



**WellCare Health Plans, Inc.**

**Procedures for Handling  
Communications to the Board of Directors**

**A. Introduction**

The Board of Directors (the “**Board**”) of WellCare Health Plans, Inc. (the “**Company**”) has adopted these Procedures for Handling Communications to the Board of Directors (the “**Communications Procedures**”). They apply to communications to the Board from stockholders and other interested parties and supplement the Company’s Code of Conduct and Business Ethics (the “**Code of Conduct**”). Associates may contact members of the Board as provided in the Code of Conduct or they may contact members of the Board in the same manner as stockholders or other interested parties as contemplated by these Communications Procedures.

**B. Submission of Director Communications**

The Company invites stockholders and other interested parties to contact the Chairman of the Board (the “**Chairman**”); the Lead Director of the Board, if applicable, the non-management members of the Board as a group; the full Board; or any member of the Board by addressing the communication (a “**Director Communication**”) to the appropriate recipient(s) and sending it to the attention of the Company’s Corporate Secretary (the “**Secretary**”) at the following address:

[Name of Requested Recipient]  
WellCare Health Plans, Inc.  
8735 Henderson Road  
Tampa, Florida 33634  
Attn: Corporate Secretary

The Secretary, or his or her designee (the “**Designee**”), will receive all Director Communications and will act as agent for the Board member or members to whom such communications are addressed for that purpose.

Notwithstanding the foregoing, the following are not Director Communications and are outside the scope of these Communications Procedures: (a) communications that are addressed to the Company’s Chief Executive Officer which relate to his or her role as an officer of the Company, rather than to his or her role as a director, (b) shareholder proposals submitted under Rule 14a-8 promulgated pursuant to the Securities Exchange Act of 1934, as amended, and communications related to such proposals and (c) communications regarding accounting, internal accounting controls or auditing matters,

which are handled in accordance with the Procedures for Handling Accounting and Auditing Communications.

## **C. Processing of Communications**

### **1. Logging of Director Communications**

The Secretary, or the Designee, will maintain a log and an indexed master file of all Director Communications. At least once per quarter, the Secretary will provide the Chairperson of the Nominating and Corporate Governance Committee of the Board (the "**NCG Chairperson**") a copy of the log for that period. The Secretary will promptly provide to any Board member, upon his or her request, a copy of the Director Communications log or any requested part of such log.

### **2. Screening**

The Secretary, or the Designee, may screen any of the following types of Director Communications:

- Obscene, threatening, harassing or similarly inappropriate materials;
- Unsolicited marketing or advertising material, mass mailings and "spam";
- Unsolicited newsletters, newspapers, magazines, books and publications;
- Routine customer service questions, complaints and comments that can be appropriately addressed by management;
- Routine invoices, bills, account statements and related communications that can be appropriately addressed by management;
- Surveys and questionnaires;
- Requests for business contacts or referrals;
- Resumes and similar solicitations for employment; and/or
- Any other communications determined by the Secretary, in good faith, to be frivolous.

### **3. Forwarding Director Communications**

The Secretary will forward all Director Communications, other than those that have been screened pursuant to Section C.2. above, to the Board member or members to whom they were addressed (the "**Requested Recipient**"). In addition, the Secretary may forward Director Communications directed to a Requested Recipient, and those that do not specify a particular addressee, to the Lead Director, the full Board, all of the independent directors, the chairperson of the Board, the chairperson of any particular committee of the Board, or any particular individual director, as determined in the reasonable judgment of the Secretary to be the most appropriate recipient (subject to Section C.4. below).

Director Communications, other than those that have been screened pursuant to Section C.2. above, will be forwarded to their Requested Recipient(s) within a reasonable time after their receipt by the Secretary, but in any event within one month of receipt by the Secretary. If the Secretary determines that a Director Communication presents credible evidence of: a material violation of any applicable law, regulation or order; a material breach of fiduciary duty; or otherwise presents an allegation that, if true, could have a material adverse effect on the Company and its subsidiaries on a consolidated basis, then the Secretary shall provide a copy of such Director Communication to the Requested Recipient(s) as soon as practicable. Where permitted pursuant to Section C.4. below,

such determination shall be made in consultation with the Company's General Counsel (if the General Counsel is not the Secretary).

When forwarding a Director Communication, the Secretary may also include any information or other background materials relating to the matters addressed in the Director Communication as the Secretary determines is appropriate.

#### **4. Sharing Director Communications with Management**

All Director Communications, other than those that have been screened pursuant to Section C.2. above, that are addressed to the Lead Director or the non-management members of the Board collectively (or any individual non-management director) shall be shared with the Chief Executive Officer or other management only upon the instruction, or with the permission, of the Requested Recipient or the NCG Chairperson. All Director Communications addressed to the full Board shall be shared with the Chief Executive Officer and may be shared with other management as determined appropriate by the Secretary.

#### **5. Retention of Director Communications**

The Secretary, or a member of his or her staff under his or her direction, will maintain an original or a copy (which may be in an electronic format), of all Director Communications, including those that have been screened pursuant to Section C.2. above, which shall be kept in accordance with the Company's Records and Information Management Policy. During such retention period all Director Communications that have been screened pursuant to Section C.2. above will be made available to any non-management members of the Board who wish to review such communications.

#### **D. Action by Secretary**

The Secretary may immediately investigate and/or take any other action he or she believes is necessary or appropriate in response to any matter raised in any Director Communication unless otherwise directed by the NCG Chairperson.

#### **E. Review**

These Communications Procedures will be subject to the periodic review of the Nominating and Corporate Governance Committee of the Board (the "**NCG**"). Any proposed changes to these procedures will be, upon recommendation of the NCG, reviewed and approved by the Board.

*Approved by the Board of Directors on: June 2, 2009*

*Revised by the Board of Directors on: March 3, 2011*

*Revised by the Board of Directors on: November 29, 2012*

*Non-Material Revisions made on: June 13, 2013*

*Non-Material Revisions made on: November 21, 2013*

*Revised by the Board of Directors on: December 13, 2018*