects and proposals, marketing strategies etc.

Employees are expected to use appropriate judgment and discretion in their emails, memos, notes and other formal and informal communications related to Guardian business. Communications relating to our business must not use derogatory or inappropriate comments about individuals or companies, unprofessional language, and unauthorized financial statements.

Employees or former employees who improperly use or disclose trade secrets or confidential business, patient/client information will be subject to disciplinary action, up to and including termination and/or legal action.

Employees are required to sign a confidentiality statement upon employment.

Customer Billing

Our customer relationships are built on trust and ethical conduct. Prominent among the expectations of this relationship is trustworthy and un-reproachable billing practices. All time sheets, financial information and related documentation must be accurately and honestly documented and reported.

Company Assets

Expense Reimbursement - Expense actually incurred by an employee in performing Guardian business must be documented on expense reports according to company policies. In preparing expense reports, employees are to include all receipts and information as indicated in the expense policy.

Credit Cards - Guardian credit cards are provided to specified employees for convenience in conducting company business. No personal expenses may be charged on the company credit card.

Equipment, Software and Computers – Information and software are valuable assets of the company and must be protected from misuse, theft, loss, and unauthorized disposal, just as any other company property. Use of this equipment must be company-related. Employees may not access company records for personal use.

Gifts and Entertainment

“Gifts” are items or services of value which are given to any outside parties, but do not include the following:

- normal business entertainment items such as meals and beverages are not considered gifts
- items of minimal value (under \$25) given in connection with promotions or employee services, safety or retirement awards are not considered gifts for purposes of this Code
- contributions or donations to recognized charitable and non-profit organizations are not considered gifts
- items or services with a total value under \$100 per year are excluded

It is a crime for anyone to offer or accept a bribe, kickback or other thing of value for referring Medicare or Medicaid business.

No employee or member of his or her immediate family shall solicit or accept from an actual or potential customer any compensation, gift, entertainment or other favors which are more than token value (under \$25) or which the employee would not normally be in a position to reciprocate under normal accounting procedures.

An employee or family member who receives a gift prohibited by this Code is to report it to his or her supervisor. In addition they are to return the gift or give it to a charitable organization.

Guardian respects the privacy of its employees and their rights to engage in outside activities that:

- do not conflict with the interest of Guardian
- do not interfere with the performance of their duties on behalf of Guardian
- do not reflect poorly on Guardian

Before engaging in any material transaction or relationship that could give rise to a conflict of interest, an employee must provide all information to the Director of Human Resources and receive approval prior to engaging in this activity.

Employee Conduct

Dishonest or illegal activities on Guardian premises or while on company business will not be condoned and can result in disciplinary action, including dismissal and criminal prosecution. The following is not intended to be all-inclusive, but illustrates some of the activities that will not be tolerated on company premises, company vehicles or on company business:

- consumption and storage of alcoholic beverages except where legally licensed or authorized by a member of the Board of Directors
- the use of controlled substances, such as drugs and alcohol
- the unlawful manufacturing, distribution, dispensation, possession, transfer, sale, purchase or use of a controlled substance
- driving vehicles or operating company equipment while under the influence of alcohol or controlled substances
- illegal betting or gambling
- carrying weapons of any sort on company premises, in company vehicles or while on company business - even employees with permits or licenses may not carry weapons on company property or while on company business.

Guardian reserves the right to inspect any property that may be used by employees for the storage of their personal effects.

Conflicts of Interest