



# Code of Conduct

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Last Update: January 11, 2017

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## Code of Conduct

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This Code of Conduct (also referred to as the “Code”) is designed to promote honest, ethical and lawful conduct by all employees, officers and directors of Universal American Corp. and all its subsidiaries and related entities (collectively known as the “Company”). The Code is intended to help employees, officers and directors understand the Company’s standard of ethical business practices and to provide awareness of ethical and legal issues that may be encountered in carrying out their responsibilities. First tier, downstream, and related entities, that enter into agreements with the Company are required to be in adherence with standards that are at least comparable to the ones in this Code. Please see the attached Addendum.

It is not possible to anticipate every decision or action that an employee, officer or director of the Company may face or consider. ***Whenever you have any doubt about the right ethical or legal choice to make, fully disclose the circumstances, and seek guidance*** from a responsible manager or supervisor, the Compliance Officer, or the Company’s legal counsel ***about the right thing to do.***

It is the Company’s policy to encourage the communication of bona fide concerns relating to the lawful and ethical conduct of business and to protect those who communicate these concerns from retaliation for such reporting. Retaliation includes any activity that would dissuade an employee from reporting a concern. No retaliation for good faith reporting will be tolerated; punishment for retaliation includes sanctions up to and including termination. Confidential and anonymous mechanisms for reporting concerns are available and are described in this Code. Anonymous reporting does not satisfy a duty to disclose your potential involvement in a conflict of interest or unethical or illegal conduct.

***The Company expects all employees, officers and directors to exercise good judgment and the highest ethical standards in their activities on behalf of the Company as well as in their private activities outside the Company. Failure to follow this Code, as well as to comply with federal, state, local and foreign laws, rules, and regulations, and the Company’s corporate policies and procedures may result in termination of employment or termination of Governing Body (e.g. Board or Board of Directors) service.***

## Conflicts of Interest

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***A conflict of interest occurs when an individual's private interest interferes — or appears to interfere —with the interests of the Company as a whole.*** A conflict can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. A conflict of interest may also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. The Company prohibits conflicts of interest. Listed below are a few examples.

A conflict occurs when an employee, officer or director, or member of his or her family:

- Has a financial interest in the Company's competitors, customers, suppliers or others dealing with the Company (excluding interests that are less than 1% of the outstanding securities of a publicly-traded corporation or equivalent percentage of ownership interests in an unincorporated business);
- Has a consulting, managerial or employment relationship in any capacity with a competitor, customer, supplier or others dealing with the Company; or
- Acquires, directly or indirectly, real property, leaseholds, patents or other property or rights in which the Company has, or the employee, officer or directors knows or has reason to believe at the time of acquisition that the Company is likely to have an interest.

A conflict may occur when an employee, officer, or director, or member of his or her family solicits or accepts, directly or indirectly, from customers, suppliers, or others dealing with the Company any kind of gift or other personal, unearned benefit as a result of his or her position in the Company, and the acceptance of the gift improperly influences, or appears to improperly influence, the performance of their responsibilities. For a detailed explanation of the Company's policies regarding conflict of interest, please consult the Company's Conflict of Interest and Travel & Entertainment Policies.

Subject to limitations imposed by this Code, each employee, director and officer is free to engage in outside activities that do not interfere with the performance of their responsibilities or otherwise conflict with the Company's interests. Outside business activities can easily create conflicts of interest or diminish productivity and effectiveness. Though the Company encourages professional activities and community involvement, special care must be taken not to compromise duties owed to the Company. Employees, directors, and officers are expected to disclose to the Compliance Officer any non-Company activity for which compensation is received.

Employees, directors and officers and/or members of their families must notify the Compliance Officer prior to:

- Agreeing to serve on the board of directors or similar governing body of a for-profit enterprise or government agency;

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**Note:** Prior approval is not required to serve on the board or similar governing body of a not-for-profit or community organization. If, however, the service with that organization creates a situation that poses an actual or potential conflict of interest with the Company (for example, soliciting charitable contributions from the Company or purchasing significant services from the Company), the Compliance Officer must be contacted for approval.

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- Seeking any election or appointment to public office in order to clarify the Company's position in the event the candidacy is successful or the appointment is made; or
- Engaging in activities that may be of a controversial or sensitive nature, Employees, directors and officers and/or members of their families may not engage in any of the following:
  - Soliciting contributions or other support from fellow employees, or distribute non-work-related material to fellow employees, during working hours or in areas where work is being performed (except as allowed by applicable laws; e.g. NLRB rules regarding unions).
  - Requesting, accepting or offering any form of "under-the-table" payment, "kickback", bribe, rebate or other improper or questionable payment or gratuity in connection with any corporate expenditure or sale of goods or services.
  - Accepting loans or guarantees of obligations (except from banks of other entities that provide such services in the normal course and at arms' length) from any individual, organization or entity doing or seeking to do business with the Company.
  - Using his or her Company position or title or any Company equipment, supplies or facilities in connection with outside activities.
  - Doing anything that might infer sponsorship or support by the Company of such activity, unless such use has been approved in writing by a responsible supervisor, the Compliance Officer, or other appropriate internal authority.

If approached with any offer noted above or in any instance where the appearance of a conflict of interest exists, a responsible supervisor or the Compliance Officer or any other appropriate internal authority must be contacted immediately. Finally, for any real or perceived conflict of interest involving a director of the Company, the matter should be referred to the Compliance Officer for interpretation and discussion with the Governing Body or with the Committee to which such responsibility has been delegated for resolution.

Annually or upon written request, directors shall disclose to the Company's General Counsel any service on a board of directors or similar governing body of a for-profit enterprise or government agency.

## Protection and Proper Use of Company Assets

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***Every employee, officer and director has a personal responsibility to protect the assets of the Company and ensure their efficient use.*** The assets of the Company include tangible assets, such as products, equipment and facilities, as well as intangible assets, such as corporate opportunities, intellectual property, trade secrets and business information.

### Theft or Misuse of Company Assets

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***The Company's assets may only be used for legitimate Company business purposes.*** No employee, officer or director may take, use, or knowingly misappropriate the assets of the Company, for personal use, for use by another, or for an improper or illegal purpose. No employee, officer or director is permitted to remove, dispose of, or destroy anything of value belonging to the Company without the Company's consent, including both physical items and electronic information.

### Corporate Opportunities

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Employees, officers and directors may not take for themselves personally, opportunities that are discovered through the use of the Company's property, information or position. They may not use the Company's property, information, or position for personal gain or to compete with the Company. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

No employee, officer or director of the Company shall do any of the following:

- Deprive the Company of any business opportunity for their own personal gain or for the gain by any other person or entity where the benefit could be related to any existing or reasonably anticipated future activity of the Company.
- Disclose any opportunity identified through their association with the Company to a third party or invest in the opportunity without first offering it to the Company.
- Participate in an initial public offering or otherwise accept special investment opportunities from a supplier, vendor (including banks or financial advisers) or customer with whom the Company is doing business or that is seeking to sell products or services to the Company without first disclosing the opportunity to the Compliance Officer.

## **Confidential Information/Privacy**

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No employee, officer or director of the Company entrusted with information of a confidential or proprietary nature about the Company, its suppliers, customers or other constituents shall use or disclose that information outside the Company, either during or after service with the Company, except with prior written authorization of the Company or as may be otherwise required by law. To be clear, an employee's confidentiality obligations under this Code of Conduct continue in effect following the employee's termination of employment with the Company. Employees, officers and directors may not use confidential information for their personal benefit or the benefit of persons or entities outside the Company.

Confidential information includes all non-public information learned as an employee, officer or director of the Company. It includes, but is not limited to:

- Non-public information that might be of use to competitors, of interest to the press, or harmful to the Company or its customers, if disclosed;
- Non-public information about the Company's financial condition, prospects or plans, its marketing and sales programs, bidding strategies, care management systems, and research and development information, as well as information relating to mergers and acquisitions, dividends, joint ventures, stock splits and divestitures; and/or
- Non-public information concerning possible transactions with other companies or information about the Company's customers, suppliers or joint venture partners, which the Company is under an obligation to maintain as confidential.

## **Network Use, Integrity & Security**

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The Company reserves the right to monitor or review any and all data and information contained on any employee's, officer's or director's computer or other electronic device issued by the Company. In addition, the Company reserves the right to monitor or review an employee's or officer's use of the Internet, Company Intranet and Company e-mail or any other electronic communications without prior notice.

Access to Company systems will be revoked and disciplinary action may be taken in the event that such systems are used to commit illegal acts, or any other purpose that would violate any terms of this Code.

In order to maintain systems integrity and protect the Company's electronic communications, no employee, director or officer should divulge passwords used to access any Company computer or database. Any suspected breach of the Company's electronic communication security systems should be reported to a responsible manager or supervisor, the Information Technology (IT) department or the Company's Security Officer immediately.

All employees and officers are required to comply with the Company's IT policy and should obtain pre-approval from an IT manager prior to using or distributing software on the Company's hardware to ensure that no damage or disruption to the Company's work environment is caused by the transmission of a virus or a conflict with Company systems.

No employee or officer should engage in the unauthorized use, copying, distribution or alteration of computer software whether obtained from outside sources or developed internally. Employees, directors and officers must adhere to the Terms of Use for all software, including "shareware".



## Relationships with Customers and Vendors

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### Fair Dealing

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Each employee, officer and director must deal fairly with the Company's suppliers, customers, competitors and employees, and should not take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. The Company respects the confidentiality and privacy of our suppliers and customers. **Information about the Company's suppliers, customers, competitors and employees must be used in an ethical manner and in compliance with the law.** Under no circumstance should information be obtained through theft, illegal entry, blackmail, or electronic eavesdropping, or through misrepresenting affiliation with the Company or identity. Any confidential or proprietary information should not be used if there is suspicion that it was obtained improperly.

Similarly, each employee, officer and director must respect and protect any confidential or proprietary information shared with the Company unless disclosure is necessary to comply with statutory requirements, subpoenas, court orders or other lawful processes or through properly authorized government investigations. This information should not be released without proper authorization and should be used for legitimate business purposes only. Employees and officers should not divulge any proprietary information about their former employers, nor should the request be made of them.

Customers and potential customers are entitled to receive accurate information regarding prices, capabilities, terms and scheduling. The Company strives to produce advertisements that are fair, accurate and lawful. False or misleading statements to sell or market Company products or services are to be strictly avoided.

### Trade Practices and Antitrust Compliance

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Vigorous competition, free from collusion and unreasonable restraints, is the best mechanism for ensuring the production of high quality, well-priced and innovative products and services. **Failure to comply with antitrust and other trade regulation laws in every jurisdiction in which the Company does business could result in serious consequences both for the Company and the offending individuals, including significant civil and criminal penalties.**

It is Company policy to compete solely on the basis of the quality of its products and services; through the efforts and contributions of its employees, officers and directors; and to avoid improper actions that unreasonably restrain trade. Each Company business area, as well as employee, officer and director is expected to support the Company's effort to compete vigorously in the marketplace in compliance with the letter and spirit of applicable federal, state and foreign antitrust laws.

Antitrust and trade regulation issues are complex. Determining what actions unreasonably restrain trade or are otherwise improper depend on market structure and other factors. **Whenever doubt exists as to the legality of a communication, action, arrangement or transaction, contact the**

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## ***Compliance Officer immediately.***

To avoid even the perception of unlawful conduct, employees should avoid:

- Discussing prices, costs, production, products and services, bidding practices or strategies, other non-public business matters, territories, distribution channels or customers with a competitor; and
- Restricting the right of a customer to sell or lease a product or service at or above any price.

In addition, the following practices should not be engaged in without advance written approval by the Compliance Officer:

- Conditioning the sale or lease of a product or service on the sale or lease of another product or service ("tying");
- Conditioning the purchase, sale or lease of a product or service on a reciprocal agreement with a customer or supplier;
- Entering into an exclusive dealing arrangement with a customer (including a lessee) or supplier;
- Limiting a customer (including a lessee) as to the territories in which, or the customers to whom, a product or service can be resold or leased; and/or
- Discriminating in the prices or allowances offered to competing customers (including lessees).

## **False Claims Laws**

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The Federal False Claims Act ("FCA") and similar state laws prohibit knowing of the submission of false or fraudulent claims or the making of a false record or statement in order to secure payment from a government sponsored program. Violations of the FCA can result in fines of \$5,500 to \$11,000 per claim in addition to penalties up to three times the value of the claim.

The Company is committed to detecting and preventing fraud, waste and abuse and has processes and programs in place to review and ensure that our processes satisfy applicable government program requirements. Employees of the Company shall adhere to all applicable federal and state laws regulations and requirements when billing or receiving payments from identifiable federal and state government sponsored programs. Employees of the Company are obligated to report any ethical misconduct, including concerns about potential false claims, to the Compliance Officer or other appropriate internal authority. Failure to report may result in disciplinary action, up to and including termination. As set forth elsewhere in this Code, any retaliation against any individual making a report of a potential violation of the FCA is prohibited.

## Compliance with Other Laws, Rules & Regulations

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***The Company requires its employees, officers and directors to comply with all applicable laws, rules and regulations in jurisdictions where the Company does business.*** Violation of domestic or foreign laws and regulations may subject an individual, as well as the Company, to civil or criminal penalties, or both. To assure compliance with applicable laws and regulations, the Company has established various policies and procedures and Company governance documents. Employees are provided with the policies and procedures upon hire, but no later than 60 days after hire, and as updates to the policies occur or at a minimum, annually. Employees have an obligation to comply with these policies and procedures and documents and to promptly alert management of any deviation from them.

Legal compliance is not always intuitive. To comply with the law, employees, officers and directors must learn enough about the national, state and local laws that affect the Company to spot potential issues and to obtain proper guidance on the right way to proceed. This means, for example, that employees and officers whose day-to-day work is directly affected by particular laws have a responsibility to understand them well enough to recognize potential problem areas and to know when and where to seek advice. When there is any doubt as to the lawfulness of any proposed activity, seek advice from the Compliance Officer. Employees, officers and directors are strongly encouraged, and indeed have an obligation, to raise concerns promptly when they are uncertain as to the proper legal course of action or they suspect that some action may violate the law. The earlier a potential problem is prevented, detected and corrected; the better off the Company will be in protecting against harm to the Company's business and reputation.

Certain legal obligations and policies that are particularly important to our business and reputation are summarized below. Further information on any of these matters may be obtained from the Compliance Officer.

### Insider Trading and Fair Disclosure

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No employee, officer or director may trade in securities while in possession of material non-public information or disclose material non-public information to third parties ("tipping"). Material non-public information is any information that has not reached the general marketplace and is likely to be considered material by investors deciding whether to buy or sell a particular security. Examples include earnings estimates, significant business investments, mergers, acquisitions, joint ventures, dispositions and other strategic transactions, expansion or curtailment of operations, and other activity of significance. ***Using material non-public information for trading, or tipping others to trade, is unethical and illegal.***

Accordingly, no employee, officer or director of the Company may:

- buy or sell securities of the Company or any other company while in possession of material non-public information with respect to that company;
- recommend or suggest that someone buy, sell or hold securities of any company while the employee is in possession of material non-public information with respect to that

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company (this includes formal or informal advice given to family, household members and friends); and/or

- disclose material, non-public information to anyone, other than those persons who need to know such information in order for the Company to properly and effectively carry out its business (e.g., to lawyers, advisers and other Company employees working on the matter). Of course, where material non-public information is permitted to be disclosed, the recipient should be advised of its non-public nature and the limitations on its use. Any questions as to whether information is material or non-public should be directed to the Company's General Counsel.

Additionally, all employees, officers and directors must provide full, fair and accurate disclosure in, or for inclusion in, all government filings and public communications.

## **Inquiries from the Media and Public**

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The Company is committed to providing full, fair and accurate disclosure in all public communications and in compliance with applicable law, regulations and rules. Consistent with this commitment, ***employees are not authorized to answer questions from the media, analysts, investors or any other members of the public.*** If you should receive such an inquiry, record the name and contact information of the person and notify the Compliance Officer for the business model in question.

## **Federal Health Care Program Requirements**

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The Company is committed to full compliance with all Federal health care program requirements, including its commitment to market, promote, advertise, provide information about, and enroll individuals in its Medicare Advantage Plan in accordance with Federal health care program requirements, and other conditions of participation in the Medicare Advantage program. All officers, directors and employees of the Company are expected to comply with the Federal health care program requirements as well as policies and procedures of the Company.

## **Foreign Corrupt Practices Act and Similar Anti-Bribery Laws**

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The Company strictly prohibits giving any type of gift, gratuity or anything of value, directly or indirectly, to a government official, political candidate, political party, party official agent or employee anywhere in the world in consideration for their assistance or influence (including the failure by such individual to perform his/her official duty), the purpose of which is to obtain favored treatment with respect to any aspect of the Company business, including, without limitation, awarding the Company any contract. Under no circumstance is it acceptable for any employee, officer or director to offer, give, solicit or receive any form of bribe, kickback, payoff or inducement. As a Company that enters into contracts with the United States and State governments, it is critically important that all employees, officers and directors avoid any appearance of impropriety in this area and ensure that the third party agents retained by the Company to assist with dealings with governmental officials strictly comply with these obligations as well. The Company is committed to an effective program of internal systems and controls to

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support compliance with the letter and the spirit of the U.S. Foreign Corrupt Practices Act (FCPA), similar laws contained in the Organization for Economic Cooperation and Development (OECD) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (OECD Anti-Bribery Convention) and the anti-corruption laws of all countries in which the Company operates or conducts its business.

As a United States entity, the Company is subject to the Foreign Corrupt Practices Act (FCPA), making it illegal for companies and individuals to make or offer to make direct or indirect payment to foreign governmental officials for the purposes of obtaining, retaining or directing business. Other countries have adopted similar legislation. Though in limited situations small "facilitation" payments to foreign government officials may be permissible if they are intended to expedite the routine performance of legitimate duties, this area is not always clear, and the situation must be discussed with the Company's General Counsel before taking action. Any question as to whether a gift or payment is improper under the Company's guidelines or national or foreign laws must be discussed with the Company's General Counsel.

## **Political Contributions and Activities**

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In the United States, federal and many state laws may limit or prohibit corporations from making political contributions. While the Company encourages all employees to participate in our country's political process as they so desire, you must not purport to give the Company's views on issues of public policy without prior authorization. No direct or indirect political contribution (including the use of Company property, equipment, funds or other assets) of any kind may be made in the name of the Company, or by using Company funds, unless the Compliance Officer has certified in writing that such political contribution complies with applicable law. When such permission is given, such contributions shall be by check to the order of the political candidate or party involved, or by such other means as will readily enable the Company to verify, at any given time, the amount and origin of the contribution. Employees are encouraged to make political contributions through the Company's registered Political Action Committee (PAC).

## **Subpoenas and Government Investigations**

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***As a general matter, it is the Company's policy to cooperate in any government investigations and inquiries.*** All subpoenas, information document requests, or other inquiries must immediately be referred to the Company's General Counsel or Chief Ethics Officer.

## **International Business Dealings**

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Specific laws and regulations apply to participation in international business. Employees and officers involved in foreign business transactions must be fully familiar with, and strictly adhere to, all applicable foreign and domestic laws and regulations. Employees and officers involved in international business matters must, at a minimum, be aware of regulations, anti-boycott provisions, Treasury Department Office of Foreign Assets Control restrictions, and applicable trade embargoes in force. Any question about international business dealings should be discussed with the Company's General Counsel prior to any active engagement in that business.

## **Compliance Program**

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The Company is committed to meeting the terms of and abiding by all applicable federal and state laws, rules, regulations, instructions from the Centers for Medicare and Medicaid Services (CMS) and applicable state regulatory agencies, and any contractual requirements related to any applicable federal or state health care programs. Greater detail around the Company's efforts to meet its legal and contractual requirements is found in its Compliance Program document available on the corporate intranet and in hardcopy upon request from Human Resources.

The Company is engaged in various lines of business, including but not limited to, Medicare Advantage and the Accountable Care Organizations (ACOs). The Compliance Program around each line of business reflects specific regulatory requirements affecting that line of business. By way of example, the Medicare Compliance Program for the Medicare Advantage line of business reflects guidance found in Medicare Part C and Part D regulations and the Medicare Managed Care Manuals. The Compliance Officer is responsible for ensuring that Compliance Programs remain current and reflect updated federal and state guidance and industry best practices.

## **Department-Specific Compliance Standards and Operational Policies and Procedures**

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In addition to the standards and requirements described in this Code, compliance standards and operational policies and procedures specific to each of the Company departments will continue to be incorporated into department-specific manuals (and/or other appropriate media), and kept current with applicable Federal and State laws and regulations. The department-specific policies and procedures are a resource for employees of each department, designed to enhance their ability to perform their duties in accordance with the Company policies and applicable Federal and State laws and other requirements. Each department has defined and assigned responsibility for (i) the timely updating of policies and procedures, (ii) the necessary training and education of affected personnel, and (iii) the completion of monitoring and audit work plans as designated by the Compliance Officer to ensure ongoing compliance.

## **Maintaining a Safe, Healthy and Affirmative Workplace**

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*The Company is an equal opportunity employer and bases its recruitment, employment, development and promotion decisions solely on a person's ability and potential in relation to the needs of the job, and complies with local, state and federal employment laws.* The Company makes reasonable job-related accommodations for any qualified employee or officer with a disability when notified by the employee that he/she needs an accommodation.

*The Company is committed to a workplace that is free from sexual, racial, or other unlawful harassment, and from threats or acts of violence or physical intimidation.* Abusive, harassing or other offensive conduct is unacceptable, whether verbal, physical or visual. Any person who believes that they have been harassed or threatened with or subjected to physical violence in or related to the workplace should report the incident to an appropriate supervisor or Human Resources who will arrange for it to be investigated. All efforts will be made to handle the investigation confidentially.

The Company will not tolerate the possession, use or distribution of pornographic, racist, sexist or otherwise offensive materials on Company property, or the use of Company personal computers or other equipment to obtain or view such materials. ***All employees and officers must promptly contact an appropriate supervisor or Human Resources or the Compliance Officer about the existence of all adult and child pornography offensive materials on the company's informational systems or premises, so that appropriate action may be taken, including notifying the proper authorities, if necessary.***

The Company is committed to providing a drug-free work environment. ***The illegal possession, distribution, or use of any controlled substances on Company premises or at Company functions is strictly prohibited.*** Similarly, reporting to work under the influence of any illegal drug or alcohol and the abuse of alcohol or medications in the workplace are not in the Company's best interest and violate this Code. All accidents, injuries, or concerns about unsafe equipment, practices, conditions or other potential hazards should be immediately reported to an appropriate supervisor.

## **Accounting Practices, Books & Records and Record Retention**

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It is the policy of the Company to fully and fairly disclose the financial condition of the Company in compliance with applicable accounting principles, laws, rules and regulations and to make full, fair, accurate, timely and understandable disclosure in its periodic reports filed with the Securities and Exchange Commission (SEC) and other regulatory entities and in other communications to third parties such as securities analysts, rating agencies and investors. Honest and accurate recording and reporting of information is critical to the Company's ability to make responsible business decisions. The Company relies upon its accounting records to produce reports for management, rating agencies, investors, creditors, governmental agencies and others. The Company's financial statements and the books and records on which they are based must accurately reflect all corporate transactions and conform to all legal and accounting requirements and our system of internal controls.

***All employees, officers and directors -- and, in particular, the Chief Executive Officer, the Chief Financial Officer, the Comptroller and the Principal Accounting Officer -- have a responsibility to ensure that the Company's accounting records do not contain any false or intentionally misleading entries.*** The Company does not permit intentional misclassification of transactions as to accounts, departments or accounting periods. In addition, all records and/or transactions must:

- be kept and presented in accordance with the laws of each applicable jurisdiction (including reports produced from those records);
- fairly and accurately reflect the transactions or occurrences to which they relate;
- fairly and accurately reflect in reasonable detail the Company's assets, liabilities, revenues and expenses;
- not contain any intentionally false or misleading entries;
- not be misclassified as to accounts, departments or accounting periods;
- be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period; and
- comply with generally accepted accounting principles and/or statutory accounting principles.

The Company's system of internal accounting controls, including compensation controls, is required to be followed at all times. ***Any effort to mislead or coerce the independent auditors or a member of the Company's internal audit staff concerning issues related to audit, accounting or financial disclosure has serious legal consequences for the perpetrator, including criminal sanctions, as well as for the Company, and is strictly prohibited.*** If any ***employee, officer and/or director*** becomes aware of any violation of this policy, it must be reported immediately to the Chief Ethics Officer or the Compliance Officer.



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Compliance with the Company's Records Retention Procedures is mandatory. ***Destroying or altering a document with the intent to impair the document's integrity or availability for use in any potential official proceeding is a crime.*** Prior to the destruction of corporate records, all employees must consult appropriate supervisors and managers to ensure compliance with these policies. Documents relevant to any pending, threatened, or anticipated litigation, investigation, or audit shall not be destroyed for any reason. Any belief that Company records are being improperly altered or destroyed should be reported to a responsible supervisor, the appropriate internal authority and the Company's General Counsel, Chief Ethics Officer or the Compliance Officer.

Consistent with the reporting and recordkeeping commitments discussed above and elsewhere in this Code, all employees, officers and directors should accurately and truthfully complete all records used to determine compensation or expense reimbursement. This includes, among other items, reporting of hours worked (including overtime), reimbursable expenses (including travel and meals), and sales activity with appropriate detail of events that support the expense reimbursement.

All books, records, documents, and other evidence of accounting procedures for the current year must be retained for a period of not less than 10 years. All written contracts with first tier and downstream entities will contain a provision to show that the contracting entity will: (1) comply with Medicare laws, regulations, reporting requirements, and CMS instructions; (2) agree to audits and inspection by CMS and/or its designees; (3) cooperate, assist, and provide information, as requested; and (4) maintain records a minimum of 10 years.

## **Duty to Report Violations**

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Each employee, officer and director is responsible for promptly reporting any circumstances that such person believes in good faith may constitute a violation of this Code, or any other Company policy, or applicable law, regulations and rules. Suspected policy violations may be reported to the employee's supervisor or the Compliance Officer orally by phone, email or letter. Any complaint regarding accounting, internal accounting controls or auditing matters (including confidential and anonymous complaints) may also be reported to the Ethics Hotline. See the Contact Information section (below).

Retribution against an individual who reports violations of this Code in good faith is not permitted. Employees who engage in retribution will face disciplinary action up to and including termination. Mechanisms for reporting in a confidential and anonymous manner are noted below. Every effort will be made to investigate confidential and anonymous reports within the confines of the limits on information or disclosure such reports entail. While self-reporting a violation will not excuse the violation itself, the extent and promptness of such reporting will be considered in determining any appropriate sanction, including dismissal. The Company will investigate any matter which is reported and will take any appropriate corrective action.

Suspected illegal activity or improper conduct may be reported to the Compliance Department by sending an email to [compliance@universalamerican.com](mailto:compliance@universalamerican.com) or calling the anonymous Ethics & FWA Hotline at 1-800-388-1563.

Failure to report suspected illegal activity or improper conduct is a violation of this Code, and may be a violation of Federal and/or State law.

The Company has developed a detailed Reporting and Investigation policy. All Company employees and contractors are expected to be aware of and abide by the requirements of the Reporting and Investigation policy.

## Anonymous Reporting

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Company employees and contractors may report suspected illegal activity or improper conduct anonymously.

- To the extent permitted by Federal and State law, the Company will take reasonable precautions to maintain the confidentiality of those individuals who report illegal activity or improper conduct, and those individuals involved in the alleged violation, whether it turns out that improper acts occurred.
- Failure to abide by this confidentiality obligation is a violation of this Code.

## Investigations and Duty to Cooperate

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It is the Company policy to promptly and thoroughly investigate all reports of illegal activity or improper conduct. Detection of potential or actual issues related to compliance, ethical conduct, or other measurable areas of performance shall result in the initiation of appropriate corrective actions. Any action, or lack of action, that prevents, hinders, or delays discovery and full investigation of suspected illegal activity or improper conduct is a violation of this Code, and may be a violation of Federal and/or State law.

Internal investigations will include interviews and reviews of relevant documents. Company employees and contractors are required to cooperate fully with and disclose all pertinent information with regard to any investigation of suspected illegal activity or improper conduct.

The Company, its employees and contractors shall cooperate with appropriate government investigations into possible civil and criminal violations of Federal and/or State law. **To accomplish these objectives, any governmental inquiries or request for information, documents, or interviews must be promptly referred to the Compliance Department.**

## Protection from Retaliation

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The Company ensures that employees and contractors may report or assist in investigations of suspected illegal acts or improper conduct without threat of negative consequences or retaliation.

No retaliation, reprisals or disciplinary action will be taken or permitted against employees or contractors for good faith participation in the Compliance Program, including but not limited to, reporting potential issues to Compliance, cooperating in the investigation of suspected illegal activities or improper conduct, and conducting self-evaluations, audits and remedial actions.

Failure to abide by this prohibition against retaliation or reprisals is a violation of this Code, may be a violation of Federal and/or State law and subject any violation to potential disciplinary actions, including but not limited to, termination.

## **Disciplinary Action**

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Company employees, contractors and delegates who engage in illegal activity or improper conduct, including violation of this Code or any other policy, are subject to disciplinary action, including oral or written warning or reprimands, suspension, termination, financial penalties and potential reporting of this conduct to law enforcement. If employees or contractors self-report their own illegal actions or improper conduct, the Company may take such self-reporting into account in determining appropriate disciplinary action.

Guidelines are published in Human Resource policies and procedures, the Employee Handbook. Disciplinary guidelines are applied consistently when violations occur.

Training relating to disciplinary guidelines and enforcement is provided to each employee at the new employee orientations and annually thereafter. This same training is furnished to first tier, downstream and related entities including agents and brokers.

## **Marketing and Sales/Enrollment Activities**

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The Company will take all appropriate steps to ensure that its marketing personnel present clear complete and accurate information to potential enrollees. This includes ensuring that the marketing information has been approved by the Compliance Department and or CMS, as appropriate.

Company employees, First Tier, Downstream and Related Entities, as well as contractors are required to:

- Comply with applicable Federal and State laws, regulations, guidelines and Company policy, including the Medicare Marketing Guidelines, with respects to all marketing, sales and enrollment activities;
- Always place the best interest of potential enrollees and the Company above a personal financial interest;
- Present clear, complete, accurate information, and ensure that potential enrollees have the opportunity to make an informed decision. This includes utilizing only marketing materials and information that have been approved by the Company, and comply with all requirements of the Company and CMS regulations;
- Avoid providing any information or engaging in conduct that might in any way misrepresent the Company or its programs, or mislead, confuse, coerce or pressure potential enrollees;
- Never offer cash payments, gifts, bribes or kickbacks to any person or entity to induce enrollment in Company plans or programs; and,
- Never engage in door-to-door solicitation of Medicare contracted products or programs.

## Quality and Accessibility of Care

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Company employees, First Tier, Downstream and Related Entities as well as contractors shall:

- Comply with applicable Federal and State laws, regulations, guidelines and Company policy with respect to provision of quality health care and Company members.
- Make every effort to ensure that all covered services are available, accessible, and appropriately delivered to Company members, and secure Company contracts with providers in sufficient number and geographic location to service all Company members.
- Maintain reasonable, understandable utilization review procedures that facilitate rather than discourage access to covered services.
- Provide access to emergent or urgently-needed services (according to reasonable person standard) without prior authorization, and timely coordination of appropriate maintenance and post-stabilization stabilization care.
- Make all decisions regarding provisions of care or payment for services in a timely manner and in accordance with professionally recognized standards, without regard for fiscal concerns.
- Never create or contribute to situations, either through action or failure to act, that could promote underutilization or poor quality of care, and immediately report any such situation or circumstance to appropriate manager.
- Ensure that contracts with providers meet all Company and regulatory requirements, and that incentives to promote efficient utilization of services do not include payment to reduce or limit medically necessary services to any particular enrollee.
- Ensure at all times that providers are properly licensed and credentialed prior to providing services to Company members.
- Ensure that Company members who are high utilizers of care continue to receive appropriate access to services are not in any way encouraged to disenroll.

## Contact Information

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### **Chief Ethics Officer**

Tony Wolk, 44 South Broadway, Suite 1200, White Plains, NY 10601; 914-597-2956

### **Chief Financial Officer**

Adam C. Thackery, 44 South Broadway, Suite 1200, White Plains, NY 10601; 914-597-2939

### **Medicare & ACO Compliance Officer**

Celeste Panaro, 4888 Loop Central Drive, Suite 300, Houston, TX 77081; 713-558-7164

### **Chief Security Officer**

Patrick Kittell, 1064 Greenwood Blvd, Suite 200, Lake Mary, FL 32746; 407-444-4466

### **Chief Privacy Officer**

Paul D. Jernigan, 4888 Loop Central Drive, Suite 300, Houston, TX 77081; 713-843-6725

### **Ethics & Fraud, Waste and Abuse Anonymous Hotline**

1-800-388-1563 (anonymity in reporting is permitted through the hotline monitoring design)

## Violations of this Code

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Allegations of Code violations will be reviewed and investigated by the Chief Ethics Officer and/or the Compliance Officer and by a Company's designated Committee, as appropriate. Violations of this Code may result in, among other actions, suspension of work duties, diminution of responsibilities or demotion, and/or termination of employment and financial penalties.

## Summary

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No Company policy can provide definitive answers to all questions. If you have questions regarding any of the standards or policies discussed in this Code or are in doubt about the best course of action in a particular situation, please refer to the reporting requirements for that goal or standard as stated in this Code, or the reporting requirements set forth a specific Company Policy and contact the person or party designated.

This Code is not intended to supersede or materially alter Company policies and procedures in place as set forth in the Company's Employee Manual and communicated to Company employees. Certain policies referred to herein are contained in their entirety in the Employee Manual.

Any waivers of this Code may be made only by the Governing Body or the Committee to which such responsibility has been delegated. Any waivers for officers or directors, including the chief executive officer, chief financial officer, comptroller or chief accounting officer, must be promptly disclosed as required by applicable law and/or stock exchange regulation.

## Code of Conduct Approval and Distribution Process

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The Code of Conduct is reviewed by the Compliance & Quality Committee of the Governing Body, the Corporate Compliance Committee, the Chief Ethics Officer and the organization's Compliance Officer at least annually and a new version is created with the proposed modifications. The Code of Conduct is made available to employees at the time of hire, when the Code is updated and annually thereafter. As a condition of employment, all employees must certify, annually, that they have received, read and will comply with all components of the Code of Conduct.

## Approval History

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Date	Revision No.	Reason for Change	Sections Affected
	1.0	Original document	All
07/30/2010	2.0	Modifications to make document easier to read, include the addition of a Table of Contents and additional formatting.	All
05/02/2011	3.0	Updated Contact Information for Medicare Compliance Officer.	Contact Information (pg. 23)
11/16/11	4.0	Updated for ease of reading and retention.	All
03/14/13	5.0	Updated for contact information , regulatory requirements, and ease of reading	All
02/05/14	6.0	Updated to reflect Hotline phone number changes	Contact Information (p. 18)
09/17/14	7.0	Annual Review	All
02/12/15	8.0	Annual Review	All
04/13/2015	9.0	Updated Contact Information for Medicare Compliance Officer.	Contact Information (pg. 22)
09/29/2015	10.0	Updated Contact Information for Chief Financial Officer and Medicaid & ACO Compliance Officer.	Contact Information (pg. 22)
01/14/2016	11.0	Annual Review	Update Year
04/14/2016	12.0	Updated Board of Directors to Governing Body Expand Conflict of Interest for employees	All Conflict of Interest (pg. 4)
01/11/2017	13.0	Annual Review	All Contact Information (pg. 22)

## **Addendum: Code of Conduct – First Tier, Delegated and Related Entities (FDRs)**

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The following outlines the Company's expectations of how our suppliers conduct business, and reflect our corporate platform of a Healthy Collaboration for our Members and all who interact with the Company.

The Code of Conduct is applicable to suppliers, vendors, contractors, consultants, agents and other providers of goods and services who do, or seek to do, business with the Company.

### **People**

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1. Encourage a diverse workforce and provide a workplace free from discrimination, harassment or any other form of abuse.
2. Treat employees and contractors fairly and honestly, including with respect to compensation, working hours and benefits.
3. Respect human rights, consistent with local cultural norms, and prohibit all forms of forced or compulsory labor.
4. Establish an appropriate management process and cooperate with reasonable assessment processes requested by the Company.
5. Provide safe and humane working conditions for all employees and contractors.

### **Performance**

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1. Comply with all applicable state and federal (and foreign, where applicable) laws, rules, and regulations, including all applicable state and federal privacy laws, including HIPAA and HITECH Act, and CMS Medicare guidance, where applicable.
2. Consistent with the Company's policy as outlined in the Code of Conduct section entitled Conflict of Interest, pursue the ethical handling of actual or apparent conflicts of interest when conflicts or appearance of conflicts are unavoidable, including through full disclosure to the Company, ([DelegationOversight@Universalamerican.com](mailto:DelegationOversight@Universalamerican.com)), any transaction or relationship that reasonably could be expected to give rise to a conflict.
3. Observe the Company's policies regarding gifts and entertainment and conflicts of interest when dealing with the Company's associates and Medicare beneficiaries on the Company's behalf.
4. Ensure no Office of Inspector General (OIG) or System for Award Management (SAM) excluded individuals or legal entities perform any functions for the Company prior to the hiring and contracting of any new employee, temporary employee, volunteer, consultant, governing body member, or FDR (as applicable), and monthly thereafter.



## Universal American Code of Conduct

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5. Notify the Company of any employee or contractor disciplinary actions taken as a result of a material compliance infraction.
6. Compete fairly for our business, without paying bribes, kickbacks or giving anything of value to secure an improper advantage.
7. Keep financial books and records in accordance with all applicable legal, regulatory and fiscal requirements and accepted accounting practices.
8. Promote, utilize and measure engagement of small and diverse suppliers. Without limiting the generality of the foregoing, comply with the following Sections of this Code of Conduct
  - a) Insider Trading and Fair Disclosure;
  - b) Foreign Corrupt Practices Act;
  - c) Political Contributions and Activities; and
  - d) International Business Dealings (where applicable).