

Contents

I.	Introduction	3
II.	Anti-Harassment Policy.....	3
III.	Harassment Complaint Procedures.....	4
IV.	Code of Conduct Policy.....	4
V.	Confidential Information Policy	5
	Business Collateral	6
	Information Confidentiality Classification Matrix for Service Provider.....	8
	External Surveys.....	9
VII.	Conflict of Interest Policy.....	9
	Other Employment.....	10
VIII.	Dress Standards Policy.....	10
	Enforcement.....	10
	LOB Exception	11
	VSPOne Labs	11
IX.	Drug-Free Workplace Policy.....	11
	Definitions	12
	Prohibited Behavior	12
	Disciplinary Action for Violations.....	13
X.	Electronic Equipment Policy.....	13
	Business Etiquette	14
	Company-supplied equipment	14
	Company-supplied Laptops	14
	Privacy—Electronic Communications.....	14
	Remote User Security.....	15
	Software and File Storage - Copyrights/Licensing/Usage.....	15
	VSPOne Personal Electronic Device Policy (except VSPOne Sacramento)	15
XI.	Fraternization Policy	16
XII.	Fraud, Waste and Abuse Policy	16
	Introduction	17
	Contingent Workers or Service Providers Participation and Reporting.....	17

Responsible Officer 17

XIII. Regulatory Compliance & Regulators 18

XIV. Ownership of Inventions and Work Product Policy 18

XV. Workplace Searches Policy 19

XVI. Workplace Violence Policy..... 19

XVII. Corporate Ethics and Compliance Program..... 20

 Program Structure..... 20

 Resources for Guidance and Reporting Violations 20

 Personal Obligation to Report..... 21

 Investigations of Reports..... 21

XVIII. HIPAA 21

 Notice of Privacy Practices 21

 Compliance Responsibility..... 22

 Internal Audit and Other Monitoring..... 22

XIX. VSP E-mail Retention Guidelines..... 24

 Retention Period..... 24

Definitions:

- Contingent Worker or Service Provider – the temporary worker assigned to perform services at VSP Global® (VSP).
- On-Site Supervisor – the on-site vendor management representative(s), VOLT.
- Your Employer- the contingent worker's or service provider's employer that placed them on assignment at VSP.

I. Introduction

Welcome to VSP Global®, a complementary group of leading companies, working together to meet and exceed the needs of eyecare professionals, clients, and more than 60 million members. Combining the strength and expertise of each of these companies, VSP Global® provides benefits, services, products, and solutions that are unparalleled in the optical industry.

The Standards of Conduct for Contingent Workforce or Service Providers describes the standards and rules that as a Contingent Worker or Service Provider for the VSP Global® companies' team, you will be responsible for performing services to our standards. Below are the policies and guidelines to meet those standards.

Note: If you have any questions or concerns regarding these policies, please speak to your onsite supervisor or your employer.

II. Anti-Harassment Policy

VSP Global® (VSP) is committed to providing a workplace free of unlawful harassment. Harassment of any Contingent Worker, Service Provider or employee because of race, color, national origin, ancestry, sex (including pregnancy, childbirth and medical conditions related to pregnancy or childbirth), religious creed, religion, age (for persons 40 and older), disability (mental or physical, including HIV and AIDS), military and veteran status, medical condition (cancer and genetic characteristics), marital status, familial status* , sexual orientation, gender, gender identity and expression, genetic information, denial of Family and Medical Care Leave, or any other protected status under applicable federal, state or local law is considered an act of misconduct and appropriate disciplinary action will be taken against any Contingent Worker, Service Provider or employee who violates this policy. While VSP supervisors and managers are responsible for implementing and monitoring compliance with this policy, all Contingent Workers and Service Providers assigned to VSP Global® share in the responsibility to report instances of harassment that they observe or of which they have knowledge. This Policy applies to all Contingent Workers and Service Providers.

Harassment is defined as unwelcome or unsolicited verbal, physical, or sexual conduct that:

- is made a term or condition of employment or
- is severe and pervasive and creates an intimidating, hostile or offensive working environment

Examples of what may be considered harassment, depending on the facts and circumstances, include:

- Verbal and Visual Harassment - Derogatory or vulgar comments made to any Contingent Worker or Service Provider because of their race, color, national origin, ancestry, sex (including pregnancy, childbirth and medical conditions related to pregnancy or childbirth), religious creed, religion, age (for persons 40 and older), disability

(mental or physical, including HIV and AIDS), veteran status, medical condition (cancer and genetic characteristics), marital status, sexual orientation, gender, gender identity and expression, genetic information, denial of Family and Medical Care Leave, or distribution of written or graphic material to the same effect

- Physical Harassment - Touching, hitting, pushing or other aggressive physical conduct or threats to take such action
- Sexual Harassment - Unwelcome or unsolicited sexual advances, demands for sexual favors, or other verbal or physical conduct such as uninvited touching of a sexual nature or sexually related comments

III. Harassment Complaint Procedures

Any Contingent Worker or Service Provider who believes he or she has been subjected to harassment is encouraged to make it clear to the offender that such behavior is offensive to them, and report the situation to your immediate on-site supervisor, your employer, or the Human Resources Business Partner assigned to the area in which the Service Provider is providing services. Any member of management receiving a harassment complaint or who becomes aware of possible unlawful harassment shall promptly contact the Human Resources Department to report the complaint for investigation. If a complaint involves a member of management, the complaint should be brought directly to Human Resources management. Harassment by employees or non-employees (i.e., Contingent Workforce, Service Providers, contractors, visitors to VSP, etc.) will not be tolerated and should be reported immediately to management. All complaints are handled in a timely and confidential manner to the extent permitted by law. Information concerning a complaint will not be released by VSP to third parties or to anyone within the Company who is not involved with the investigation

- Investigation of a complaint will normally include conferring with the parties involved and any named or apparent witnesses. Contingent Workers or Service Providers shall be provided an impartial and due Process. All Contingent Workers or Service Providers shall be protected from coercion, intimidation, retaliation, interference or discrimination for filing a complaint or assisting in an investigation.
- All complaints of harassment are investigated by the local Human Resources (HR) Department under the authority of the Chief Human Resources Officer (CHRO); all Contingent Workers or Service Providers are expected to cooperate fully in any investigation in which they may be called upon. All investigations are conducted in a fair and impartial manner by the HR and upon completion of its investigation, HR shall report its findings and determinations to the CHRO. After the investigation is concluded, HR will notify appropriate parties on a "need to know" basis of the action(s) or remedy(ies) taken to resolve the complaint.

We trust that all Contingent Workers or Service Providers assigned to VSP will continue to act responsibly to establish and maintain a pleasant working environment free of harassment, discrimination, and retaliation. VSP encourages any Contingent Worker or Service Provider to raise questions you may have regarding harassment, discrimination, retaliation or equal employment opportunity with your onsite supervisor or your employer.

*Protected status for age for New York employees is 18 years of age or older. Familial status protection applies to New York employees.

IV. Code of Conduct Policy

The true foundation of VSP Global[®] (VSP) has always been its commitment to provide the highest quality eyecare

and eyewear service to our members, customers, and vendors. As part of this service, we strive to ensure an ethical approach to VSP's delivery and management of all its lines of business. To that end, we strive to demonstrate that we act with absolute integrity in everything that involves or impacts our work at VSP.

This Code of Conduct sets forth VSP's guiding corporate principles that our work is performed in an ethical and legal manner. These obligations apply to our relationships with members, doctors, clients, independent contractors, vendors, regulators, consultants, ~~Contingent Workers, Service Providers~~ and one another. The Code's emphasis is on our shared global values, which guide and dictate the appropriate conduct while performing services for VSP. It is also a key component of our overall Corporate Ethics and Compliance Program.

The Code is intended to be a statement that is detailed, yet easily understood. In some instances, the Code deals fully with the subject matter covered. In many cases, however, the subject discussed is complex with references to additional policies or procedures or discussion with those who are directly involved or have direct responsibility may be necessary.

As a global Company, we are committed to those ideals which are reflected in our Mission, Vision and Values Statement, this Code, and our policies and procedures. VSP is also committed to abiding by all applicable laws, statutes and regulations where we do business. We are equally committed to assuring that our actions consistently reflect our words. In this spirit, we expect all of our employees' actions to reflect the high standards set forth in the Code..

No code of conduct can substitute for your own internal sense of fairness, honesty, and integrity. Thus, in your daily life and work, if you encounter a situation or are considering a course of action which may be technically within the guidelines of the Code of Conduct, but you are concerned that the contemplated action simply "does not feel right," please discuss the situation with any of the resources listed below.

Any questions regarding this Code or a situation that you believe may violate its provisions, immediately contact your onsite supervisor, your employer, another member of management, Human Resources, or VSP's Corporate Ethics and Compliance Officer, Dan Schauer. You may also call the Ethics & Compliance Line at 877.349.7494. You have our personal assurance there will be no retribution for asking questions or raising concerns about the Code or for reporting possible improper conduct. The Ethics & Compliance Hotline facilitates anonymous reporting for any caller who wishes to remain anonymous.

Please thoroughly review this Code and all associated Company policies and procedures. Your adherence to the spirit and intent of VSP's guiding principles and policies is absolutely critical to VSP's success and future.

V. Confidential Information Policy

As a Contingent Worker or Service Provider assigned to VSP, you may have access to information of a confidential, proprietary, technological, and/or secret nature ("Confidential Information"), which is or may be related to VSP's business, business development, research, or its customers. You must hold such information in strict confidence and not disclose or furnish at any time, directly or indirectly, to any other person, firm, agency, corporation, client, business, or enterprise, except as required by business necessity and with appropriate written authorization to disclose. This

Confidential Information includes, but is not limited to, any portion or phase of:

- VSP products
- Business; business or marketing plans and strategies
- Business matters or opportunities or offerings
- Information, records, writing, correspondence, data and databases
- Financial information
- Customer, vendor or supplier lists
- Provider or patient names, addresses, and/or telephone numbers
- Patient Health Information (PHI) such as patient name(s), address(es), telephone number(s), medical records and claims information related to patient
- Novel processes and procedures
- Price lists
- Ratings applications - software or database applications used in whole or in part to calculate rates for new or existing customers
- Software (object and/or source code), and software and equipment documentation including flowcharts
- Underwriting rates and data
- Advertising and promotional ideas and strategies
- Formulas, patterns, devices, processes
- Other information which has not been published or disseminated, or otherwise become a matter of public knowledge

Business Collateral

In an effort to protect VSP's Confidential Information from being disclosed, duplicated, and/or infringed upon by any unauthorized source, each line of business is responsible for designating business related information or data with the appropriate level classification. The classification options include Public, Proprietary (External or Internal), or Confidential.

Note: If a classification is not specified, there is the expectation that the information will be treated as Confidential Information

General Handling Requirements

Confidential Information is available to Contingent Workers or Service Providers assigned to VSP in many forms, including hardcopy documents, screen displays, electronic media, e-mail, discs, flash drives, PC/hard drives, servers/shared drives, databases, etc. When handling any Confidential Information, Contingent Workers or Service Providers assigned to VSP must adhere to the basic standards described below. Exceptions to these standards

require approval from the security officer, privacy officer and/or line of business president.

The basic standards for Confidential Information:

- Do not leave printed or electronic media unattended.
- Lock materials in your desk or a cabinet when you leave your work area.
- Retrieve material immediately or use secure-print or printer-mailbox function when printing material.
- Immediately shred or discard printed material in designated secure bins located in your department.
- Remove or neutralize the magnetic field of unneeded discs before discarding.
- Encrypt e-mails that are to be sent beyond the VSP firewall, i.e., e-mails to customers.
- Don't create databases containing confidential information or data without proper approval from management.
- Delete confidential information downloaded to spreadsheets or files for ad hoc analysis after using.
- Don't leave computer screens unattended when displaying Confidential Information.
- If you need to step away from your computer, use the ctrl+alt+del function to lock your PC.
- All paper that contains Confidential Information of any kind is to be disposed of only in locked Confidential Document bins. To prevent accidental exposure of Confidential Information, no paper that contains Confidential Information is to be disposed of in the garbage or any other recycling bin.

Additional, highly recommended standards:

- Use standard templates for internal and external reports.
- Whenever feasible, use watermarks to clearly identify confidential material.

Information Confidentiality Classification Matrix for Service Provider

Note: "VSP" includes all VSP companies

	Public	Proprietary External	Proprietary Internal	Confidential
Description	Not sensitive; available to anyone	VSP owned; requires prior authorization for release outside of the Company	VSP owned; not to be disclosed or used outside of VSP	VSP owned; not to be disclosed or used beyond select internal or external audiences
Impact of Unauthorized Disclosure	Disclosure, use, or destruction of public information or data should have no adverse impacts on the organization or carry any liability	May adversely impact the organization; could undermine the confidence in and reputation of the organization	May seriously impact the organization; could jeopardize the organization's competitive edge; could undermine the confidence in, and reputation of, the organization	Would severely impact the entire system, individual persons, and the public; incur financial or legal liabilities; damage confidence in, and impair the reputation of, the organization
Possible Examples	vsp.com homepage content; readily available news and information posted on Globalview and vsp.com	Product offerings; Contingent Workers or Service Providers info for confidential surveys conducted by outside entities; Provider Reference Manual; underwriting rates; internal phone number listings; audited financial reports	Contingent Workers or Service Providers login IDs; VSP's third-party partner information; organization charts; Sales411 content; competitive data; doctor fees	Protected health information; doctor IDs; Contingent Workers or Service Providers personal information, e.g., SSN and payroll; client billing information; unaudited financial statements; budget-to- actual reports; Board minutes
Access	All	Available to Contingent Workers or Service Providers and approved non-Contingent Workers or Service Providers; requires prior authorization prior to disclosure outside of VSP	Available to Contingent Workers or Service Providers only; not for disclosure or use outside of VSP	Available to select Contingent Workers or Service Providers and authorized non-Contingent Workers or Service Providers with a nondisclosure agreement, granted on a need-to-know basis; an access list must be maintained
Handling	N/A	Same as Confidential, plus disclosure outside of VSP requires prior approval of division Vice President	Same as Confidential, plus do not disclose outside of VSP	Use secure-print or printer-mailbox function when printing; lock printed materials, discs, CDs, and DVDs in desk or cabinet when leaving work space; shred unneeded or unused printed material or place in marked secure waste bin; logout or lock computer screen when leaving desk; use encryption, e.g., Tumbleweed software, when e-mailing external information; remove or neutralize the magnetic field of discs before discarding; don't create databases containing confidential information or data without domain-owner approval; use standard templates and watermarks for printed material whenever possible



External Surveys

Periodically, VSP receives external surveys requesting details of Company business, business operations, plans and/or products, or VSP employment practices. As a general practice, we do not participate, and Contingent Workers or Service Providers assigned to VSP are not authorized to respond to or directly initiate such external surveys.

You are not permitted to discuss any Company business with persons outside of the Company and refer all such inquiries to the appropriate line of business president. If a telephone caller has an unusual request or appears very curious about the Company's affairs, refer the call to your onsite supervisor immediately.

Unauthorized dissemination of the foregoing information to employees, non-employees, Contingent Workers or Service Providers assigned to VSP or non-Contingent Workers or Service Providers assigned to VSP will cause grievous and irreparable injury to VSP, and any remedy which VSP may have for any breach thereof would be inadequate. Therefore, in addition to any other available remedies at law, VSP shall be entitled to injunctive relief without bond in a court of competent jurisdiction restraining that Contingent Workers or Service Providers assigned to VSP from violating any provisions of this policy. Contingent Workers or Service Providers assigned to VSP shall indemnify VSP against any and all liability, damages, and loss, including attorneys' fees, expert witness fees, and court costs arising out of Contingent Workers or Service Providers assigned to VSP's breach. Further, unauthorized duplication or distribution of any rating applications will be considered theft of VSP's trade secrets and a violation of state and federal copyright laws.

VII. Conflict of Interest Policy

VSP Global® (VSP) Contingent Workers or Service Providers assigned to VSP are expected to devote their best efforts and attention to the performance of their job responsibilities. Contingent Workers or Service Providers assigned to VSP are expected to use good judgment, adhere to high ethical standards, and avoid situations that create an actual, potential or perceived conflict between the Contingent Workers or Service Provider's personal interests and the interests of VSP.

A conflict of interest may arise if your outside activities or personal interests influence or appear to influence your ability to make objective decisions in the course of your job responsibilities. A conflict of interest may also arise if the demands of those outside activities/personal interests hinder or distract you from the performance of your assignment or cause you to use Company resources for purposes that are not VSP business related.

Both the fact and the appearance of conflict of interest should be avoided. Some of the more common conflicts include, but are not limited to, the following:

- Competing with VSP in any way
- Rendering service or providing a benefit (with or without compensation) as Contingent Workers or Service Providers assigned to VSP to any person, firm or corporation competing, dealing or seeking to



deal with VSP

- Having ownership (direct or indirect) in any company or organization doing business with VSP

If a Contingent Workers or Service Providers assigned to VSP, or someone with whom a Contingent Workers or Service Providers assigned to VSP has a close relationship (i.e., a family member or close companion), is involved in any of the foregoing activities, the Contingent Workers or Service Providers assigned to VSP must disclose this fact in writing to your onsite supervisor or your employer. VSP reserves the right not to enter into any agreement where there is an actual, potential, or perceived conflict of interest. A Contingent Workers or Service Providers assigned to VSP may be transferred or his/her services terminated if a conflict of interest cannot be resolved to VSP's satisfaction.

If you as a Contingent Workers or Service Providers assigned to VSP are unsure as to whether a certain transaction, activity or relationship constitutes a conflict of interest, consult with your onsite supervisor or your employer for clarification. He or she will refer questionable issues to VSP's Legal department for a final decision.

Other Employment

To avoid any conflict of interest, you must disclose to your onsite supervisor any other employment or assignments you may have. VSP will hold all Contingent Workers or Service Providers assigned to VSP to normal performance standards and scheduling requirements regardless of their activities outside VSP.

VIII. Dress Standards Policy

VSP Global® (VSP) defines its dress standard as "business casual." However, you may maintain traditional business attire for yourself. While we understand "business casual" and "traditional business" are subject to interpretation, the objective is to maintain a neat, well-groomed appearance.

The line of business may create specific guidelines for those engaged in work during normal business hours, where the dress standard is not practical or does not meet business needs.

The spectrum of business casual wear is broad, but not all casual attire is appropriate for our work environment. You should always dress appropriately for your assignment that day. In all cases, use your best judgment in choosing your attire. This policy is not intended to be all-inclusive.

VSP does provide dress standard accommodation where appropriate for medical, religious and/or cultural reasons.

Enforcement

The on-site supervisor/managers will counsel Contingent Workers or Service Providers assigned to VSP who come to work in attire that is inappropriate. Flagrant or repeated disregard may result in a Contingent Workers or Service Provider's assignment being terminated. Examples of inappropriate attire include, but are not



limited to: athletic wear, transparent or revealing clothing, bare torso/midribs, overly distressed clothing, t-shirts or hats with distracting or offensive slogans, and offensive tattoos. Flagrant disregard may result in an employee being sent home without pay, which will be considered an unscheduled absence (occurrence). Continued disregard may result in disciplinary action.

LOB Exception

All Contingent Workers or Service Providers at the Marchon Distribution Center and the VSPOne Labs must wear closed-toe shoes with acceptable rubber treads. Contingent Workers or Service Providers working on equipment (hi-lo's, boxing machines, etc.) are required to wear the appropriate Personal Protective Equipment (PPE).

VSPOne Labs

Contingent Workers or Service Providers who operate machinery should not wear loose-fitting clothing, jewelry, or other items that could become entangled in machinery. Hair longer than shoulder length should be worn under a cap or otherwise contained to prevent entanglement in moving machinery. Lab management may require specific PPE or clothing dependent on job duties as outlined in Lab Personal Protective Equipment Assessments.

VSPOne Lab Management may enforce a more professional dress requirement at locations where there are frequent customer tours. Contingent Workers or Service Providers should consult their on-site supervisor or employer for the established criteria at their assigned lab.

IX. Drug-Free Workplace Policy

VSP Global® (VSP) is committed to providing and maintaining a safe and secure environment for its Contingent Workers or Service Providers, employees, customers, and guests. Contingent Workers or Service Provider who use drugs and/or alcohol may pose serious safety and health risks to themselves, their co-workers, and our customers. Such use also places company products, services, property and operations at risk.

VSP will take reasonable measures to maintain a work environment that is free of substance use, provides a safe and secure workplace for Contingent Workers or Service Providers, maintains the quality and integrity of VSP products and services, and preserves the Company's reputation in the communities in which the Company operates. To that end, VSP administers a comprehensive Drug-Free Workplace Policy, whereby any Contingent Workers or Service Provider using or possessing illegal drugs or other illegal substances on company premises or while conducting company business will have their services terminated immediately. Alcohol use on VSP premises and/or during scheduled work hours, including meal periods and breaks, will also be grounds for termination of service.

Contingent Workers or Service Providers who must take a prescription drug that causes adverse side effects (for example, drowsiness, or impaired reflexes/reaction time) should inform their onsite supervisor that they are using such medication at the advice of a physician. Such Contingent Workers or Service Providers are



responsible for informing their onsite supervisor of the drug's possible effects on performance and the expected duration of use. If a Contingent Workers or Service Provider is using a drug that could cause production or safety problems, the onsite supervisor may grant the Contingent Workers or Service Provider sick leave or temporarily assign the Contingent Workers or Service Provider different duties if available.

VSP's drug-free workplace policy includes a prohibition on medical marijuana, in conformance with federal laws.

If you are experiencing problems with alcohol or drugs, please contact your onsite supervisor or your employer. All such discussions will be strictly confidential.

Definitions

- Lab - Qwest Diagnostic Laboratory facilities.
- Negative - Test results of screens that do not prove the presence of drugs, alcohol, and/or controlled substances.
- Negative-Dilute - Test results of screens where the test sample is outside the "normal" range.
- Positive - Test results of screens that prove the presence of drugs, alcohol, and/or controlled substances.
- Medical Review Officer (MRO) - The MRO reviews and confirms all negative and positive test results.
- Substance abuse - The misuse or unlawful use of drugs (prescribed or otherwise, alcohol, and/or controlled substances).

Prohibited Behavior

The following conduct is prohibited while on assignment for VSP, while on company property, or while in a company facility or vehicle:

- Unauthorized use, possession or concealment of alcohol
 - Being under the influence of alcohol or drugs to the degree that it impairs judgment, performance, or conduct, including being convicted of operating a motor vehicle while under the influence of alcohol or drugs.
 - Unlawful use, possession, concealment, manufacture, sale, solicitation, purchase, dispensation or distribution of drugs or controlled substances.
- Service Provider responsibility
 - Contingent Workers or Service Provider must notify their onsite supervisor and employer of any drug-related convictions and/or any convictions for operating a company vehicle while under the influence of alcohol or drugs or while on assignment for VSP.
- Reasonable Suspicion



- If a Contingent Workers or Service Provider is behaving in an impaired or unsafe manner, or there is other reasonable cause to believe he/she has engaged in the misuse or illicit use of alcohol, drugs or controlled substances, the Contingent Worker or Service Provider will be referred to the appropriate lab for screening.
- Post-Accident
 - A post-accident test for alcohol and/or drugs will be required for any assignment-related accident, assignment-related incident involving an injury to the Contingent Worker or Service Provider or a third party or property; involving operation of machinery (e.g. forklift, WAVE, company-owned motor-vehicle) causing significant property damage or injury or if there is “reasonable suspicion” or the apparent violation of a safety rule or standard. The Contingent Worker or Service Provider will be referred to the appropriate lab for screening.

Disciplinary Action for Violations

Violation	Consequence
Unauthorized use, possession or concealment of alcohol on company time or property	Disciplinary action up to and including termination of service
Impairment of judgment, performance, or conduct due to the influence of alcohol and/or drugs on company time or property	Disciplinary action up to and including termination of service
Unlawful use, possession, concealment, manufacture, sale, solicitation, purchase, dispensation or distribution of drugs or controlled substances on company time or property	Termination of service
Failure to report prohibited convictions	Termination of service
Refusal to consent to drug testing and referral for reasonable suspicion	Termination of service

X. Electronic Equipment Policy

VSP Global® (VSP) may furnish Contingent Worker or Service Provider with electronic and communication equipment/systems and software for the use and benefit of VSP and it’s business partners. Every user is responsible to use the equipment/systems in a productive, ethical, and lawful manner. This policy pertains to all computers, virtual communication tools, software, telephones (desktop and cellular), wearable technology, FAX machines, printers, copiers, pagers, audio/visual equipment, or any other electronic equipment or device (collectively “Electronic Equipment”) issued by the Company. Minimal use of VSP’s Electronic Equipment for informal/personal purposes or outside regular assignment hours is permissible only with on-site supervisor and VSP management approval and within reasonable time limits.



Business Etiquette

All forms of communications must be courteous, professional, business-like, and must represent VSP appropriately. Use of VSP's Electronic Equipment to transmit or receive chain letters and defamatory, obscene, discriminatory, illegal, offensive, threatening, intimidating or harassing material or messages is strictly prohibited.

Telephone

- You are the voice of the VSP and should treat everyone with the respect he or she deserves.
- Greet your caller in a friendly and professional manner including your name and the name of the company.
- For extended absences, away from your desk, create an out-of-office reply that includes your status, when the recipient can expect your return, and accurate instructions for an alternative contact.
- Make personal calls at lunch or during break times whenever possible.

Company-supplied equipment

Contingent Worker or Service Provider in certain job assignment may be issued a smart phone, laptop, data card, and/or tablet device ("Device"). The following applies to all Devices:

- Device must be passcode protected and the user must notify the Technical Assistance Center (TAC) at 916.851.4500 in the event the Device is lost or stolen. The Device will be remotely "wiped" of all information and applications when it is reported missing.
- Contingent Worker or Service Provider in possession of a Device are expected to protect the Device from loss, damage, misuse, loading of unauthorized software, or theft.
- Upon termination of service or any time upon request, the Contingent Worker or Service Provider must return the Device for return or inspection.
- Contingent Worker or Service Provider are expected to adhere to applicable laws regarding use of cell phones while driving.

Company-supplied Laptops

- Laptops will be provided to Contingent Worker or Service Provider who have an appropriate business need.

Privacy—Electronic Communications

- Contingent Workers or Service Providers have no right of privacy in communications performed on company-owned equipment or systems. All electronic communications and systems may be reviewed by authorized personnel. Periodic monitoring of Internet usage is conducted. If it is



determined to be excessive and not for legitimate business reasons, the Service Provider's assignment will be terminated.

Remote User Security

- Contingent Worker or Service Provider assigned to VSP may require remote access to VSP networks. You will be notified whether your assignment requires remote access.
- It is the responsibility of the remote access user to ensure that his/her remote access connection is treated in a responsible and secure manner and used only for VSP-related business activities. Remote access of VSP's network for recreational use by the Contingent Worker or Service Provider or non-Contingent Worker or Service Provider at the remote access site is strictly prohibited.

Software and File Storage - Copyrights/Licensing/Usage

The use of the Internet to download applications is prohibited. If a Contingent Worker or Service Provider must download an application, the Contingent Worker or Service Provider must obtain prior written approval from Global Technology Services (GTS). Unauthorized copying of any software is a violation of U.S. copyright law and may constitute a crime punishable by a fine of up to \$250,000 and imprisonment for up to five years.

VSP purchases licenses for all software used by the Company. Under no circumstances should (1) company software be installed on any computer without verification that a license has been purchased for that application, or (2) software be installed on company equipment without written authorization from GTS management. For the security and protection of VSP systems and to ensure licensure compliance, GTS will conduct all software downloading.

Contingent Workers or Service Providers may store personal files on the local "C" drive (not in the My Documents folder). Contingent Workers or Service Providers must create a personal folder on the ROOT of the "C" drive. Be aware that folders on the "C" drive are not backed up on company servers and data cannot be recovered if lost. Also, do not assume that these files are private. Storage of personal files, including photos, movies, and music files on any other drive is prohibited. The company may remove personal files from all networked storage devices without notice at any time.

VSPOne Personal Electronic Device Policy (except VSPOne Sacramento)

Personal electronic devices are a distraction in the workplace and may create a safety hazard and interfere with productivity. For purposes of this policy, "personal electronic devices" are defined as any device that makes or receives phone calls, leaves messages, sends text messages, surfs the Internet, downloads and allows for the reading of and responding to email, or creates or plays pictures, video, or sound recordings.

Contingent Workers or Service Providers are not permitted to use personal electronic devices, including "listening only" devices while operating any company equipment or in any production area of the facility. Production areas



are defined as all equipment areas, pre-production, customer service, maintenance, admin and support workstations. Personal electronic devices should not be visible at work stations.

Personal electronic devices may be used during regular breaks and lunch periods in designated non-production areas such as the break room or outside the building. Each VSPOne location will provide a method for contact of the Contingent Workers or Service Providers in case of emergency. Exceptions may be made on a case-by-case basis by the Contingent Workers' or Service Providers' on-site supervisor.

Personal electronic devices should never be connected to company computers or other company equipment. Personal electronic devices should be charged at designated charging locations only.

Company policy and privacy regulations require that confidential and proprietary information be protected. For this reason, Contingent Workers or Service Providers shall not use any device to record sound, pictures, or video in any area of the facility.

The Company will not be liable for the loss of personal electronic devices brought into the workplace.

Certain Contingent Workers or Service Providers, such as supervisors, leads, and maintenance personnel routinely use personal electronic devices to conduct business. Nothing in this policy is intended to restrict such business use.

XI. Fraternalization Policy

VSP Global® (VSP) strongly discourages fraternization by management with Contingent Workers or Service Providers who are assigned directly or indirectly to their team. While it is impossible to specify all situations which may give rise to fraternization problems, some common examples of inappropriate fraternization between management and Contingent Workers or Service Providers include, but are not limited to: dating, cohabitation, excessive social activities (excluding business gatherings or meetings), or interactions on social media.

Personal relationships between a member of management and a Contingent Workers or Service Providers may give rise to perceptions of favoritism, could lead to claims of conflict of interest, sexual harassment, or discrimination, and lowers morale. It is the responsibility of management to avoid fraternization and to use discretion and good judgment relating to activities and interactions with Contingent Workers or Service Providers outside of the workplace.

Any Contingent Workers or Service Providers who becomes aware of a potential violation of this policy must bring it to the attention of their on-site supervisor, employer or Human Resources (HR) immediately. All information will be kept confidential on a need-to-know basis. HR will work with on-site supervisor and/or employer to facilitate a resolution of the situation, which may involve a transfer, demotion, or disciplinary action up to and including termination of service for both parties.

XII. Fraud, Waste and Abuse Policy



VSP Global® (VSP) prides itself on the integrity of the organization, its employees, and its health care providers. Thus, it is the policy of VSP to detect and report any and all types of fraudulent or abusive activity, including insurance fraud and criminal conduct in all forms practiced by health care providers, contract laboratories, VSP employees, Contingent Workers, Service Providers, clients, agents and patients. It is further the policy of VSP to consistently and fully comply with all laws and regulations pertaining to the delivery of and billing for services which apply to VSP on account of its participation in Medicare, Medicaid and other government programs, and to fully cooperate with law enforcement and regulatory bodies

Introduction

VSP has developed a Fraud, Waste and Abuse Program to be a comprehensive statement of the responsibilities and obligations of all Contingent Workers or Service Providers regarding all types of insurance fraud, criminal or unethical activity, and submissions for reimbursement to Medicare, Medicaid, and other government payers for services rendered by VSP and any of its subsidiaries, divisions, health care providers, contract laboratories and agents.

Contingent Workers or Service Providers Participation and Reporting

It is the responsibility of every Contingent Workers or Service Providers to abide by applicable laws and regulations and support VSP's compliance efforts. VSP has prepared an [Anti-Fraud, Waste and Abuse Policy C-0004](#) which outlines the procedures under which the Anti-Fraud, Waste and Abuse Program will operate. It is the responsibility of every Contingent Workers or Service Providers to review the policy and participate in the program.

All Contingent Workers or Service Providers are required to report their good faith belief of any violation of the Anti-Fraud, Waste and Abuse Program or applicable law. If the Contingent Workers or Service Providers requests, VSP will provide such anonymity to the Contingent Worker(s) or Service Provider (s) who report as is possible under the circumstances, consistent with its obligations to investigate Contingent Workers or Service Providers concerns and take necessary corrective action. There shall be no retaliation for making a report.

Contingent Workers or Service Providers may report violations of the compliance program or applicable laws either (i) orally or in writing to their manager; (ii) by calling the Special Investigative Unit at (916) 851-6500 or the VSP Chief Compliance Officer at (916) 858-5446; (iii) by mailing their written concern to VSP Special Investigative Unit, Mail Stop 913, 3333 Quality Drive, Rancho Cordova, CA 95670; or (iv) by calling the VSP Anti-Fraud, Waste and Abuse hotline at (800) 877-7236.

Responsible Officer

VSP has designated Dan Schauer, Global Corporate Finance and Risk Officer, as the Chief Compliance Officer. The Chief Compliance Officer is the individual within VSP responsible for the overall implementation and operation of the VSP Anti-Fraud, Waste and Abuse Program. The Chief Compliance Officer shall report in writing annually to the Audit Committee of the Board of Directors on the status of the VSP Anti-Fraud, Waste and Abuse



Program.

XIII. Regulatory Compliance & Regulators

VSP Global® (VSP) provides varied healthcare services in many states. Generally, these services are subject to federal and state laws and regulations and may require the Company to comply with certain obligations such as: certificates of need, licenses, permits, accreditation, access to treatment, consent to treatment, medical record-keeping, access to medical records and confidentiality, members' rights, VSP doctor privileges, corporate practice of medicine restrictions, and Medicare and Medicaid regulations. VSP is subject to numerous other laws and regulations in addition to the above.

VSP complies with all applicable laws and regulations and its Regulatory Compliance department monitors, assesses, and addresses compliance issues. All Contingent Workers or Service Providers must strive to comply with all laws and regulations pertaining to their job responsibilities and should immediately report any violations or suspected violations to your on-site supervisor, employer management, the Office of the General Counsel, the Corporate Ethics and Compliance Officer, the Regulatory Compliance department at RegulatoryManagement@vsp.com, or you may also contact the confidential toll-free Ethics Reporting Hotline, at 1-877-349-7494.

VSP will be forthright, open, and honest in dealing with any governmental inquiries. Requests for information will be answered with complete, factual, and accurate information. We will cooperate with and be courteous to all government auditors, investigators and inspectors and provide them with the information to which they are entitled during an inquiry.

During a government inquiry, you must never conceal, destroy, or alter any documents, lie, or make misleading statements. You should not attempt to cause another employee to fail to provide accurate information or obstruct, mislead, or delay the communication of information or records relating to any inquiry.

The scope of matters related to regulation and licensing are significant and broader than the scope of this Code of Conduct. If you are contacted by a regulatory and/or licensing body and have questions, please call the Office of the General Counsel at (916) 852-7600 for assistance.

XIV. Ownership of Inventions and Work Product Policy

As a VSP Global® Contingent Workers or Service Providers, you may be called on from time to time to participate in developing or inventing new products or procedures for the Company. Any work product or invention created by you as a Contingent Workers or Service Providers within this relationship is the property of VSP; this includes, but is not limited to, inventions, patents, any copyrightable works, computer programs or applications, or business procedures, processes, operations, or programs, and related materials.



XV. Workplace Searches Policy

In keeping with the spirit and intent of VSP Global®'s (VSP) goal to safeguard the property of our employees, Contingent Workers or Service Providers, customers, and company, VSP reserves the right to inquire about and/or inspect any boxes, packages, and backpacks that are in the possession of Service Providers, contractors, vendors, and guests as they enter or leave our premises.

In conjunction with implementing this policy, VSP has posted notices of said policy in conspicuous places throughout our facilities.

When removing VSP property from the premises (excluding company-assigned items, such as cell phones, laptops, etc.), Contingent Workers or Service Providers are reminded that they must obtain and complete a Property Pass. The pass must be signed by their onsite supervisor or department manager authorizing the removal of company property.

Contingent Workers or Service Providers and contractors who refuse to cooperate in an inspection, or are in possession of stolen property, will be subject to disciplinary action up to and including termination of service. Vendors and guests

entering the premises who refuse to cooperate in an inspection conducted pursuant to this policy will not be permitted to enter the premises.

XVI. Workplace Violence Policy

Purpose

VSP Global®(VSP) is committed to providing a safe work environment for all Contingent Workers or Service Providers. Threats or acts of violence will not be tolerated and are grounds for immediate dismissal. All Contingent Workers or Service Providers must promptly report to on-site supervisor, employer, and/or VSP management any situations involving actual or potential violence.

Service Provider's Responsibility

Strictly adhere to VSP's workplace violence policy as outlined above. If there is potential for imminent violence (such as visible weapons or explosives), and your onsite supervisor or other management personnel are not immediately available, call 9-911 for local law enforcement, followed by VSP Global® corporate security at 916.858.7345. Security is staffed 24/7.

At a minimum, be prepared to provide the following information:

- Names of perpetrator involved in the hostile incident
- Nature of the incident
- Number of victims
- Condition of the victims (i.e., whether their injuries appear to be life threatening)



- Presence of any hazards at the scene (i.e. weapons, explosives, chemicals, etc.)
- Names of all witnesses to the incident

Refrain from making any statement to internal and external personnel and news media regarding the incident. All inquiries or comments should be referred to an authorized company spokesperson.

Additionally Referenced

XVII. Corporate Ethics and Compliance Program

Program Structure

The Corporate Ethics and Compliance Program (Program) is intended to demonstrate in the clearest possible terms the absolute commitment of VSP Global® (VSP) to the highest standards of ethics and compliance. That commitment permeates all levels of VSP. There is a Corporate Ethics and Compliance Officer and a Corporate Ethics and Compliance Committee. All members of these group(s) are prepared to support you in meeting the standards set forth in this Program.

The Corporate Ethics and Compliance Officer is:

- Dan Schauer, Global Corporate Finance and Risk Officer, VSP Global®

Members of the Corporate Ethics and Compliance Committee are:

- Dan Schauer, Global Corporate Finance and Risk Officer, VSP Global®, Corporate Ethics and Compliance Officer
- Alejandra Clyde, Sr. Manager, Office of General Counsel, VSP Global®
- Jeff DeRose, Director, Plexus Supply Chain, VSP Vision Care
- Rod Ehsani-Nategh, Vice President, Internal Audit, VSP Global®
- Lisa Fields, Vice President, Office of General Counsel, VSP Global®
- Maria Gregorio, Manager, Internal Audit, VSP Global®
- Melody Healy, Chief Strategy Officer, VSP Global®
- Hillary White-Nash, Sr. Compliance Specialist, Office of General Counsel, VSP Global®
- Gina Rosenberger, Vice President, Human Resources, VSP Global®
- Stuart Thompson, Vice President, Office of General Counsel, VSP Global®
- Guy Turner, Chief Information Security Officer, Global Technology Solutions, VSP Global®
- Jonathan Worrall, Vice President, Operations, Omni Channel Solutions
- Rob Winchell, Sr. Manager, Eyefinity, VSP Global®
- Thomas Fessler, Chief Legal Officer, serves as Legal Counsel to the Committee.

Resources for Guidance and Reporting Violations

To obtain guidance on an ethics or compliance issue or to report a suspected violation of this policy, you may choose from several options. VSP encourages resolution of issues at a local level whenever possible. If appropriate under the circumstances, first raise concerns with your onsite supervisor. If this is not appropriate under the circumstances, discuss your concerns with another member of management. You may also contact the confidential toll-free Ethics Reporting Hotline (The Network), at 1-877-349-7494 or the



Office of the General Counsel (OGC) to report your concerns. The Network will submit the information to VSP's Ethics and Compliance Committee, which will immediately investigate all reports to the Hotline. The Network facilitates anonymous reporting for any caller who wishes to remain anonymous.

VSP will make every effort to maintain, within the limits of the law, the confidentiality of any individual who reports possible misconduct. There will be no retaliation for reporting a possible violation. Any Contingent Workers or Service Providers who deliberately makes a false accusation will be subject to discipline.

Personal Obligation to Report

We are committed to ethical and legal conduct that is compliant with all relevant laws and regulations and to correcting wrongdoing wherever it may occur in VSP. Each Contingent Workers or Service Providers has an individual responsibility for reporting any activity by any Contingent Workers or Service Providers, employee, VSP doctor, group, or vendor that appears to violate applicable laws, rules, regulations, or this Code.

Investigations of Reports

VSP is committed to investigate all reported concerns promptly and confidentially to the extent possible. The Corporate Ethics and Compliance Officer or the Office of the General Counsel will instigate and coordinate all appropriate investigation(s) and immediately report and implement any corrective action(s) or change(s) that must be made. Contingent Workers or Service Providers must cooperate with VSP's investigation efforts.

XVIII. HIPAA

The Health Insurance Portability and Accountability Act (HIPAA) of 1996 is a federal law designed to protect health insurance coverage for individuals and their families. The law covers many aspects of healthcare, ranging from portability of health coverage from one job to another to the tax codes dealing with healthcare. Title II, Administrative Simplification, contains the provisions that will have the most significant impact upon VSP Global® (VSP). The Administrative Simplification provisions of the law affect healthcare providers, health plans, and healthcare information clearinghouses. The provisions seek to improve the efficiency and effectiveness of the healthcare system by:

- Standardizing the electronic data interchange (EDI) of many administrative and financial transactions; and
- Protecting the security and privacy of health information in electronic or paper formats.
-

Notice of Privacy Practices

A Notice of Privacy Practices is available to all VSP members on our website, <http://www.vspglobal.com>. In addition, members may contact VSP directly at 1-800-877-7195 to request a copy of our Notice. The Notice of Privacy Practices includes information about VSP's use and disclosure of protected health information for the



purposes of treatment, payment and healthcare operations. The Notice also reviews the additional disclosures allowed by the law as well as describes the rights that a member has to their protected health information, including right to access, amend and request restriction. Lastly, the Notice provides VSP members with individual contact information for further information about privacy rights and protections as well as information on how to complain to the Secretary of Health and Human Services if they believe their privacy rights have been violated.

Compliance Responsibility

VSP has a team of individuals dedicated to ensuring HIPAA compliance. If you have specific questions about VSP's HIPAA compliance status, please e-mail your questions to hipaa@vsp.com.

Internal Audit and Other Monitoring

VSP monitors compliance with state and federal regulations and its policies. The Finance Department's Special Investigative Unit routinely conducts internal audits related to regulatory and compliance matters.



Information Confidentiality Classification Matrix for Service Provider

Note: "VSP" includes all VSP companies

	Public	Proprietary External	Proprietary Internal	Confidential
Description	Not sensitive; available to anyone	VSP owned; requires prior authorization for release outside of the Company	VSP owned; not to be disclosed or used outside of VSP	VSP owned; not to be disclosed or used beyond select internal or external audiences
Impact of Unauthorized Disclosure	Disclosure, use, or destruction of public information or data should have no adverse impacts on the organization or carry any liability	May adversely impact the organization; could undermine the confidence in and reputation of the organization	May seriously impact the organization; could jeopardize the organization's competitive edge; could undermine the confidence in, and reputation of, the organization	Would severely impact the entire system, individual persons, and the public; incur financial or legal liabilities; damage confidence in, and impair the reputation of, the organization
Possible Examples	vsp.com homepage content; readily available news and information posted on Globalview and vsp.com	Product offerings; Contingent Workers or Service Providers info for confidential surveys conducted by outside entities; Provider Reference Manual; underwriting rates; internal phone number listings; audited financial reports	Contingent Workers or Service Providers login IDs; VSP's third-party partner information; organization charts; Sales411 content; competitive data; doctor fees	Protected health information; doctor IDs; Contingent Workers or Service Providers personal information, e.g., SSN and payroll; client billing information; unaudited financial statements; budget-to- actual reports; Board minutes
Access	All	Available to Contingent Workers or Service Providers and approved non-Contingent Workers or Service Providers; requires prior authorization prior to disclosure outside of VSP	Available to Contingent Workers or Service Providers only; not for disclosure or use outside of VSP	Available to select Contingent Workers or Service Providers and authorized non-Contingent Workers or Service Providers with a nondisclosure agreement, granted on a need-to-know basis; an access list must be maintained
Handling	N/A	Same as Confidential, plus disclosure outside of VSP requires prior approval of division Vice President	Same as Confidential, plus do not disclose outside of VSP	Use secure-print or printer-mailbox function when printing; lock printed materials, discs, CDs, and DVDs in desk or cabinet when leaving work space; shred unneeded or unused printed material or place in marked secure waste bin; logout or lock computer screen when leaving desk; use encryption, e.g., Tumbleweed software, when e-mailing external information; remove or neutralize the magnetic field of discs before discarding; don't create databases containing confidential information or data without domain-owner approval; use standard templates and watermarks for printed material whenever possible



XIX. VSP E-mail Retention Guidelines

Generally, e-mails are temporary communications that are non-vital and should be discarded routinely. However, depending on the content, the e-mail may be considered an official record of a transaction or discussion. Contingent Workers or Service Providers have the same responsibilities for e-mail messages and attachments as they do for any other company document or record, and must distinguish between vital and non-vital information.

The sender of the e-mail is responsible for ensuring proper retention of e-mails designated as vital and sent within VSP Global® (VSP). All other copies are duplicates and may be deleted. However, if an e-mail designated as vital was sent by someone outside VSP, the recipient is responsible for retention.

Retention Period

The period by which Electronic Communications must be kept or retained for later retrieval (Retention Period), is also determined by its content or purpose, as well as, by regulatory, statutory and archival history needs. The timeframe for retention or deletion can be found in VSP's [Record Retention policy](#). When in doubt about the appropriate Retention Period, please contact the Office of the General Counsel at (800) 852-7600.

As a general practice, VSP automatically deletes Electronic Communications and attachments according to its [Retention Guidelines](#). In order to preserve Electronic Communications past the retention guideline(s), Employees should either:

- Print the electronic communication and store the hard copy in a secured physical location; or
- Move the electronic communication into the appropriate Outlook folder designated to store contents indefinitely.

Each line of business shall determine which of the methods is appropriate for their area. Other storage locations, such as shared network drives, must not be used. All printed and electronic copies that must be kept beyond the Retention Period must be reviewed periodically to determine if there is still a business need for keeping it.