



# WellCare Health Plans, Inc.

## Code of Conduct and Business Ethics

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*Revised on: May 25, 2017*

## Summary of Code Revisions

May 25, 2017

On May 25, 2017, the Board of Directors (the “Board”) of WellCare Health Plan, Inc. (the “Company”) amended the Company’s Code of Conduct and Business Ethics (the “Code”). The following is a summary of the revisions made to the Code on that date:

- All references to the Corporate Integrity Agreement have been removed due to WellCare’s successful release by the OIG of all CIA obligations.
- Reminds associates of their individual responsibility to complete mandatory training in the required timeframe and outlines a manager’s responsibility to speak with the Compliance Department in the event a unique situation will result in a delay of training.
- To better reflect our Mission to serve our members, additional Quality language has been added to the Quality of Care section and throughout the Code. The changes include the recognition that quality obligations are not limited to clinical areas and include improvements in our interactions with members and providers. See pages 13 and 14.
- The changes also serve as a reminder that WellCare values your feedback on quality improvement initiatives and our collective obligations to deliver 5 Star care and service. To that point, feedback may be made to the Quality Line by calling 1-844-890-3629 or via the web ([www.wellcarequalityline.ethicspoint.com](http://www.wellcarequalityline.ethicspoint.com)).
- The Gifts and Entertainment section was updated to clarify and outline WellCare’s position on acceptance of event tickets including the requirement that attendance at permitted events include a business discussion or objective. See page 29.
- Several associate titles, policies and procedures and Committees were updated to accurately reflect changes made to their names or titles in the past year.

***The above is intended only as a summary of the revisions adopted in the revised Code. Associates and other interested parties should read the revised Code in its entirety.***

## ***A Message from Ken Burdick, CEO***

Dear associates and board members,

The success of WellCare begins with great people aligned around a shared purpose, a common set of values and well-understood goals. Our values are part of the fabric of everything we do: partnership, integrity, accountability and one team. These values are part of “The WellCare Way” and are the foundation for our commitment to our members.



Integrity is central to our mission to help those eligible for government-sponsored health care plans live better, healthier lives. Our members and their families put their trust in us, as do our associates, provider partners, vendors, government agencies, investors and others, including the communities we serve. Integrity means that WellCare will always do the right thing to earn and keep the trust of those we serve and with whom we partner.

WellCare’s Code of Conduct and Business Ethics (the “Code”) is a critical part of how we achieve our mission and vision. It provides guidance to ensure that our work is accomplished in an ethical and legal manner. It emphasizes our core value of integrity and our responsibility to operate with the highest principles and ethical business standards as we work as one team and strive to address our members’ needs and concerns with compassion, respect, honesty and effectiveness. Acting with integrity relies on each of us giving our full attention and commitment. This responsibility is owned by all associates and board members of WellCare.

I encourage you to ask questions about the principles discussed here. There are a number of resources reviewed in the Code which will help you with any questions or report any concerns. Remember, you cannot be disciplined for reporting a concern in good faith.

I am proud of not only what we do, but how we do it. WellCare is a special place full of associates who are passionate about serving our members and doing the right thing!

Kenneth A. Burdick  
Chief Executive Officer

## **MISSION AND VALUES**

### **OUR MISSION TO SERVE**

Our members are our reason for being. We help those eligible for government-sponsored healthcare plans live better, healthier lives.

### **CORE VALUES**

#### **Partnership**

We deliver excellent service to our member, provider and government partners. Members are the reason we are in business; providers are our partners in serving our members; and government partners are the stewards of the public's resources and trust.

#### **Integrity**

We do the right thing to keep the trust of those we serve and with whom we work.

#### **Accountability**

We are responsible for the commitments we make and the results we deliver both internally and externally.

#### **One Team**

We demonstrate a collaborative "One Team" approach across all areas and put members first in all we do.

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# ***WE ARE COMMITTED* to Honest and Ethical Practices**

## About the Code of Conduct and Business Ethics

WellCare Health Plans, Inc. (WellCare) is committed to the highest standards of ethics, integrity and professionalism in everything we do. We are also committed to full compliance with all federal health care program requirements. These values apply to all of our work and dictate how we conduct our business. They are vital to our success.

This Code of Conduct and Business Ethics (the Code) describes the general principles that guide our business activities. It is based on the laws and other rules that apply to our work and helps us to comply with all federal health care program requirements. The following people must comply with this Code and all federal health care program requirements:

- All employees (whom we call associates), including our CEO, CFO and other officers
- All directors (members of WellCare's Board of Directors and the members of the boards of directors of WellCare's subsidiaries)

You must understand and comply with the Code. This includes reporting to WellCare any violations of the Code of which you become aware.

The Code cannot address every situation that may come up. WellCare believes that good judgment, honesty and integrity should always guide us in our work. WellCare's Board of Directors adopted this Code to provide us with the Board's expectations about how each of us should approach doing business. Answering the following questions also may help you evaluate specific situations:

- Will my action comply with the intent of WellCare's Code and other policies?
- Will I compromise myself or the reputation of WellCare by this action if my manager, colleagues or friends found out about it?
- Is this action honest in every way?
- Could this action appear wrong to others, even if it is legal?

Regardless of the specific situation you face, the best course of action at all times is to be honest!

In addition to this Code, WellCare has policies and procedures to further clarify parts of the Code and to help ensure the proper operation of the Company. You must comply

with these policies and procedures. For associates, WellCare also has an Associate Handbook that provides further information regarding working for WellCare.

## Your Duties Under the Code

### **Acknowledgment**

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You are required to read this Code. If there is anything you do not understand, ask your manager or someone in WellCare's Compliance Department to explain it to you. Every associate, director and other Covered Person must complete a *Code of Conduct and Business Ethics Acknowledgment* within 30 days of hire and any time the Code is revised. WellCare's Compliance Department will contact you in the event the Code is revised. A copy of the *Code of Conduct and Business Ethics Acknowledgment* is on the last page of the Code. However, these are often completed electronically.

### **Training**

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WellCare provides training for its associates on a number of topics. Many of these training sessions are mandatory and relate to subjects such as:

- Compliance with federal health care laws, HIPAA Fraud, Waste and Abuse, the Code of Conduct and Business Ethics and Information Security
- Emergency preparedness
- Other important subjects, such as Quality

It is your responsibility to complete these trainings within the time given to you. If due to very unusual circumstances you are unable to complete a required training by its deadline, talk to your manager. Your manager will in turn speak with the Compliance Department to discuss the circumstances behind the delay

### **Reporting Violations**

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You must report to WellCare any potential or suspected violations of:

- This Code
- Laws or regulations
- Any federal health care program requirements
- WellCare policies or procedures

This includes any time you know or suspect a WellCare associate, director or other Covered Person is going to commit fraud or abuse or any other illegal or unethical activity. If you know or suspect a WellCare vendor or other company with which we do business is going to do any of those things, you must report that as well. You must also report to the Compliance Department immediately any (1) investigation to which you are

the targeted subject or (2) any adverse action taken against you by a government agency, including a potential or final decision that you are an excluded person.

In some cases you may learn about a situation but you may not be sure whether it is a violation. You should always seek advice when you are unsure about the legal or ethical action you should take. If you have a question or concern about a particular practice or activity, you should not guess the answer. This includes situations when:

- Applicable policies are difficult to interpret
- The relevant laws or standards are complex
- You have limited experience dealing with the issue
- You find yourself in a “gray area” and need guidance

### ***Where Can I Go for Advice or to Report a Violation?***

You may ask questions about a suspected violations or report a violation to:

- Your immediate people leader or manager
- The Chief Compliance Officer
- The General Counsel
- A Market Compliance Officer
- The Human Resources Department
- The Chief Auditor, if related to financial, accounting or auditing matters

### ***What if I Want to Report Anonymously?***

You can report a suspected violation of this Code anonymously by calling the **WellCare Hotline** at **1-866-364-1350**. You can also make an anonymous report online using the Compliance Hotline Web Portal. You can find a link to the portal on the Corporate Compliance page of WellCareLink under the heading *Report a Concern*. In either case, if you identify yourself, your identity will not be disclosed unless it becomes absolutely necessary during an investigation.

### ***Are There any Other Options?***

If you do not want to speak with the persons listed above and do not want to use the WellCare Hotline, you may report a violation or ask questions about reporting violations by contacting the Chair of the Board’s Audit, Finance and Regulatory Compliance Committee. Follow the *Procedures for Handling Communications to the Board of Directors*, which is posted on the Investor Relations section of WellCare’s public website at [www.wellcare.com](http://www.wellcare.com). You may also use those procedures to contact the Chair of the Board, the non-management members of the Board as a group, the full Board or any other particular member of the Board.

### ***Will WellCare Look into My Report?***

Your report is important to us! Associates are the eyes and ears of WellCare, and reports of suspected violations help us to identify issues before they become big problems for WellCare, its government clients, its members or others. Every report of a suspected violation that WellCare receives will be addressed. WellCare’s goal is to correct any reported violation that an investigation finds has occurred.

## **Audits and Investigations**

You must cooperate fully with all Company audits, investigations or other reviews. This means you must comply with all requests for documents, information and interviews without delay. Your responses must be complete and truthful. In some cases, these investigations may be conducted by non-Company personnel such as outside attorneys. You must cooperate with these reviews under the direction of the Office of General Counsel.

In addition, you must notify senior management or the Legal Department in the event you receive:

- A request to appear or testify before a grand jury, government agency or similar organization
- A notice that a regulator or similar authority has begun an investigation
- A request for an inspection or interview by a government agency (other than routine requests)
- A notice from a government authority imposing or threatening substantial fines, penalties or other action

## **Non-Retaliation**

**WellCare will not retaliate against you for reporting in good faith a possible violation of this Code or of a law, rule or regulation.** Retaliation for reporting a federal offense is illegal under federal law. This means that WellCare cannot fire you, demote you, cut your pay or take any other action against you for reporting a suspected violation in good faith. A report made in good faith means that you honestly believe that a violation of this Code or of a law, rule or regulation has happened, may happen or will happen.

WellCare will not take or threaten any action against you in retaliation for making a complaint or disclosing or reporting information in good faith. However, if the person reporting a violation was also involved in the violation, he/she may be disciplined appropriately. When this happens, we may consider the fact that the person reported the violation as a positive factor in any disciplinary decision.

***Will I get into trouble with my manager if I call the Hotline about an ethics or compliance issue?***

**No.** It is a violation of this Code for any people leader or other associate to retaliate against you for reporting, in good faith, a concern or suspected violation of law. We encourage you to ask questions and raise concerns about ethics and compliance issues using the many options available to you.

***If I report a suspected violation of the Code of Conduct or another WellCare policy, will I get in trouble if there turns out to be no violation?***

As long as you honestly have a good faith concern, the Code prohibits WellCare from disciplining you for simply raising your concern. The only time someone will be disciplined for reporting misconduct is if he/she knows the report is not true or makes the report in bad faith.

***Can you give me an example of a report made in bad faith?***

Joe argued with his co-worker Mary on Tuesday. On Thursday Joe reported to the Hotline that Mary's reporting practices should be reviewed because her reports may not comply with contract requirements. However, Joe had no reason to believe this. Joe made the report because he was still angry with Mary about their argument and wanted her to be investigated. This would be a report made in bad faith.

**Reporting Certain Kinds of Off-Duty Conduct**

As a provider of government-sponsored health plans, the Company may not employ or contract with anyone who has:

- Been excluded from participation in federal health care programs
- Been convicted of certain crimes
- Pled guilty or "no contest" to certain crimes

In the case of certain other offenses, WellCare may be able to employ the associate but it may have to restrict the associate's duties.

Therefore, you must notify Human Resources if you have:

- Been convicted of a felony
- Pled guilty or "no contest" to a felony
- Been charged with or arrested for any felony.

Further, you must notify Human Resources when any type of license (motor vehicle, professional, etc.) that is required to perform your job:

- Expires
- Is revoked
- Is suspended

Additional details regarding the Company's off-duty conduct policies can be found in the *Associate Handbook*.

## Duties of People Leaders Under the Code

*Ethical leadership* is an important part of *effective leadership*. Therefore, we hold people leaders and all Company leaders to the highest standard of ethical conduct. If you supervise any associates, you have a responsibility to:

- Ensure that your direct reports are familiar with the policies that apply to their jobs and understand the importance of this Code
- Be a role model for ethical behavior through your own conduct
- Maintain a workplace environment in which associates feel comfortable raising concerns
- Support associates who in good faith raise questions or concerns about compliance

Once you, as a people leader, are made aware of a potential violation of this Code, you must promptly report that information to the Chief Compliance Officer or one of the other resources listed in ***Where Can I Go for Advice or to Report a Violation?***

An illegal or unethical act cannot be justified on the grounds that it will benefit WellCare or that it was authorized by your manager. Nobody is authorized to commit an illegal or unethical act or to violate the law or this Code. Similarly, no people leader is authorized to tell someone to commit an illegal or unethical act or to violate the law or this Code.

## Discipline

By now we hope you understand that WellCare takes its commitment to the highest ethical standards seriously. We expect our directors and associates to be equally as committed to this principle. Any act that might be against the policy and purpose of this Code may be cause for disciplinary action. WellCare will enforce discipline fairly and consistently.

***What are some examples of acts that could get me in trouble?***

- You violate a law, regulation, this Code or WellCare's policies or procedures
- You encourage someone else to violate a law, regulation, this Code or WellCare's policies or procedures
- You do not complete a required training by the time it is due
- You do not report a violation of law, regulation, this Code or WellCare's policies or procedures that you know about or suspected
- You do not report a breach of member privacy that you know about or suspected
- You interfere with an internal or external investigation
- You do not cooperate with an internal or external investigation
- You retaliate against someone for reporting a concern or violation

***Does that mean those are the only acts against the Code for which I could be disciplined?***

No. The acts listed above are only examples. Always remember, if you don't know whether an action is lawful or ethical, ask your manager or another appropriate resource before you do it.

***What could happen to me if I violate the Code?***

Examples of disciplinary actions WellCare could take are:

- Verbal or written warnings
- Disqualification for raises and/or bonuses
- Suspension
- Termination

The corrective action taken will be determined by senior management with advice from the Chief Compliance Officer, the Corporate Compliance Committee, the General Counsel and/or the associate's people leader, as may be appropriate.

In some cases, WellCare may take corrective action against people leaders who fail to detect or report misconduct on the part of associates or business partners under their supervision.

You should also know that violations of laws, regulations, this Code or WellCare's policies or procedures could trigger external legal action against you, your colleagues, and/or WellCare. Criminal or government enforcement action can include suspension or revocation of licenses, sanctions, fines, criminal penalties and imprisonment.

## **Amendments and Waivers of the Code**

WellCare's Board of Directors may amend this Code from time to time.

Waivers of the Code for our executive officers or directors may be made only by WellCare's Board of Directors or by the Audit, Finance and Regulatory Compliance Committee of the Board. Other waivers may be granted by the Chief Compliance Officer or the General Counsel. Any director or executive officer who believes that a

waiver may be appropriate should speak with WellCare's Chief Compliance Officer or its General Counsel. Any waiver or amendment to this Code will be promptly disclosed to the extent required by applicable law or the New York Stock Exchange rules.

## **WE ARE COMMITTED** to Our Members

WellCare's mission is to:

- **Enhance our members' health and quality of life;**
- Partner with providers and governments to provide cost-effective health care solutions; and
- Create a rewarding and enriching environment for our associates.

### **Quality of Care**

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Our members are why we are here. WellCare is committed to ensuring that each and every one of its members receives quality care. Quality of care is one of our highest priorities and helps us to achieve our mission to enhance our members' health and quality of life. Quality is helping our members get healthier through positive interactions with WellCare, clinical professionals and community resources. We want every member to receive the right care, at the right time and in the right setting. Our commitment to quality of care means not only that we try to improve our company's quality scores, but that each of us considers what impact our actions have on member care. We must go beyond clinical quality to fundamentally improve the way we interact with our members and providers.

In addition to our company's quality goals, Federal and state laws require that we provide our members appropriate services to meet their needs.

WellCare at all times wants to ensure that members have access to care and expects you to help guard against the underutilization of care. You must never do something that denies a member access to a service that the member should receive. For example:

- You must never deny payment of a qualified claim that is authorized for coverage
- You must never delay or deny approval of a medically necessary referral that was submitted on time
- If you work in network development or in a similar area, you must help ensure that WellCare has sufficient providers in its network to meet the needs of members

Associates' feedback is vital to our quality improvement initiatives. We absolutely want and need to know about the things that are making it difficult for you and your teams to deliver *5 Star care and service*. Equally important is capturing your ideas to improve quality around you.

WellCare's Quality Line allows associates to share quality issues or ideas via telephone or web, with an option to remain anonymous. To access the Quality Line, call 1-844-890-3629 or go to [www.wellcarequalityline.ethicspoint.com](http://www.wellcarequalityline.ethicspoint.com).

## **Confidentiality**

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In our business we have access to medical information and other personal information of members. You must treat all member health information and other personal information of members as confidential. You would not want your medical or personal information misused, and you must make sure you do not misuse member information.

You must comply with all privacy laws and regulations, including state privacy laws and the rules and regulations of the Health Insurance Portability and Accountability Act (HIPAA). You may make use of confidential member information only to do your work, and must comply with all Company safeguards related to member privacy. Except as expressly permitted by the member or by federal and state law, you must not disclose such information to any person outside WellCare.

WellCare requires that all associates complete privacy training. Additionally, associates may contact the Privacy Officer with questions or concerns about their duties under these laws.

Remember, it is your duty to report any known or suspected violations of the Code, law or regulation. This means that if you know or suspect that a member's confidential information has been breached, you must report it immediately. You can report the breach to any of the resources listed above under **Reporting Violations** or you can contact the Privacy Officer.

### ***What is a breach of a member's confidential information?***

A breach happens when an unauthorized person gets access to a member's confidential information. A breach can happen in many different ways. The following are examples of breaches:

- A hacker accesses WellCare's systems and gets access to member information
- An associate prints the names and phone numbers of members and sells the list to a competitor
- An associate looks up information on his/her neighbors out of curiosity rather than for work reasons

It is impossible to list all the ways confidential information can be breached. If you know of something that may be a breach, talk to your manager or the Privacy Officer or report it to one of the resources listed under ***Reporting Violations***.

## **Marketing**

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When you market or promote WellCare's health plan offerings, you must be honest. You may not provide any information that is inaccurate or misleading.

Various federal and state laws and regulations apply to the marketing of health care plans. In particular, there are specific rules about marketing to people who are enrolled in Medicare, Medicaid and other government health plans. For example, depending on the state and/or the health care program these rules may:

- Restrict the format or setting in which information may be given, or they may require a specific format or setting
- Restrict the type or amount of compensation that may be offered to you for marketing our plans
- Restrict where, when and how WellCare enrolls members, or they may completely prohibit WellCare from enrolling members
- Restrict when and where gifts of nominal value may be offered to potential members

If you are involved in marketing or promoting a WellCare plan, or in enrolling members, you must be familiar with and comply with all applicable rules and regulations.

## **WE ARE COMMITTED** to Compliance

WellCare's mission is to:

- Enhance our members' health and quality of life;
- **Partner with providers and governments to provide cost-effective health care solutions;** and
- Create a rewarding and enriching environment for our associates.

WellCare's goal is 100% compliance with all laws and regulations that apply to us and we expect you to have the same goal. While we have highlighted a few laws and regulations in this section, our commitment extends to all laws and regulations that apply to our business.

### **Accurate Books and Records**

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WellCare's books and other records must be accurate and reflect our business transactions and assets in a fair manner.

**You must never falsify business records.** In addition, you must not help to create any misleading records or any records that hide something that was done improperly. In particular, you must not:

- Make a false or misleading statement or report
- Ask someone else to make a false statement or report
- Be dishonest or deceptive in any other way in reporting WellCare's business or maintaining its records

#### **What does it mean for a report to be "misleading"?**

A misleading report is one that gives a false impression, even if it does not contain a lie. For example, sometimes every fact in a report is true but an important fact has been left out. When this happens, the report as a whole may not give an accurate picture of the situation. This would be a misleading report. A report can also be misleading if something is purposely vague.

#### **Could you give me some specific examples?**

- A. Mary is writing a report about a compliance audit. She selected ten provider contracts to test. Eight of the ten contracts were compliant but the other two were not. However, Mary only includes the results of the eight compliant contracts in her report.
- B. Gus is recording a summary of a conversation he just had with a Medicaid member. The member said good things about WellCare generally but the member also told Gus that she wanted a copy of the provider directory so that she could find a new provider. When Gus asked the member why she wanted a new provider she said her current doctor always charged her when she went in for a visit. Gus processes the request for a provider directory but does not record the member's report of balance billing.

C. Compliance is investigating a breach of member confidential information. Mary, a member services representative, is being interviewed by Compliance. She knows her good friend Joe is the one who took the information because he told her so. Compliance asks her if she saw anyone take the information. She replies she did not see anyone take the information but does not tell Compliance that Joe admitted to her that he was the one who took it.

Associates who work on WellCare's books and financial records must accurately record our profits, losses, financial transactions and other matters involving WellCare's business. This ensures that WellCare provides full, fair, accurate, timely, and understandable disclosure in reports and documents that WellCare files with the Securities and Exchange Commission and in other public communications made by WellCare.

Our commitment to accurate books, records and reports applies to **all** records and transactions.

If you are not sure whether information is accurate or complete, do not guess and do not include it in a report. Do what you can to find the correct information or discuss the situation with your manager.

### **False Claims Act**

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One reason keeping accurate records is important is the federal False Claims Act. It is illegal under this law for a health plan to file a claim for money from the government if it is not entitled to it. For example, WellCare must never seek money from the government for a service that was never provided. The False Claims Act also prohibits filing false information in order to increase the payment we receive or to avoid a fine or other obligation. Several states also have their own false claims acts.

WellCare complies with all applicable laws, rules, regulations and program requirements when making any bid, claim for payment or report and when filing any other information with government health care programs.

***I understand that we can't file a claim for a service the member never received. But I don't understand how the False Claims Act applies to routine reports.***

Governments use the routine reports we supply them for several things. Often, the results in the reports will impact the amount WellCare is paid. For example, we may have a Medicaid contract that provides us an incentive payment if our Early and Periodic Screening, Diagnostic, and Treatment (EPSDT) rates are more than a certain amount. If we were to file a report that shows our EPSDT rates were higher than they actually were, it could potentially be an issue under the False Claims Act.

If you have any concerns regarding whether a document to be submitted to the government complies with applicable rules, or you have questions about the accuracy of the document, **speak up!** Talk to your manager, the Corporate Compliance Department or the Legal Department.

### **Procurement Integrity**

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WellCare will be ethical in obtaining new business. We will comply with all laws and regulations that apply to the procurement of goods and services. This means that all proposals we submit must accurately describe our experience and capabilities. All proposals must be prepared in accordance with WellCare's *Bid Submissions for Federal and State Health Care Programs* policy and its related procedures.

In addition, when WellCare seeks bids for its business, WellCare's decisions will be based on price, quality, service, and the vendor's ability to meet WellCare's needs.

### **Interacting with Government Employees**

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In WellCare's business we often deal with federal, state and local government officials and employees. These officials and employees are bound by strict rules with respect to gifts. You may not offer any illegal gifts or entertainment to any government official or employee. You must comply with applicable laws, regulations and corporate policies with respect to such gifts and courtesies. WellCare's *Policy on Gifts to Government Officials* contains WellCare's policy about business courtesies that may be offered to government officials and employees.

If a government official or employee asks for a gift, you must report this immediately to the General Counsel's Office.

### **Bribes, Kickbacks and Illegal Inducements**

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WellCare complies with all federal and state anti-kickback laws and regulations. Under these laws a person generally may not:

- Give anything of value to influence or reward a patient referral for a service that may be paid for by a government health care program
- Receive anything of value to make a patient referral or as a reward for a past referral for a service that may be paid for by a government health care program
- Give anything of value to encourage someone to buy, rent or recommend an item or service that may be paid for by a government health care program

- Receive anything of value for buying renting or recommending an item or service that may be paid for by government health care program

You may not offer anything of value to a provider, member or other person that could be seen as a bribe or other improper inducement.

You may not make any illegal or improper payment from Company funds or assets, whether directly or indirectly. Examples of such payments include political or commercial bribery and kickbacks.

### **What is “anything of value”?**

This term is as broad as it sounds...it includes anything that has value. So while it obviously includes money, it also includes entertainment, credits, free goods or services, forgiveness of a loan, selling someone an item for less than it is worth, payment for unnecessary services and paying someone more for an item than it is worth. These are only examples...if you think an arrangement could involve an illegal inducement, report it to Corporate Compliance.

### **What is a kickback?**

A kickback arrangement involves giving a reward to someone for sending business your way. In a simple example, Acme Computer is looking for a contractor to develop its website. Pro Websites submits a bid to design the website and tells Acme’s Vice President that if Pro Websites wins the contract, Pro Websites will give the Vice President 3% of the contract value. That payment would be a kickback.

Most kickbacks in the real world are not that obvious. For example, instead of offering the Vice President 3% of the contract, Pro Websites tells the Vice President that if it wins the contract it would need to lease some space from Acme. Depending on the full facts, that arrangement may also be a kickback, particularly if Pro Websites paid more for the leased space than it was worth.

## **Lobbying**

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WellCare complies with all laws and regulations relating to the lobbying of government officials on its behalf, including reporting and certification requirements. All lobbying activities and related expenditures must comply with WellCare’s *Policy on Lobbying*.

## **Money Laundering and Financing Terrorism**

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WellCare does business only with customers and vendors engaged in legitimate business activities, with money from legitimate sources. WellCare will comply with laws and regulations aimed at stopping money laundering and fighting the financing of terrorism. You must never hide the origin of illegal funds. If you believe that WellCare has received a suspicious payment, you must report it immediately to your people leader or to one of the other resources listed above under ***Where Can I Go for Advice or to Report a Violation?***

## **Records Retention**

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You must comply with all WellCare records retention policies. These policies explain how long records should be kept and when they should be destroyed.

Sometimes records are relevant to a legal action or a government investigation. Those records must not be destroyed until the action or investigation has been concluded. Because of this you must comply with any notice from WellCare telling you to preserve records, even if that means keeping them longer than the retention policies require.

### ***What kinds of records are covered?***

**ALL** WellCare records are covered by our records retention policies, not just paper and computer records. A record is any information that has been created or received in connection with WellCare's business. So, for example, it would also include audio and video tapes, magnetic tapes, CDs, etc.

# **WE ARE COMMITTED** to Our Company

## **Conflicts of Interest**

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A conflict of interest exists when your personal interests interfere with your ability to make an objective decision when performing your job duties. Put another way, the term “conflict of interest” describes any circumstance that could cast doubt on your ability to act in the Company’s best interests. Even the *appearance* of a conflict may violate this Code and could harm the Company’s reputation. Therefore, you must avoid situations where your personal interests could conflict with the interests of WellCare.

Conflicts of interest can arise in a variety of ways. For example, competing with WellCare is a conflict of interest. You must not compete with WellCare. Another situation that often creates a conflict is where someone (other than WellCare) gives you money, property or services in connection with your work for WellCare. However, these are not the only ways a conflict can happen.

In addition to direct conflicts of interest, WellCare strongly discourages investing in a WellCare competitor or supplier or a company with which WellCare is considering doing business. Therefore, you may not have a significant financial interest in any business that does business with, seeks to do business with, or competes with WellCare. In general, you have a “significant financial interest” in a company if:

- You and/or your immediate family members own more than 1% of the outstanding capital value of that company (for example, you own 2% of the company’s stock)
- Your interest in the company is more than 5% of your total assets
- You and your immediate family members have interests in the company that are more than 5% of your collective total assets (for example, the stock in the company owned by you and your spouse is 11% of the total assets owned by you and your spouse)

Finally, you should know that federal, state and local governments also have specific rules about conflicts of interest. Please seek guidance by contacting the Hotline, or talk to your manager or Corporate Compliance if you have a question about one of these rules.

**If you might have a conflict of interest, you must report it to WellCare promptly. It is your duty to disclose a potential conflict of interest by using the conflict of interest disclosure form available on Corporate Compliance’s page on WellCareLink.**

For examples of conflicts of interest and for details regarding how to report a conflict, please read WellCare's *Conflict of Interest Policy* and its related procedures.

### **Proper Use of Company Property**

All WellCare property should be used only for legitimate business purposes. You may not use WellCare property for your own personal benefit. In addition, you are expected to use proper care when you use WellCare property and equipment. In particular:

- We expect you to protect WellCare's property against theft and misuse
- You may not remove any WellCare property from WellCare's premises without proper authorization

You must use WellCare telephones, computers and mobile devices in a responsible manner. Except for limited, incidental personal use, such equipment may be used only for business purposes. Personal use of electronic equipment and systems may be subject to restrictions. You should not expect a right to privacy in your e-mail or Internet use. As may be permitted by law, WellCare may review all electronic information and communications. All WellCare equipment, systems or networks may be subject to monitoring.

**You are prohibited from accessing, sending and/or downloading websites that contain sexually explicit, illegal or discriminatory content.** If you are considering accessing a site and think it may not be appropriate, ask yourself whether you would be comfortable with your people leaders and co-workers knowing you accessed the site.

**You may not access, or even try to access, another individual's electronic communications without appropriate authorization. You also may not access or try to access any part of WellCare's systems that you are not authorized to access.**

### **WellCare Confidential and Proprietary Information**

WellCare's information is also valuable property. All information about WellCare's operations, activities and business affairs of the Company must be kept as confidential as possible. Confidential information includes all non-public information that might be of use to competitors, or that might be harmful to WellCare or its members if disclosed. Even a list of WellCare's associates, members, providers and/or vendors is confidential information. Never disclose confidential information without prior approval. Confidential and proprietary information about WellCare belongs to WellCare, must be treated with strict confidence and is not to be discussed with others.

### **Corporate Opportunities**

You are expected to support WellCare and its legitimate business interests. You may not take for yourself a business opportunity that you discover through working for

WellCare unless WellCare has already been offered the opportunity and declined it. It does not matter whether you profit from the opportunity. Likewise, you may not tell someone else about a business opportunity that you discover through your work unless WellCare has already declined the opportunity.

### **Public Communications**

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Information we release about WellCare must be accurate, consistent and understandable. For this reason, the Corporate Communications Department makes all of the Company's media communications in both routine and crisis situations.

### **Political Activities**

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WellCare encourages you to become involved in civic affairs and the political process. However, you must make sure it is clear that you are not speaking or acting on WellCare's behalf. Except where WellCare has directed you to represent it at an event, you must not imply that you speak or act for the Company in connection with your political activities. You may participate in partisan political activities only on your own time and at your own expense.

Furthermore, officers and directors of WellCare and its subsidiaries must comply with "pay-to-play" rules for personal political contributions made by themselves and members of their immediate families.

WellCare contributes to political candidates and political parties only as permitted by law, regulation and WellCare's *Policy on Political Activities* .

## **WE ARE COMMITTED** to Our People

WellCare's mission is to:

- Enhance our members' health and quality of life;
- Partner with providers and governments to provide cost-effective health care solutions; and
- **Create a rewarding and enriching environment for our associates.**

We are a team, and our success depends on your ability to inspire the trust and confidence of your co-workers, people leaders and WellCare's members and government clients.

### **Respect for All Associates**

WellCare believes in attracting and retaining a highly talented workforce. We recruit, hire, train, promote and administer all personnel actions on the basis of qualifications and performance. We further believe in treating all associates with respect and dignity.

This means that WellCare:

- **Does not discriminate** and **prohibits harassment** on the basis of race, color, religion, creed, age, sex, pregnancy, veteran's status, marital status, sexual orientation, gender identity or expression, national origin, ancestry, disability, genetic information or other legally protected basis
- Makes the safety and security of our associates while at Company facilities a priority
- Respects all associates' rights of dignity and personal privacy by protecting confidential associate information, including protected health information

### **Environment, Health and Safety**

WellCare strives to protect the environment and the health and safety of its associates. We comply with all applicable health, safety, and environmental laws and regulations. We expect you to comply with WellCare's safety policies and procedures and to report accidents, injuries, and unsafe equipment, practices, or conditions.

Safety can only be achieved through teamwork. You must practice safety awareness by avoiding unsafe situations and reporting unsafe conditions immediately. A violation of a safety precaution is in itself an unsafe act.

## **Firearms and Other Weapons**

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You may not have firearms or other weapons on Company property, in Company owned or leased vehicles, or at work sponsored events except where law or regulation does not allow WellCare to prohibit you from bringing these items to work. If you are unsure about the laws where you work, ask your manager.

## **Workplace Violence**

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WellCare has zero tolerance for violent acts or threats of violence against its associates, applicants, regulators, providers, members, visitors, contingent workforce members or vendors. WellCare will not tolerate threatening, violent or abusive conduct. Examples of this prohibited conduct include:

- Intimidating or hostile behavior
- Physical or verbal abuse
- Assault
- Battery
- Vandalism or destruction of WellCare property or the personal property of others

For more information, please read WellCare's *Workplace Violence* policy.

## **Alcohol and Drug Use**

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WellCare strives to maintain a drug-free work environment. You may not use or possess illegal substances on Company property or while on Company business elsewhere. In addition, you should not report to work under the influence of drugs or alcohol.

You may consume alcohol while at Company sponsored events at which such consumption is authorized by a Company Vice President or above. If you choose to consume alcohol at such an event you must do it in a safe and responsible manner.

Legal medications must be used in a safe and responsible manner while on Company property or while on Company business elsewhere. If you must take a legal medication that may interfere with your work performance, please contact your manager or Human Resources to determine if a reasonable accommodation is available.

# **WE ARE COMMITTED** to our Partners and the Marketplace

## **Intellectual Property Rights**

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WellCare respects the intellectual property of others, including suppliers, vendors, business partners, providers, and competitors. WellCare will comply with applicable licensing, royalty, and rental agreements. We expect you to do the same. You must not make unauthorized copies of software or any other copyrighted material. It is both illegal and unethical to break copyright laws or licensing agreements.

### ***What is “intellectual property”?***

Intellectual property is property that cannot be touched and that has been developed through creativity or intellect. Common examples are software code, music, inventions, movies and written expressions such as poems or even this Code.

## **Confidential Information of Others**

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Sometimes partners, suppliers, contractors, competitors, providers or others give us information in confidence. You must respect the confidentiality of this information just as we protect WellCare’s confidential information. However, some restrictions on how we can use information obtained from others may not be acceptable. For that reason, do not accept any confidential information from others unless an appropriate agreement is in place. If you are not sure whether there is an agreement, check with your manager.

If you have confidential information from an outside source, such as a previous employer, you must not disclose it to WellCare so long as the information remains confidential. Further, WellCare may not use such information while it is confidential. If you entered a contract with a former employer containing confidentiality, non-solicitation or non-competition provisions, you must notify the Human Resources Department and provide them with a copy of the contract.

Unsolicited confidential information submitted to WellCare should be refused and returned to the sender where possible. If received electronically it should be deleted. However you receive it, report it to your manager or a member of senior management.

## **Insider Trading**

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While working for WellCare, you may learn material, non-public information about WellCare, its suppliers, providers, and other companies. It is your duty to make sure this information is not misused. In particular, you must not:

- Trade stock or other securities while you know material, non-public information
- Let any other person know any material, non-public information if he or she may trade securities based on that information
- Let any other person know any material, non-public information if he or she may give others recommendations to buy or sell securities

Not only are the actions described above against WellCare policy, they are illegal.

**What is “material, non-public information”?**

Generally, material, non-public information is information about a company that:

- Is likely relevant to someone trying to decide whether to buy or sell shares of the company’s stock and
- Is not generally known outside the company.

For more information on what might be material, non-public information, read WellCare’s *Policy on Insider Information and Insider Trading*.

**What if I learn information about another company, like one WellCare is thinking of contracting with?**

Using material, non-public information about any company to trade in securities is illegal and against our policies. If it is not publicly known that WellCare is thinking of entering an important contract with a potential vendor and you purchase stock in that potential vendor, the purchase may be illegal insider trading.

Members of WellCare’s board of directors and certain associates may have to get approval before they personally trade WellCare stock or any other WellCare securities. Please refer to WellCare’s *Policy on Insider Information and Insider Trading* for details.

Additionally, you may not:

- Trade in derivative securities (including call or put options) involving WellCare securities
- Engage in short sales of WellCare securities
- Hold WellCare securities in a margin account
- Pledge WellCare’s securities to secure margin loans or other loans

If you plan to trade WellCare stock or other securities and you are not sure whether the trade is permissible under our policies, please ask your manager or the Legal Department.

## **Gifts and Entertainment**

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**WellCare prohibits the offering of any illegal gifts to government employees. Please see *Interacting with Government Employees* above with respect to government employees.**

### *Accepting Gifts*

You must not accept a gift, money or anything else valuable from a prospective or current vendor, provider, contractor or member if it might look like a bribe or other unfair influence. You should not personally gain from anyone doing business with us, trying to do business with us, or in competition with us. You must never ask for a gift or money.

If offered, you may accept occasional non-cash gifts that are worth \$50 or less. Items such as gift cards or similar items that can be used like cash are considered cash gifts and you should not accept them.

### *Offering Gifts*

In a non-government setting, occasional business gifts of nominal value that are intended to create goodwill and build working relationships may be permissible under certain conditions. You may not offer a gift to gain an unfair advantage with prospective or current vendors, providers, contractors or members. You must never offer money under any circumstances. Gift cards and other cash equivalents also generally may not be offered except as specifically permitted by WellCare's policies and procedures. Any gifts to members must be specifically permitted by WellCare policies and procedures. Business gifts may only be offered as specifically permitted by WellCare's *Offering Gifts to Business Partners* policy.

***What do I do if I am offered money or a gift that is worth more than \$50? What if a vendor or other business contact asks me for money or a gift?***

In either of these cases, you should decline and report the situation to your manager. Likewise, if you receive an offer that you believe is intended to influence a business decision you should decline it and report it to your manager. You should always use good judgment before accepting or offering any gift. In questionable cases, consult your manager or Corporate Compliance.

### *Accepting Meals and Other Entertainment*

You must not ask anyone, including any prospective or current vendor, provider, contractor or member, for meals, sports tickets or other entertainment. If offered, you may accept modest entertainment so long as it is reasonable, infrequent and in good taste.

Unsolicited business entertainment should be appropriate for the position the associate occupies within the Company and clearly intended to facilitate business objectives. For example, a person offering event tickets to an associate must accompany the associate to the event.

If you receive an offer of entertainment that does not meet these standards, decline the offer and report it to your manager. If you have any question about whether entertainment is appropriate, you should discuss it with your manager or contact Corporate Compliance for guidance.

***What do I do if a vendor or other business contact offers me tickets to a regular season NHL hockey game?***

If a vendor or other business contact offers you free tickets to an event to use as you please, the tickets are gifts and must be refused. If, on the other hand, an associate is invited to attend the event with a vendor or business contact, this is acceptable so long as your attendance would facilitate business objectives or continue business discussions. To avoid the perception of undue influence with a given supplier, the frequency of attendance at an event with a given supplier must be justifiable in the circumstances.

*Offering Entertainment*

WellCare believes that providing entertainment to prospective or current members, health care professionals, providers or vendors is neither necessary nor appropriate. You may not offer or provide any entertainment to a prospective or current member, individual health care professional or employee of a health care provider or vendor.

**Fair Competition**

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We believe in fair competition. WellCare prohibits taking unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation, or any other unfair practices. We do not use practices that are anticompetitive and against antitrust laws.

***What are antitrust laws?***

Generally, antitrust laws prohibit certain business practices that can stifle competition or create unfair competition. Among other practices, antitrust laws prohibit:

- Companies from becoming monopolies by buying other companies
- Price fixing, such as when competitors agree on the prices to charge for products
- Bid rigging

Antitrust laws apply to any business. For example, the following situations may create issues under the antitrust laws. Therefore, you should not:

- Speak with a competitor about the providers with which WellCare will contract
- Speak with a competitor about the pricing or other terms of our provider contracts
- Speak with a competitor about which products or services WellCare plans to offer
- Speak with a competitor about the pricing or other terms of our products or services
- Come to any agreement or arrangement with a competitor about any of the topics mentioned above

If a competitor asks to speak with you about our providers, products or other business information, speak with your manager or our Legal Department.

**CODE OF CONDUCT AND BUSINESS ETHICS ACKNOWLEDGMENT**

**I hereby acknowledge that I have read, understand and will comply with WellCare's Code of Conduct and Business Ethics.**

**I will seek guidance from and raise concerns about possible violations of this Code with my manager, senior management, or through the WellCare Hotline.**

**I will complete all required training seminars provided by WellCare throughout the course of the year.**

\_\_\_\_\_  
**Signature**

\_\_\_\_\_  
**Date**

\_\_\_\_\_  
**Print Name**

“The Board of Directors and senior management of WellCare are committed to compliance and ethical behavior. Compliance and integrity are central to the core values of WellCare. WellCare is committed to lawful and ethical conduct in how we fulfill our mission to help those eligible for government-sponsored health care plans live better, healthier lives.”

- *WellCare’s Board of Directors, May, 2017*