

Business Conduct Guidelines
*a guide to business ethics,
workplace conduct and compliance*

[Company] ' s Code of Ethics

1. **Our conduct in the workplace**

We treat fellow employees, customers, suppliers and other stakeholders with fairness, honesty and respect. This includes refraining from gender or racial bias, or sexual or other harassment. We treat each other in the way we would wish to be treated.

2. **Maintaining confidentiality**

We honor the privacy of members' and employees' personal information, whether medical or otherwise, just as we expect our privacy to be protected. In addition, we promise to protect trade secrets and the confidential information that belongs to [Company], otherwise known as "intellectual property," and refrain from divulging information that could be harmful to [Company] or that could provide an advantage to our competitors.

3. **Respecting company property**

We treat company property as such. We protect and preserve company property and refrain from using it for personal gain.

4. **Avoiding conflict of interest**

While employed at [Company], we refrain from any associations or activities that might conflict with [Company]'s interests. We also avoid doing business with competitors and accepting or giving gifts to contractors or customers. We do not take advantage of our association with [Company] for personal gain.

5. **Addressing health care ethics**

We are accountable for making decisions regarding quality health care in an ethical context. We apply proven scientific principles as we balance the needs of the many with the needs of the individual, while taking into account our responsibility for stewardship of finite resources. We commit to work with providers and to focus our resources to continuously improve the health of our members.

6. **Obeying the law**

We always uphold the law while working at [Company]. This includes, for example, obeying all federal and state regulations with regard to our health plans and all our business units. We do not condone drug use, fraud, embezzlement or any other illegal activities.

[Company] is governed by the conviction that business conduct is equally important as business performance. Our behavior in the workplace affects our success and shapes our reputation. It also communicates our stance on ethics, integrity and honesty. Consequently, we must strive to maintain the highest ethical standards when carrying out our daily work activities.

To help us meet this goal, [Company] has established a set of business conduct guidelines based on the company's code of ethics. These basic principles provide a framework for our business decisions. Use them as a guide to support [Company]'s values and our fundamental commitment to fostering an ethical work environment.

Table of contents

Our conduct in the workplace	[Page #]
<i>Equal employment</i>	
<i>Freedom from harassment</i>	
<i>Safe environment</i>	
Maintaining confidentiality	[Page #]
<i>Confidentiality</i>	
<i>Insider trading</i>	
Respecting company property	[Page #]
<i>Use of resources</i>	
Avoiding conflict of interest	[Page #]
<i>Activities and relationships beyond [Company]</i>	
<i>Entertainment, gifts and gratuities</i>	
Addressing health care ethics	[Page #]
<i>Use of health care resources and quality assurance</i>	
Obeying the law	[Page #]
<i>Regulatory obligations</i>	
<i>External audits and reviews</i>	
<i>Illegal activities</i>	
<i>Antitrust and unfair competition</i>	
<i>Political contributions</i>	
<i>Sales, marketing and advertising standards</i>	
<i>Copyright law</i>	
<i>Relationships with foreign businesses and governments</i>	
Responsibilities and consequences	[Page #]
<i>Employee responsibilities</i>	
<i>Reporting suspected violations</i>	
<i>Resolution, communication and non-retaliation</i>	
<i>Consequences of violations</i>	
Where to find answers to your questions	[Page #]
<i>Additional ethics and compliance resources</i>	

1 Our conduct in the workplace

We treat fellow employees, customers, suppliers and other stakeholders with fairness, honesty and respect. This includes refraining from gender or racial bias, or sexual or other harassment. We treat each other in the way we would wish to be treated.

Equal employment

[Company] believes in hiring, promoting and compensating employees without regard to race, color, national origin, age, gender, religious preference, marital status, sexual orientation, handicap or disability. We are committed to equal employment practices and comply with all laws, regulations and policies related to non-discrimination.

Freedom from harassment

[Company] does not condone any form of harassment. This includes harassment based on race, color, religion, gender, national origin, age, sexual orientation, disability or any other basis protected by law. We fully expect employees to report violations to their supervisors, Human Resources representatives, the chief ethics officer or the Ethics Helpline.

Remember, harassment means different things to different people, so we should all refrain from any offensive or inappropriate behavior. Examples of inappropriate behavior may include degrading jokes, intimidation, slurs, and verbal or physical sexual harassment. Reports of harassment will be promptly investigated, and employees engaging in this behavior will be disciplined.

A Safe Environment

We are all responsible for creating a safe working environment at [Company]. Please use safety devices and report any potential or actual hazards to your supervisor. Hazards include security violations or criminal activity that take place on company premises. In addition, please report any injuries or illnesses to your supervisor.

Violence has no place at the worksite and will not be tolerated. This includes intimidation, violent acts and threats of violence.

2 Maintaining confidentiality

We honor the privacy of members' and employees' personal information, whether medical or otherwise, just as we expect our privacy to be protected. In addition, we promise to protect trade secrets and the confidential information that belongs to [Company], otherwise known as "intellectual property," and refrain from divulging information that could be harmful to [Company] or that could provide an advantage to our competitors.

Confidentiality

[Company] is committed to preserving the right of privacy for all our members and employees and protecting [Company]'s interests. The following information is classified as confidential. Be sure to follow all applicable laws and company policies when using or sharing such information:

- Members' protected health information, including diagnoses and treatments, personal data, billing and contact information;
- Employee information, including personnel files, evaluations, disciplinary matters and psychological assessments;
- Business information such as financial, marketing and statistical data; competitive information; budgets; processes; techniques; mergers, acquisitions or significant reorganizations; bid proposals and contract negotiations; layoffs; research and development; and business reports and summaries. This company-specific information is referred to as "intellectual property."

Failure to maintain confidentiality could subject you or [Company] to civil and/or criminal lawsuits or give our competitors an unfair advantage.

Insider trading

As an employee of [Company], you may have access to material nonpublic information concerning [Company]. You may not buy or sell [Company] stock while aware of such information or engage in any other action to take advantage of this information or pass it on to others. In addition, you may not discuss this information with anyone outside of [Company], and you should discuss it only with those employees of [Company] who absolutely need to know it. These restrictions also apply to information relating to any other company, including [Company]'s customers and providers, that you obtain in the course of your employment with [Company].

Information concerning [Company] is "material" if it is likely to affect the price of [Company] stock or would in some other way affect the investment or voting decisions of the average shareholder or investor. Examples include major new products or services, significant personnel changes, marketing strategies, mergers and acquisitions, financial results or other strategic plans. Information concerning [Company] is "nonpublic" if it has not been widely circulated to the public through major news services. In general, nonpublic information concerning [Company] does not become "public" until the close of trading on the second full day following [Company]'s widespread public release of the information. If you have questions, please call the Ethics Helpline or [Company]'s Executive Compensation department in corporate Human Resources.

3 Respecting company property

We treat company property as such. We protect and preserve company property and refrain from using it for personal gain.

Use of resources

[Company] discourages *inappropriate* use of company property. Employees are trusted to act responsibly, reasonably and maturely, and to use good judgment in the use of all company-provided communications and computing devices, including but not limited to:

- The Internet;
- All forms of printed and electronic media;
- Copying devices (scanners and copy machines);
- Telephones;
- Cell phones;
- Portable/wireless PDAs;
- Desktop and laptop computers; and
- Remote access/dial-up hardware and software devices.

Employees should not use the computer to transmit, store or download materials that are threatening, maliciously false or obscene. Facilities, equipment, technology and resources are for business purposes – to help you do your job.

4 Avoiding conflict of interest

While employed at [Company], we refrain from any associations or activities that might conflict with [Company]'s interests. We also avoid doing business with competitors and accepting or giving gifts to contractors or customers. We do not take advantage of our association with [Company] for personal gain.

Activities and relationships beyond [Company]

It is important to ensure that our outside activities do not in any way conflict with or pose a hazard to [Company]. There are some simple guidelines you should follow when determining whether a conflict of interest exists. First, avoid personal outside activities or associations that might influence your business decisions or your ability to do your job objectively. Also, avoid doing business with competitors or making significant personal financial investments in competitors, suppliers or customers.

If you are not sure whether an outside activity represents a conflict of interest, ask your supervisor for help.

Entertainment, gifts and gratuities

Some business entertaining – including meals, social events or training and educational activities – is an accepted practice at [Company], but the cost and scope of these activities should be reasonable and appropriate. Before accepting or extending such invitations, you should first check with your supervisor. It is your responsibility to make business decisions based on what is best for [Company].

Similarly, you should refrain from giving or accepting excessive gifts to or from vendors, customers or other business associates. The value of gifts received or given should not exceed an aggregate value of \$500 per year, unless you have received prior approval from your supervisor. [Company] employees should never accept cash gifts from vendors, members or customers.

5 Addressing health care ethics

We are accountable for making decisions regarding quality health care in an ethical context. We apply proven scientific principles as we balance the needs of the many with the needs of the individual, while taking into account our responsibility for stewardship of finite resources. We commit to work with providers and to focus our resources to continuously improve the health of our members.

Use of health care resources and quality assurance

We constantly look for ways to improve health outcomes for our members while effectively managing our resources. Our methods include applying scientific evidence, fairly distributing benefits and care to members, educating members and providers, and continuously improving quality. Our goal is to provide *the right care at the right time in the right place*.

[Company] is committed to complying with state and federal regulations regarding health care, as well as maintaining accreditation by independent review organizations.

6 Obeying the law

We always uphold the law while working at [Company]. This includes, for example, obeying all federal and state regulations with regard to our health plans and all our business units. We do not condone drug use, fraud, embezzlement or any other illegal activities.

Regulatory obligations

As both a health plan and a publicly traded company, we are heavily regulated by federal, state and local agencies. Some of our regulated business practices cover:

- Ensuring medical services and business practices meet quality assurance standards and protect patient rights and confidentiality;
- Managing provider networks and health care delivery systems to make certain they are accessible to our members and they meet contractual requirements;

- Monitoring the appropriate utilization of health care resources and ensuring that medically necessary, covered services are not inappropriately denied;
- Providing for expeditious handling of members' complaints and appeals;
- Processing claims accurately and promptly;
- Conducting sales and marketing activities ethically and within established regulations and guidelines;
- Ensuring accurate and timely administration of membership accounting, including enrollment, disenrollment, member status and premium billing;
- Promoting a work environment for employees that's safe, ethical and founded on principles of equal employment and non-discrimination; and
- Ensuring the accuracy of [Company]'s financial statements and following other regulations that apply to publicly traded organizations and businesses in general.

External audits and reviews

From time to time, we will have outside parties on site to perform financial and regulatory audits and reviews of our financial statements, operations and business practices. These outside parties include independent auditors and federal and state government regulators and inspectors. It is [Company]'s policy to fully cooperate with these auditors and provide them with all necessary information. During these audits or inspections, you must never conceal, destroy or alter any documents or give any false or misleading statements to inspectors. Also, you should never provide inaccurate information or obstruct, mislead or delay communication of information or records about a possible violation of law.

Illegal activities

[Company] and its employees will not engage, directly or indirectly, in any corrupt business practices or other illegal activities. Such activities include, but are not limited to, fraud, embezzlement, kickback arrangements and drug use.

Fraud includes such things as falsifying timecards and expense reports. Health care fraud occurs when someone schemes to defraud any health benefit program. This includes using false pretenses, representations or promises to get money or property owned by any health care program with the delivery of, or payment for, benefits, goods or services.

A kickback arrangement involves accepting or offering bribes or payoffs intended to induce, influence or reward favorable decisions of any person or entity in a position to benefit [Company]. Such persons or entities include customers, contractors, vendors and government personnel.

Antitrust and unfair competition

Antitrust laws make sure competition between companies is fair. These laws also protect the public against business competitors who band together or "collude" to unfairly set prices. You could be breaking these laws if you do things as simple as discuss with competitors pricing; terms and conditions of sales; or dealings with customers, suppliers or other competitors. Our competitors

include other managed care organizations, health care delivery companies and insurance companies that operate in our markets.

You should be particularly sensitive to antitrust rules if you participate in trade associations or other meetings where competitors are likely to be present.

Political contributions

[Company] contributes to various political candidates and campaigns through our voluntary political action committee (PAC). Federal and state laws clearly dictate the amount and frequency of political contributions, and [Company] strictly adheres to those guidelines. Any other use of company assets for political reasons is prohibited.

Sales, marketing and advertising standards

We are committed to growing our membership through a well-trained, highly professional sales staff, including our employees and independent brokers. All [Company] sales representatives are committed to fair, forthright and legally compliant sales and marketing practices. We adhere to any state regulations that require sales representatives to be licensed.

We do not engage in corrupt marketing practices, including misrepresentation of our covered services and “redlining,” which refers to the practice of avoiding sales in specific geographic areas or neighborhoods.

When advertising our products and services, we will present only truthful, non-deceptive information. In many cases, advertising and marketing materials require approval from regulatory agencies prior to distribution. When required, [Company] will submit materials to agencies and ensure they are in full compliance with applicable regulations.

Copyright law

We follow state, federal and foreign laws pertaining to copyright protection. This includes laws that prohibit duplication of print materials, licensed computer software and other copyright protected works.

Relationships with foreign businesses and governments

As we take advantage of global business opportunities, [Company] will comply with all applicable laws and regulations governing relationships with businesses on foreign soil and their respective governments.

Responsibilities and consequences

Employee responsibilities

[Company] will provide you with the training and education you need to be knowledgeable about our ethics and compliance initiatives. In return, the company relies on you to help ensure that those initiatives remain a priority. This involves upholding all of the standards outlined in these guidelines, as well as reporting any suspected violations of those standards.

If you observe potential violations of law or the company code of ethics, you should not hesitate to report such issues; failure to do so could pose a risk to [Company] or, in the case of illegal activities or regulatory violations, a risk to you, co-workers or members.

Reporting suspected violations

If you have an ethics or compliance issue to report, talk to your supervisor or your local regulatory or compliance representative. If these resources are not available, or are unable to assist you, the chief ethics officer is another appropriate point of contact.

You may also report issues through the Ethics Helpline – a service that allows employees to communicate violations or concerns privately. The Helpline is operated offsite by a third-party administrator and is available toll-free 24 hours a day, seven days a week, at **(800) XXX-XXXX**.

Resolution, communication and non-retaliation

Once a problem or suspected violation has been reported, [Company] pledges to quickly investigate and resolve the problem. [Company] will not retaliate against you for reporting ethics or compliance violations in good faith. In addition, we will provide ongoing communication to employees who report problems.

Consequences of violations

[Company] will be thorough and fair when investigating possible ethics or compliance violations. Employees who are deemed to have committed violations will be subject to appropriate disciplinary action, up to and including immediate termination.

Additional ethics and compliance resources

The Business Conduct Guidelines are meant to provide an overview of [Company]'s policies on ethics, compliance and conduct-related issues. This publication is a living document and is subject to change as we refine our policies and procedures and as government agencies and regulators modify their rules.

If you need more information, or if you have an ethics- or compliance-related question or concern, the best thing to do is talk with your supervisor or your local regulatory or compliance representative. These are the best sources when you need help understanding the laws, regulations and practices that affect your work. Calling the Ethics Helpline is also an option if you wish to seek information on a specific company policy or standard.

In addition, employees are encouraged to explore the following resources:

- **[Company]'s employee handbook:** The handbook covers various topics, including employment, benefits, performance reviews, wage and salary, and employee relations subjects such as dress code, workplace conduct, counseling, and health and safety issues.
- **[Company]'s Intranet site:** This site contains extensive information on company policies and procedures and other company standards that affect your work activities.

Call the Ethics Helpline at

(800) XXX-XXXX