



# Code of Conduct

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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 Corporate Compliance Officer, the appropriate Compliance Officer for the Company’s Medicare, Medicaid or Accountable Care Organization (ACO) business area, 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 Board 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:

- Solicits or accepts, directly or indirectly, from customers, suppliers or others dealing with the Company any kind of gift or other personal, unearned benefits as a result of his or her position in the Company (other than non-monetary items of nominal intrinsic value);
- 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.

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 Corporate Compliance Officer any non-Company activity for which compensation is received.

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

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

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**Note:** Prior approval is not required to serve on the board 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 Company's Corporate 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, Corporate 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 Corporate 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 Corporate Compliance Officer for interpretation and discussion with the Board of Directors 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 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 Company's Corporate 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 Corporate Compliance Officer immediately.**

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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 Corporate 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 Corporate 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 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 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 Company's Corporate Compliance Officer or other appropriate 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 Company's Corporate Compliance Officer or other appropriate 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 important 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 company (this includes formal or informal advice given to family, household members and friends);

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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**

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 Corporate Compliance Officer.

## **Federal Health Care Program Requirements**

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 Universal American 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**

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

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controls to 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 Company's Corporate 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 Corporate Compliance 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 PLAN**

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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 documents.

The Company is engaged in various lines of business, including but not limited to, Medicare Advantage, Medicaid, the Medicare Shared Savings Program Accountable Care Organizations (ACOs), and traditional insurance. 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 Medicare, ACO, and Medicaid Compliance Officers are responsible for ensuring that Compliance Programs remain current and reflect updated federal and state guidance and industry best practices.

## 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 or the Corporate Compliance Officer 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 Corporate 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 Corporate Compliance Officer.



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 or Corporate 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.

## **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, the Corporate Compliance Officer or any 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.

## Contact Information

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### **Chief Ethics and Corporate Compliance Officer**

Robert Hayes, 44 South Broadway, Suite 1200, White Plains, NY 10601; 914-597-2990

### **Chief Financial Officer**

Robert Waegelein,

44 South Broadway, Suite 1200, White Plains, NY 10601; 914-934-8820

### **Medicare Compliance Officer**

Tyrina Blomer, 4888 Loop Central Drive, Suite 300, Houston, TX 77081; 713-314-1664

### **ACO Compliance Officer**

Kimberly Wilems, 4888 Loop Central Drive, Suite 300, Houston, TX 77081; 713-314-1679

### **Medicaid Compliance Officer**

David Gross, 44 South Broadway, Suite 1200, White Plains, NY 10601; 914-597-2938

### **Fraud, Waste and Abuse Hotline**

1-866-684-0595 (anonymity in reporting is permitted through the hotline monitoring design)

### **Compliance and Ethics Hotline**

1-800-500-0333 (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 Company's Corporate Compliance Officer and/or by the Company's designated Committee, as appropriate. Such investigations may also involve business segment Compliance Officers. 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.

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## 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 Board of Directors 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 Corporate Compliance Officer at least annually and a new version is created with the proposed modifications. The updated version is reviewed for approval by the Board of Directors. 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
5/2/2011	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

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

The following outlines the Company's expectations of how our suppliers conduct business, and reflect our Corporate platform of 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**

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**

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 and Medicaid 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 OIG or GSA excluded individuals or legal entities perform any functions for the Company.
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.

# Universal American Code of Conduct 2013

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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
  1. Insider Trading and Fair Disclosure;
  2. Foreign Corrupt Practices Act;
  3. Political Contributions and Activities; and
  4. International Business Dealings (where applicable).