



WPS Companies CODE of CONDUCT

 EthicsPoint Helpline • 1-866-293-2391

As of September 27, 2012

© 2012 Wisconsin Physicians Service Insurance Corporation. All rights reserved.

23133-004-1208

Integrity Works at WPS



We live in a time when people's trust and confidence in business are historically low. That's why we at Wisconsin Physicians Service Insurance Corporation and its subsidiaries are so fortunate to work for one of the most respected companies in our industry.

Over the past 65 years, our commitment to honesty and integrity has earned WPS a reputation for excellence. In 2012, we were proud to be named one of the "world's most ethical companies" by the Ethisphere® Institute, the leading business ethics think-tank, for the third year in a row. WPS remains the only health insurance company to earn this distinction multiple times.

This Code of Conduct embodies the principles we value most, and its purpose is to help us live up to our values in all of our business dealings. The Code includes examples, commonly asked questions, and links to more detailed policies. The WPS Board of Directors has approved this Code, which applies to all full- and part-time employees, contracted and temporary employees, board members, and officers.

It is up to each of us to take personal responsibility for conducting business with honesty, integrity, sincerity, and truthfulness consistent with this Code. Please read the Code and refer to it often. Stay current with your ethics training. If you have questions, ask for guidance, either from your supervisor or your compliance officer.

I urge you to speak out if you encounter a situation, decision, or action that might violate the Code. Raising concerns takes courage, but it is essential to ensuring that we conduct business with integrity. Please rest assured that WPS will not tolerate any form of retaliation or harassment against any employee for reporting or inquiring in good faith about potential violations. I am personally committed to maintaining an environment where people are encouraged to raise issues.

I'm proud to be part of an organization that encourages such high standards for ethical business behavior, and I thank you for your commitment to these principles. By adhering to this Code of Conduct, the WPS Companies will continue to succeed as a trusted Wisconsin insurer, employer, and business partner, and set an example for other companies to follow.

A handwritten signature in black ink that reads "Michael F. Hamerlik". The signature is written in a cursive, professional style.

Michael F. Hamerlik
President and Chief Executive Officer

A Message from our Compliance Officers

The WPS Companies are well-respected in the business community for being trustworthy and ethical. Our goal is to help you maintain our hard-earned reputation as a great company to work for and as a great company with which to do business. Our commitment to this Code of Conduct allows the WPS Companies to provide a safe, ethical, and productive workplace.

Behaving ethically and complying with the laws and regulations is a personal and professional responsibility. Employees who come forward with questions and concerns about our business ethics or compliance with the law play an important role in maintaining our ethical workplace. Never assume that your supervisor or someone higher up is aware of every ethics or business issue that concerns you. If you're unclear about something, take action. Reach out and give us a chance to help. You should report suspected violations of law or of this Code of Conduct to your immediate supervisor, to your department's Compliance Officer, or to the Vice President of the Employee Services Department. We have an open-door policy and welcome the opportunity to help you with any suspected ethical or violation-of-law dilemma. You may also make an anonymous call to the EthicsPoint Helpline at 1-866-293-2391 or report anonymously through the Helpline's website at www.ethicspoint.com. The Helpline and website are available 24 hours, 365 days a year. We do not tolerate any form of illegal discrimination or retaliation against anyone who, in good faith, reports suspected violations of law or of this Code of Conduct.

Please do more than just read this Code of Conduct—follow its guidance and make this Code a part of your everyday work life.



Jane Keller-Allen
Corporate Compliance Officer
608-22(1-5125)



Gary Lapotka
Medicare Compliance Officer
608-30(1-3819)



Cheryl Lutz
Medicare Part D Compliance Officer
608-22(6-2675)



Nancy Olsen
Compliance Officer
WPS Community Bank, FSB
608-224-5404

Table of Contents

Overview	1
WPS Companies Corporate Values and Goals	2
Following Laws and Regulations	2
Special Obligation of Supervisors	3
Retaliation Prohibited	3
Conflicts of Interest	4
Gifts and Entertainment	5
Privacy and Confidentiality of Sensitive Information.....	6
Responsible Social Media Use.....	7
Respecting Intellectual Property of Others.....	8
Health, Safety, and the Environment.....	8
Accurate and Complete Records and Reports.....	9
Retention of Documents and Document Integrity.....	9
Inquiries from the Media and the Government.....	10
Antitrust and Unfair Competition.....	10
Political Activity and Lobbying.....	11
Fair Purchasing Practices and Procurement Integrity.....	12
Bribery and Corrupt Practices Prohibited.....	12
Equal Employment Opportunity.....	12
Harassment.....	12
Resolving Your Concerns and Questions—As Easy as 1, 2, 3.....	13
Taking Action.....	14
Certification.....	Inside Back Cover

Use the following questions as a guide during any decision-making process:

- Is your proposed action unlawful? Does it not comply with the law, this Code and/or our other corporate policies?
- Would you be embarrassed if your proposed action was published in the news media or posted on the Web?
- Is your proposed action something you would not want your family members to know about?

If you answered “yes” to any of these questions, you should STOP and take a different course of action.



WPS Companies Code of Conduct

What We Value ... Honesty and Integrity

The WPS Companies enjoy long-time reputations of treating our customers and employees with honesty and integrity. Today, more than ever, we need to maintain our strong reputations to succeed in a challenging business environment. By following this Code of Conduct (“Code”), we will make sure that our business activities and decisions reflect our corporate values and goals.

Each of us should work honestly and with integrity with our fellow employees and customers. We should also treat our contractors, suppliers, business competitors, and government regulators professionally, fairly, and honestly. We should never take advantage of anyone through any unfair, unlawful, or unethical business practice. As employees, we must always conduct ourselves and our business dealings honestly and with the highest ethical standards, not just the minimum required to meet legal, ethical, or procedural requirements.

This Code applies to everyone—members of our Boards of Directors, our officers, and all full-time, part-time, and temporary and contracted employees. We also expect all of our contractors, suppliers, agents, and other business partners to follow the same values and goals.



At the WPS Companies, one thing remains constant: wherever we do business, we are committed to conducting business with honesty and integrity and in full compliance with all laws and regulations. We must always act in a manner that is consistent with these standards.

WPS Companies Corporate Values and Goals

We are proud to provide service and value considered by our customers to be the very best. We are also proud to have a workplace that allows employees to balance work and family, and encourages employees to grow professionally and to work together as a team.

As a team, we will:

- Conduct business with integrity and in an honest and forthright manner.
- Exceed customer expectations of quality products and services.
- Enrich the communities in which we reside.
- Produce consistent growth in financial results and market share.



Following Laws and Regulations

We must fully comply with all federal, state, and local laws and regulations. This includes state insurance regulations, employment laws, banking laws, and the federal Medicare and TRICARE laws and regulations. Because we do business in many locations, the WPS Companies may be subject to multiple laws and regulations. If any law or regulation is unclear, please ask your supervisor or your department's Compliance Officer for clarification and guidance.

Special Obligations of Supervisors

Each of us must comply with this Code. [Supervisors](#) have additional responsibilities and must set a positive example. Supervisors must strive to create a positive work environment for all their employees through both words and actions. Each supervisor must serve as an ethical role model by following this Code at all times. Supervisors must also make sure that this Code is communicated to all employees who report to them, and that each employee receives the appropriate training about this Code and all other required training.



Retaliation Prohibited

We will not tolerate any form of illegal discrimination or retaliation by one of our employees against any person who, in good faith, reports suspected violations of any law or regulation, this Code, or any corporate policy or



procedure. Under our [WPS Companies Non-Retaliation Policy](#) and applicable laws and regulations, we may not discharge, demote, suspend, threaten, harass, or in any manner discriminate against any employee because that employee reports one or more suspected violations.

What if...?

Q: What if you report a potential or actual ethical violation involving your supervisor? Will you get in trouble or will your supervisor make your job more difficult for you?

A: No. Each employee is responsible for reporting any potential or actual violation of this Code or laws and regulations. You will not get in trouble if, in good faith, you report such a situation. In addition, we will not tolerate any retaliation against you for filing your report in good faith.

Q: I currently work at WPS. I was just offered a part-time job working in the billing department for a health care provider. Is this a conflict of interest?

A: It could be. If this part-time job provides any of the same types of services or is related in any way to the WPS Companies, or adversely affects your performance of your job's duties at the WPS Companies, it will probably be a conflict of interest. Before accepting that second job offer, always check first with your supervisor, with your department's Compliance Officer, or with the Vice President of the WPS Employee Services Department to see if your second job presents a conflict of interest.

Q: I work as a claims processor. My spouse works for a health care provider and my next claim to process is from that provider. What should I do?

A: Tell your supervisor and remove yourself from making any claims processing decisions on that provider now and in the future. You should also make sure you disclosed on your annual Conflict of Interest questionnaire that your spouse works for that provider.

Conflicts of Interest

We value ethical decision-making and trust employees to make choices in the best interests of the WPS Companies, our customers, and our business partners. A conflict of interest exists when your personal interests do not agree with the business interests of the WPS Companies.

You must not use your employment with the WPS Companies for personal gain or for gain to a member of your family to the detriment of the WPS Companies' business interests. Outside financial or business involvement by you, members of your family, or close friends, may create a possible or actual conflict of interest. In these cases you must be especially careful regarding issues of security, confidentiality, and conflict of interest. In addition, situations that may appear to create a conflict must be avoided. You must report potential or actual conflicts of interest to your supervisor, to your department's Compliance Officer, or to the Vice President of the WPS Employee Services Department. You are required to annually complete a conflict of interest questionnaire.

If your situation changes during the year, you must report new potential or actual conflicts of interest to your supervisor, to your department's Compliance Officer, or to the Vice President of the WPS Employee Services Department.

In addition, you must not: (1) take personal advantage of opportunities that are discovered while using the WPS Companies' corporate property, information or your employment with us; (2) use WPS Companies' corporate property, information, or your employment with us for personal gain; or (3) compete in business against any of the WPS Companies.

A [conflict of interest](#) may also arise if any of your outside activity negatively impacts your judgment while at work, or your performance of your job's duties. Your outside employment with a competitor or organization doing or seeking to do business with us must be reported to your supervisor, to your department's Compliance Officer, or to the Vice President of the WPS Employee Services Department to determine whether a conflict exists due to your other job.



If you think a situation might create a conflict of interest, ask yourself the following questions:

- Could the situation interfere with, or give the appearance of interfering with, any of your job's duties with the WPS Companies?
- Could it affect any business decision that you might have to make?
- Are you or a member of your family receiving improper personal benefits, such as financial benefits, through the activity due to your employment with the WPS Companies?
- Would you be embarrassed if anyone knew about the situation?

If you answered yes to any of these questions, you may have a potential or actual conflict of interest. You should discuss this with your supervisor, your department's Compliance Officer, or the Vice President of the WPS Employee Services Department.

Gifts and Entertainment

You must not give or receive gifts that could appear to be an attempt to improperly influence your decisions that affect the WPS Companies. Accordingly, you need to avoid any perception that giving or receiving gifts, entertainment, or other gratuities is connected with an attempt to obtain favorable treatment.

However, you may offer or receive gifts and entertainment commonly accepted as business courtesies, as long as they are of nominal value and will not inspire favoritism or a sense of obligation. This nominal value may vary depending on the WPS Companies' division. For example, what is



acceptable in our commercial business environment may be completely prohibited in our government business environment and vice versa. You must never accept gifts of money or cash equivalents such as gift certificates. Strict guidelines prohibit you from giving cash, gift certificates, or other gratuities or items of value to state, local, and federal employees. For further guidance, please review the [WPS Companies Business Gifts and Entertainment Policy](#).

Q: I received a \$15 movie gift card from one of our customers who was very happy with the way I helped her solve her problem. Can I keep it and use it?

A: No. We must never accept cash or cash equivalents such as gift certificates. You should return the gift card with a note of thanks and an explanation of why we cannot accept that gift.

Q: At a conference, a vendor was handing out coffee mugs printed with their company logo. May I accept this kind of gift?

A: Yes. This kind of promotional gift is readily available to others attending the conference and usually is worth only a nominal value, so it's okay to accept it.

Q: Privacy laws only cover personal data, like medical history, Social Security numbers, and credit card numbers, right?

A: Wrong. Privacy laws apply to all data that can identify a specific person. Examples include email addresses, home addresses, birthdates, telephone numbers, account numbers, photographic images, etc. You must always use and store this information in accordance with all privacy requirements.

What if...?

Q: You just hired a new employee, Tom, to work in your department. He has extensive experience and knowledge about our business competitors. You'd like to learn as much as you possibly can about our competitors. How much information can you ask Tom to provide to you?

A: You should not ask for any confidential or proprietary information about our business competitors, nor should you allow him to volunteer such information. Tom probably has an obligation to protect confidential information of his former employer just as the WPS Companies expect all of its former employees to abide by their obligations to protect our sensitive information.

Privacy and Confidentiality of Sensitive Information

We all use sensitive information to perform our jobs. Our claims processing systems, customer accounts, employee records, bank records and billing records all contain sensitive information about our employees, our customers, and about the WPS Companies. In addition, many of us deal with financial forecasts, business plans, proposal information, and other documents that are sensitive because they provide a unique, competitive advantage to the WPS Companies.

Disclosure of the WPS Companies' sensitive information could put us at a serious competitive disadvantage or could harm or embarrass employees, customers, or the WPS Companies. Therefore, we must take precautions to avoid improper or accidental disclosures of, and access to, the WPS Companies' sensitive information. Please review the [WPS Companies Loss of Sensitive Information Policy](#) for further guidance.

We are required by our own corporate policies, as well as by state and federal laws and regulations, to protect the confidentiality, integrity, and availability of Protected Health Information ("PHI"), Personally Identifiable Information ("PII"), and all other sensitive information that the WPS Companies create, maintain, receive, or transmit during the course of our business operations. Regarding PHI, the Health Insurance Portability and Accountability Act ("HIPAA"), establishes rules that restrict who can access and/or receive PHI and sets limits on how PHI can be used and disclosed. The WPS Companies have developed corporate policies for properly handling and disclosing sensitive information in accordance with HIPAA and other applicable state and federal laws and regulations.

Our corporate files, records, and computer systems, including our email systems, are solely the property of the WPS Companies and at all times remain subject to access and review by the WPS Companies.

Your failure to comply with our corporate policies governing privacy and the confidentiality of information will subject you to discipline, up to and including termination of your employment. In addition, your failure to comply with the applicable laws and regulations governing privacy and the confidentiality of information may subject you to legal action for damages or indemnification.



Responsible Social Media Use

Social networking has become a common occurrence and popular activity in our everyday lives. However, due to security and privacy protection considerations, most employees do not have access to social media sites using company computers or other company-supplied communication devices or equipment at the WPS Companies. However, we respect your right to use social media on your personal time, whether at work or away from work, when using your personal computer or your other personal communication device or equipment. [The WPS Companies Policy Governing Employees' Personal Use of Social Media on the Internet](#) provides guidance for your use of social media to publish your personal expression, on your personal time using your personal equipment, regarding the WPS Companies and our employees' work-related activities. Highlights of this Policy include, but are not limited to, the following guidance:

- You must not use your WPS Companies business email address when using social media.
- You must make it clear to your readers that your views and opinions are yours alone and are not attributed to the WPS Companies.
- You are not authorized to speak, write, post or publish on behalf of the WPS Companies, or to represent that you are so authorized, unless given written permission in advance by senior management of the WPS Companies.
- You must not post or publish any false, deceptive, defamatory, obscene, threatening, harassing, or discriminating statements about the WPS Companies or our employees, customers, partners, affiliates, and others (including our competitors).
- If you talk about any other WPS Companies employee's work-related activities on social media, you must obey and comply with our existing work rules, corporate policies, and all applicable laws and regulations.
- You must not use, post or publish any WPS Companies logo, trademark, service mark, brand name, tagline or slogan of the WPS Companies, unless given written permission in advance by senior management of the WPS Companies.
- You must not post, publish or disclose any confidential, proprietary, business or financial information owned by the WPS Companies.
- You must not use, post, publish or disclose any Personally Identifiable Information ("PII") or Protected Health Information ("PHI") regarding any of our insureds, members, beneficiaries, customers, or health care providers.
- You must not post any WPS Companies' photographs of employees engaged in company-sponsored events, unless given written permission in advance by senior management of the WPS Companies.

Employees who are authorized to access and use social media for their work for WPS Companies' business purposes must follow the [WPS Companies Policy Governing Employees' Business Use of Social Media on the Internet](#).

Q. I write an Internet blog on various subjects on my own personal time using my own equipment. I enjoy doing this and I must be good at it because I have a lot of people following my posts. Sometimes I talk about current issues regarding health care and health insurance. I think it would be great advertising for WPS if I included the WPS logo with my signature. It's free advertising so I don't see a problem with it. Can I do this?

A. No. Our social media policy specifically states that you cannot publish or post any WPS Companies logo when using social media for personal use. You must also make sure that you are not using your WPS Companies business email address for social media purposes and that the content of your blog doesn't appear to be endorsed or originated from any of the WPS Companies. You must not use, post or publish any WPS Company logo, trademark, service mark, brand name, tagline or slogan of the WPS Companies unless you are given written permission in advance by WPS Companies senior management.

Q. I saw an employee confront another employee in the company parking lot. Their voices were raised and one employee shoved the other employee, and then the two employees went their separate ways. Should I report this?

A. Yes. Any physical altercation between our employees is inappropriate workplace conduct which is prohibited. You should immediately report it to your supervisor, your department's Compliance Officer, or the WPS Employee Services Department for your location.

Q. One of my co-workers, Jill, frequently smells of alcohol, especially after lunch. I suspect Jill is drinking alcoholic beverages during the day while working. Should I do something?

A. Yes. You should immediately report it to your supervisor, your department's Compliance Officer, or to the WPS Employee Services Department for your location.

Respecting Intellectual Property of Others

The WPS Companies' intellectual property is an extremely valuable asset and needs to be properly protected. At the same time, we must not infringe upon the intellectual property rights of others. Intellectual property includes, but is not limited to, trademarks, copyrights, patents, trade secrets and proprietary business and customer information.

Whether preparing advertising or promotional materials using the name or printed materials of another company, or using software purchased from outside vendors, you must ensure that the trademarks, copyrighted materials and other intellectual property owned by others are used properly and only with the owner's permission. In addition, you can generally only copy documents and other materials with the owner's permission or when those documents and other materials are in the public domain and not protected by copyright laws. If you need guidance about this subject, please contact the WPS Legal Services Department.



Health, Safety, and the Environment

Our employees are our most valuable corporate resource and we are committed to maintaining a safe and healthy work environment for our employees and visitors. Whether you're walking across the parking lot or sitting at your desk, your personal safety is our top priority. Our objective is to prevent any accident and/or injury. You are required to follow all safety laws, regulations and corporate policies and procedures. You should report any unsafe situation or condition immediately to your supervisor. Please review the [WPS Corporate Safety Manual](#) for more information.

We do not tolerate workplace violence of any kind, including, but not limited to, threats, verbal abuse, bullying, harassment, and physical attacks. Such actions are prohibited. Contact your supervisor immediately if you witness or experience any threatened or actual incidents of violence in the workplace.

In addition, we prohibit the unlawful manufacture, distribution, dispensation, possession or use of any illegal drugs on WPS premises or while the employee is in the course of employment activities. As a complement to the WPS Companies' work rules, we also prohibit the consumption of, use of, possession of, or being under the influence of, intoxicating beverages on WPS premises or while the employee is in the course of employment activities, with the

very limited exception of specific external business-related meetings and WPS Companies' business and social functions at which the availability of intoxicating beverages has been approved in advance by WPS Companies senior management for employees' responsible consumption at such meetings and/or functions. An employee's irresponsible and/or excessive consumption of intoxicating beverages at such meetings and/or functions is prohibited.

Equally important, under the WPS Companies' work rules, no firearms or other weapons are allowed in our offices or when the employee is in the course of employment activities.

We are also committed to doing our part to make the planet a healthier place. Respecting and protecting the environment benefits everyone and it is our collective responsibility to conserve and protect our renewable resources and do all we can to reduce, reuse, and recycle, and identify new opportunities to increase the energy efficiency of our facilities and operations. Even small changes can have a lasting impact, such as recycling bulbs, paper, plastic, aluminum, and cardboard and replacing high usage lighting systems.

Accurate and Complete Records and Reports

We create many documents, reports, and records ("records") during our normal course of business. We must always be honest and forthcoming and provide full, fair, accurate, complete, and timely information to every person who receives our information. We should never submit false, fraudulent, or misleading information, particularly with respect to information that is connected to services provided to the federal, state, or local governments. We must also safeguard our records and maintain all records with the appropriate level of privacy/security protection.

Retention of Documents and Document Integrity

To satisfy many of our regulatory and legal requirements, it is necessary to retain our records for a certain period of time. These records can be printed copies as well as electronic copies. Specific federal and state requirements state that we must maintain certain records for specific periods of time, indicate when records should be destroyed, and indicate when they must be shipped to state or federal authorities. The WPS Companies have developed a [record retention policy](#) and associated policies and procedures that apply to the work records which you create and use while performing your job.

You should never inappropriately destroy any WPS Companies record. Nor should you remove records from the workplace without permission from your supervisor. In addition, you may not knowingly alter or make a false entry into any record with the intent to deceive or unduly influence an audit, or a criminal investigation, or the proper administration of any matter.

Q: When a specific project is completed, can I throw out all the project documents?

A: Record retention requirements differ from department to department and project to project. Additionally, the WPS Companies have a legal obligation to prevent the destruction of records related to an investigation, claim, lawsuit, or other legal proceeding or action. Talk to your supervisor if you aren't sure what to do with your records.

What if...?

Q: I have been approached by a government official who asked me for a number of specific documents. Should I provide them?

A: The WPS Companies always provide full, fair, accurate, complete, and timely information in response to government official requests. However, before you ever provide information to anyone outside of the WPS Companies, you must first report the request to your department's head, your department's Compliance Officer, or to our Legal Services Department and await further instructions.

Inquiries from the Media and the Government

Properly managing media relations and responding to the public are important aspects of the WPS Companies' business activities. If you are approached by a news reporter or any member of the news media, he or she should be referred to our President and CEO. Unless you are authorized in advance by your department's head to do so, you should not make statements to any news media personnel regarding the WPS Companies' position on public issues. You should also not release certain information about the WPS Companies or about our employees. We want to speak with one voice and present clear and concise information at all times.

The WPS Companies cooperate with every reasonable request by government officials for information needed in an investigation. If you are contacted by a representative of any government agency, don't handle the situation by yourself. Immediately refer the representative to your department's head, to your department's Compliance Officer, or to our WPS Legal Services Department for guidance.

Antitrust and Unfair Competition

Competition is the cornerstone of this country's free-market economy, and we expect to compete strongly in the marketplace. When we compete, however, we must conduct our business affairs in accordance with [antitrust](#) and related trade laws and regulations. These laws and regulations generally encourage healthy competition in the marketplace and protect consumers against anti-competitive activities, such as monopolies and price fixing. We must also avoid any situation or circumstances that can create any suspicion of a violation.



You should always check first with our WPS Legal Services Department before entering into any business arrangement so as to ensure that the proposed business arrangement complies with these laws and regulations and with any other local laws and regulations. If you have any questions about these rules, you should seek guidance from an attorney in our Legal Services Department.

Political Activity and Lobbying

As responsible citizens, you have the right to participate in the political process. The WPS Companies encourage you to do so, including exercising your right to vote. It is important, however, for you to ensure that your personal political views are not mistaken for corporate views. When you participate in the political process, you must also make it clear to other participants that you do not represent the WPS Companies. Also, you cannot make any personal political contributions on behalf of the WPS Companies.



Here are some basic rules you must follow:

- Do not use company time, equipment, or property to support your personal political activities.
- Ensure that it is clear that your actions and views are your own and not of the WPS Companies.
- If you run for or accept a public office, you should notify your supervisor in advance. You should discuss with your supervisor whether your official duties in that public office might affect your ability to perform your job or be a conflict of interest for you.

From time to time, the WPS Companies will engage in public policy debate on subjects of legitimate business concern to us, our staff, and the communities in which we work. We may do this by using the political process, including lobbying. Lobbying on behalf of the corporate interests of the WPS Companies is highly regulated by federal, state, and local laws and regulations. The Vice President of Government Relations is responsible for our lobbying activities. If you have a question about these rules, you should immediately seek guidance from the Vice President of Government Relations.

What if...?

Q: You are a strong supporter of a political candidate whom you think will improve the business environment for the WPS Companies. Can you use the WPS Companies' computers, printers and paper, and other office equipment to prepare, copy, and distribute this candidate's political materials?

A: No. Even though the election of the candidate may help the WPS Companies, you may not use the WPS Companies' corporate resources to help the candidate or help his or her campaign. Your personal political activities must be kept separate from your employment with the WPS Companies.

Q: What if your supervisor, Barb, keeps asking you out on a date? You've told her that you are not interested but she keeps pressing you. If you complain, could you lose your job with the WPS Companies?

A: No. You are entitled to work in an environment free from intimidating, hostile, or offensive behavior from other employees. Report this situation immediately to your manager, to your department's Compliance Officer, or to the Vice President of the WPS Employee Services Department, or report it using the EthicsPoint Helpline.

Q: Sue feels harassed by her coworker, Dave. Dave constantly comments on Sue's appearance in a way that makes her feel uncomfortable and embarrassed. Sue has begun to dread coming to work because of Dave's comments. What should Sue do?

A: The coworker's behavior is creating an intimidating and offensive environment for Sue. Sue should report the situation to her supervisor, to her department's Compliance Officer, or to the Vice President of the WPS Employee Services Department, or report it using the EthicsPoint Helpline.

Fair Purchasing Practices and Procurement Integrity

We must ensure that we make all purchasing decisions fairly, objectively and in the best interests of the WPS Companies. We work to ensure supplier diversity, and do not allow our personal relationships to influence or appear to influence our purchasing decisions. This means we must follow at all times the bidding, negotiating, and contracting procedures that we've established at the WPS Companies.

Bribery and Corrupt Practices Prohibited

You must always follow ethical business practices while performing your job. You should never offer or accept bribes or kickbacks. A bribe or kickback doesn't always have to be in cash. It can be lavish entertainment, gifts, or hospitality. If you are unsure if a payment or gift is a bribe or kickback, you should seek guidance from our WPS Legal Services Department or your department's Compliance Officer.

Equal Employment Opportunity

We offer a positive, productive work environment that promotes equal employment opportunity and prohibits discriminatory practices. We are committed to treating all employees with respect and dignity. Employment decisions at the WPS Companies are based upon an individual's qualifications, skills, and performance, without regard to race, color, sex, age, disability, veteran status, religion, national origin, sexual orientation, or any other personal characteristic protected by applicable law. All employment-related decisions must be made in compliance with all federal, state, and local laws and regulations prohibiting illegal discrimination in employment.

Harassment

We are committed to providing you with a [harassment-](#) and [discrimination-free work environment](#) and will work hard to resolve any situations where you have reported such behavior. We will not tolerate actions, comments, physical contact, sexual advances, or any other conduct that is intimidating, uncomfortable, or otherwise offensive or hostile. In addition, we do not tolerate any form of illegal discrimination or retaliation against you because you, in good faith, reported suspected violations of this Code, or of any laws or regulations, or of any corporate policies.

Resolving Your Concerns and Questions — As Easy as 1, 2, 3

It is your duty and obligation to report any actual or suspected violation of this Code, any violation of law or regulation, or violation of any of our other corporate policies and procedures.



1. Ethical question or concern

2. Ask

- Ask your supervisor or department's head first

If you are uncomfortable with this, ask:

- Your department's Compliance Officer
- Vice President of the WPS Employee Services Department
- EthicsPoint Helpline at 1-866-293-2391 or www.ethicspoint.com

Or, if it is a legal question, ask:

- WPS Legal Services Department

3. Resolution

Your question or concern will be taken seriously and reviewed. A resolution will be sought and appropriate action will be taken. You will be provided with as much information as possible as to the resolution.

We recognize our obligation to protect the privacy, including identity, of our employees who report suspected violations. During our investigation of your report we will, wherever possible and appropriate, maintain the confidentiality of the investigation, and not take action unless we believe, in good faith, that such action is based on credible evidence. Investigations of allegations of wrongdoing will be conducted by us with care and discretion, by using persons experienced in conducting such investigations, and by keeping the persons who are made aware of the reported allegations to the absolute minimum necessary to properly, fully, and fairly conduct the investigation and determine the appropriate response. Based on the nature of the reported allegations and the outcome of the investigation, it may be necessary to advise law enforcement officials and/or senior management of the WPS Companies.

What if...?

Q: Your supervisor, Mary, just asked you to do something that you think violates this Code of Conduct. What should you do?

A: You should talk to Mary first. It is possible that she does not realize the implications of her request or you may have misunderstood her directions. If Mary insists and you think your action may violate our Code, please contact your manager, your department's Compliance Officer, or the Vice President of the WPS Employee Services Department, or file a report using the Ethics-Point Helpline. Your supervisor or any other employee should never put you in a situation where you think your ethics are being compromised.

What if...?

Q: Your friend, Bob, works for one of our subcontractors. Bob told you that our subcontractor is not doing the work according to government requirements and according to our subcontract with that subcontractor. Should you worry about this?

A: Yes, you should. What the subcontractor is doing might make the WPS Companies liable for its actions under our contract with the government. More importantly, we want to do business the right way and that includes making sure our subcontractors are also doing business the right way. You should tell your supervisor, your department's Compliance Officer, or file a report using the Ethics-Point Helpline.

What if...?

Q: You are facing a situation where the decision you may make does not feel “right” to you. You read through this Code of Conduct and it doesn’t seem to specifically address your situation. What should you do?

A: If you don’t feel “right” about your possible decision, please talk to someone first before you make your final decision. Sometimes your gut reaction is a good indicator of the difference between right and wrong. Talk to your supervisor, to your department’s Compliance Officer, or you may ask your question using the EthicsPoint Helpline. It is always better to check with someone first than to find out later that your action was a violation of a provision in this Code or of any applicable laws and regulations.

Taking Action

As an employee of the WPS Companies, you must take personal responsibility for your own behavior. You have the responsibility to read, understand, and comply with this Code and to know the specific requirements that apply to your job. As a condition of your employment at the WPS Companies, you must certify that you have read, understand, and will abide by this Code. Any employee’s violation of this Code harms the WPS Companies and all of our employees. The result can be negative publicity, embarrassment, loss of the WPS Companies’ respect and reputation, loss of business, financial loss, or, in the worst case, criminal prosecution and penalties, if convicted.

An employee who violates any provision of this Code, or related corporate policies and procedures, is subject to appropriate disciplinary action, including termination. In addition, that employee’s supervisor is subject to the same disciplinary action if the supervisor knowingly or negligently allowed their employee to violate any provision of this Code or related policies and procedures.



This Code does not take the place of or supersede any other agreement or contract between any of the WPS Companies and its employees.

The WPS Companies will update and revise this Code, as needed, in response to changes in the legal, regulatory, and/or business environments.

Each of us is responsible for acting with honesty and with integrity. It is what we value at the WPS Companies.

Certification

This is to hereby certify that I have received, read, and understand this WPS Companies Code of Conduct. I agree to abide by and fully comply with the requirements contained in this Code, all related WPS Companies' corporate policies and procedures, and all federal, state, and local laws and regulations applicable to my job with one of the WPS Companies.

I understand and agree that if I have any questions regarding this Code, I can contact my supervisor, or my department's Compliance Officer. I further understand and agree that this Code and this Certification do not constitute, and are not, an employment contract between me and any of the WPS Companies or between me and any other person.

(Print Name)

_____, _____
(Print Position or Title)

(Print Department's Name)

By: _____
(Signature)

Date: _____

