



Standards of **Ethical Business Conduct**

May 2009





Our Commitment to Integrity

We have the privilege and responsibility of serving millions of Americans who count on us to be there for them and their families each day. Our success is built upon their trust in us to “do the right thing.”

The WellPoint Standards of Ethical Business Conduct form the foundation for our Ethics and Compliance Program and guide our actions and decisions. By reading, understanding and following the WellPoint Standards, you help to ensure that our integrity and reputation as an ethical company are upheld.

Our success is built upon a commitment to our core values: Customer First; Integrity; Personal Accountability for Excellence; Lead Through Innovation; and One Company, One Team. By living our values in the course of our daily work, each of us plays a vitally important role in maintaining a culture that is based on integrity, open and accurate information flow, collaboration, professionalism and pride in what we do.

Our customers, shareholders, communities, business partners, coworkers and regulators expect that we will conduct our business with integrity. Every interaction, every decision and every goal must be approached with a dedication to ethical business conduct.

We all have the personal and professional responsibility to live and support an ethical culture at WellPoint. This culture supports delivering on our promise: to simplify the connection between health, care and value. I thank you for demonstrating our values each day and embracing the Wellpoint Standards.

A handwritten signature in black ink that reads "Angela F. Braly". The signature is written in a cursive, flowing style.

Angela F. Braly
President and Chief Executive Officer

Purpose

The WellPoint Standards of Ethical Business Conduct (code of conduct or code) is a resource for all of us and is not a comprehensive policy or rulebook. Our code provides us with guidance on conducting our business ethically. It also helps protect our reputation, customers, shareholders, suppliers and other business partners. Retaliation against anyone reporting a known or suspected ethical or compliance concern is prohibited.

The code applies to WellPoint, Inc., its affiliates and subsidiaries, Board of Directors, officers, management and associates.

The code does not create any contractual rights between you and WellPoint. It may be changed or modified by WellPoint at any time. We should not interpret the code as a promise of employment or continued employment.

The Board of Directors may only grant a waiver of all or part of the code under exceptional circumstances. Any waivers will be disclosed as required.

Our Mission

Improve the lives of the people we serve and the health of our communities.

Our Promise

We simplify the connection between health, care and value.

Our Values

Our values serve as the foundation for a positive, productive and ethical business culture.

Customer First

- View WellPoint through the eyes of our customers
- Deliver products and services that anticipate and meet customer needs

Integrity

- Act with unquestionable ethics
- Communicate openly, directly and timely

Personal Accountability for Excellence

- Take individual ownership for achieving high performance
- Demonstrate agility and bias for action

Lead Through Innovation

- Challenge the way things have always been done
- Create faster, simpler and smarter solutions

One Company, One Team

- Align our decisions and actions for the greater good
- Collaborate with and support others to achieve results



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Our Shared Responsibilities

Each of us has a responsibility to act honestly and ethically. Our code of conduct provides the framework to put our company's values into action. We all have a responsibility to act with integrity, comply with applicable laws and regulations — both in letter and spirit, and live up to the code of conduct. Remember, WellPoint's reputation is in all of our hands.

Knowing and Complying with Our Policies

You are responsible for knowing, understanding, and complying with our policies and procedures. By committing to these responsibilities, we will continue to meet the expectations of conducting our business with integrity.

Making Ethical Decisions

The code and our policies and procedures cannot replace your own sense of integrity and good judgment. You are responsible to do what is right. **Act with unquestionable ethics** in all business matters. Never commit, or ask others to commit, unethical or illegal acts even if directed to do so by a manager or another associate. We all must protect WellPoint's integrity.

Managers' Responsibility

Managers are role models and resources for associates. Managers are expected to:

- embrace the code and cast the shadow of an ethical leader
- maintain a workplace environment supportive of the code
- educate associates in the meaning and application of the code
- enforce the code

Enterprise Risk Management

We all have a responsibility to understand and follow corporate policies that address our business risks. Managers have a greater responsibility to identify and properly manage risks. In addition, managers should work with their associates to help ensure that effective controls are in place to minimize risks.

If you are aware of risks that are not being managed appropriately, discuss them with your manager or elevate your concerns to Internal Audit.

The Enterprise Risk Management policy is available on WorkNet through the Companywide Operating Policies and Guiding Principles Quick Link.



How do I know if doing something is wrong?

Ask yourself the following questions:

- Is my action legal?
- Does my action comply with our values and the code?
- Is my action honest?
- Will my action appear appropriate to others?
- Would I be proud to tell my family or friends about my action?
- Would I like to see my action published on the front page of the newspaper?

If you answer no to any of these questions or are unsure of how to answer these questions, seek guidance from your manager before you act. If you do not want to talk to your manager, contact Human Resources or Ethics and Compliance.



Reporting Violations and Seeking Advice

Non-retaliation

When you report a known or suspected ethics or compliance concern, or participate in an investigation, you will not be subject to retaliation or retribution. Any associate, regardless of seniority or status, who engages in retaliatory activity is subject to corrective action, up to and including termination of employment.

Reporting known or suspected violations of the code is a condition of our employment. By reporting these violations, you are helping protect our business, customers, business partners and others.

There are many ways to report issues and concerns. You should first contact your manager for help. If you do not want to discuss an issue or concern with your manager, you should:

- call the **Ethics and Compliance HelpLine** at **(877) 725-2702**
- send an e-mail to **ethicsandcompliance@wellpoint.com**
- send a letter to **Post Office Box 791, Indianapolis, IN 46206**

Reporting Accounting, Auditing and Internal Control Concerns

The Sarbanes-Oxley Act of 2002 provides specific requirements for financial and internal controls at public companies. If you have a question or concern about an accounting, auditing or internal control activity, please call the Ethics and Compliance HelpLine. These types of concerns are forwarded to the Wellpoint, Inc. Audit Committee of the Board of Directors.

When is the Ethics and Compliance HelpLine available?

The HelpLine is available 24 hours a day, seven days a week. HelpLine calls are not traced. No attempt is made to identify anonymous callers. Ethics and Compliance staff answers the HelpLine during business hours and will not record the call. Voice mail is available if a staff member is unavailable or after business hours.

If I get the HelpLine voice mail, what type of information should I include in my message?

Please leave your name and telephone number, so we can call you back. If you wish to remain anonymous or do not want to talk to an Ethics and Compliance staff member, please leave detailed information about the situation, so we can review and/or investigate the matter. In addition, provide the names of those involved and their locations.

Reporting Violations and Seeking Advice

(Continued)



What types of accounting, auditing or internal control activities should be directed to the HelpLine?

Some examples include:

- defective internal controls that result in financial data not being recorded, processed or reported accurately
- deception by an associate who has a role in our financial reporting or internal controls
- suspected violations of laws and regulations
- violations of company policies

What are some examples of misconduct that could result in corrective action?

Some examples are:

- submitting a false timesheet, expense report or tuition reimbursement form
- inappropriately accessing another associate's or member's confidential information
- lying or not cooperating during an investigation
- not reporting a known or suspected violation of the code
- making an intentional false report of a code violation

Investigating Reported Violations

Ethics and Compliance reviews and/or investigates as appropriate all reported potential violations. We treat all reports confidentially to the extent possible and limit disclosure to only those who have a need to know. However, we may disclose investigation details to third parties, such as law enforcement or regulatory entities, if we determine it is appropriate under the circumstances.

All associates are required to cooperate during an Ethics and Compliance investigation. Associates who do not cooperate, or who lie or withhold information may receive corrective action, up to and including termination of employment.

Corrective Action

Any associate approving or participating in actions that violate the code, company policies and procedures, or laws and regulations is subject to corrective action, up to and including termination of employment. The corrective action depends on the nature and circumstances of the violation.

Disclosure

We are committed to appropriately disclosing violations of laws, regulations and requirements under government and other business contracts to the applicable governing entities.



Our Work Environment

We are committed to maintaining a safe and healthy work environment. When we work in an atmosphere of honesty and respect, we enhance our relationships with our coworkers and customers. As an associate, you should read the entire set of policies addressed in this section. You can do this by going to the WellPoint MyHR intranet site and looking under HR policies. If you need help locating or understanding these policies, please contact your manager or Human Resources.

Alcohol and Drug-free Workplace

We are expected to report to work free from the influence of illegal drugs and alcohol. There is an exception in the case of alcohol. When alcohol is served for company-sponsored social or work related events, prior approval is required from senior management. We are prohibited from possessing, selling, manufacturing or distributing illegal drugs on company property and during work time at any location.

In addition, we are not allowed to keep illegal substances in our vehicles while on company-owned or leased property. Searches of personal and company property located on company-owned or leased property may occur at any time.

Drug/Alcohol Testing

If your manager has reasonable suspicion that you are under the influence of drugs and/or alcohol, you may be required to submit to alcohol and/or drug testing. In addition, possession of paraphernalia is reasonable suspicion to support testing. Refusing to submit to testing may result in corrective action, up to and including termination of employment.

The Drug-Free Workplace Act requires anyone working on a government contract to notify his or her manager within five days of any drug-related criminal conviction.

Workplace Violence

If you experience or have knowledge of any threatening behavior, you should immediately report it to your manager or Human Resources. Our work environment is expected to be free from acts of violence, threats, harassment, intimidation or other disruptive behavior.

This policy applies while you are at work or while conducting company business. All threats (even in jest) are serious and may result in termination of employment.

Weapons

Weapons are prohibited on company-owned or leased property (subject to state law) and while conducting company business.

Qualification of Associates

We believe hiring the best-qualified applicants contributes to our success. Background checks are conducted on all associates and temporary workers.

Employment of Government Personnel

You may not recruit, hire, or retain as consultants certain current or former government employees due to conflict of interest laws. Contact Ethics and Compliance before discussing employment or consulting arrangements with current or former government employees.

Equal Employment Opportunity and Affirmative Action

We provide equal opportunity in employment to all associates and applicants for employment. No person shall be discriminated against in employment because of race, color, religion, sex, gender (including gender identity), age, national origin, marital status, sexual orientation, veteran status, disability or any other status or condition protected by applicable federal, state, or local laws, except where a bona fide occupational qualification applies.

We are committed to identifying diverse candidates who are qualified for WellPoint positions.

We take affirmative action to ensure equal employment opportunity for females, minorities, individuals with disabilities and covered veterans. In addition, we are committed to providing reasonable accommodations to individuals with disabilities as required under federal and state laws.

Our Work Environment

(Continued)



Some examples of discriminatory harassment are:

- epithets, derogatory comments, slurs, or unwanted sexual advances or invitations
- derogatory posters, screen savers, backgrounds, cartoons, drawings or gestures
- assault, intentional blocking or interfering with normal movement
- inappropriate words, labels or symbols used as IDs, passwords, computer sign-offs or greetings
- threats and demands to submit to sexual requests in order to maintain employment or avoid some other loss, and offers of job benefits in return for sexual favors

Discrimination and Harassment

We are committed to providing you with a work environment free from discrimination and harassment, including sexual harassment. We forbid all forms of discriminatory harassment and do not condone or tolerate discriminatory harassment with respect to race, color, religion, sex, gender (including gender identity), age, national origin, marital status, sexual orientation, veteran status, disability or any other status or condition protected by applicable federal or state statutes, or local law.

All complaints will be investigated confidentially, to the degree possible, and promptly resolved. The company will take further appropriate action once the report has been thoroughly investigated. If the investigation reveals that a violation of this policy has occurred, the appropriate corrective action, up to and including termination will be taken against appropriate persons.

The company might also conclude, depending on the circumstances, that either no violation of policy occurred or that the company cannot conclude whether or not a violation occurred. You will be told of the outcome of the investigation by Human Resources.

Non-retaliation: Retaliation against associates for reporting of what they believe to be a violation of this policy is prohibited. You are expected to avoid any behavior or conduct that could reasonably be interpreted as prohibited harassment.

Sexual Harassment

Sexual harassment may take many forms including unwelcome sexual advances, requests or demands for sexual favors and other visual, verbal or physical conduct of a sexual or gender-based nature when:

- submission to or rejection of such conduct by an associate is used as a basis for employment decisions such as, but not limited to promotions, transfers, appraisal ratings, corrective action, training opportunities, salary treatment or job assignments
- submission to such conduct is made either explicitly or implicitly a term or condition of employment
- such conduct has the purpose or effect of unreasonably interfering with an associate's work performance or creating an intimidating, hostile, or offensive work environment

Sexual harassment may occur between persons of the same or different genders.

Making a Report: If you believe that you are being discriminated against or harassed, you should report the situation to your manager or a Human Resources representative **immediately**. If your manager is involved in the offensive conduct, you should report the situation directly to Human Resources.

Solicitation and Distribution of Materials

We may not solicit other associates or distribute non-work-related literature or other materials during work time and in the company's work areas. Distribution includes the distribution or posting of literature, pamphlets, chain letters, personal business cards or any other written or printed material of any kind, including electronic mail. In addition, the use of office supplies for non-company sponsored solicitation activities is prohibited.

Solicitation or distribution for any purpose by non-associates is not allowed on company property at any time, with the following exceptions:

- vendors or suppliers, if approved by local senior management, who have an established business relationship with the company; or if the representative is from a company-sponsored charitable organization
- vendors or suppliers without an established business relationship with the company, who have received the approval of both the Human Resources vice president supporting the business and local senior management

To read this policy in its entirety and for more examples and guidance, please go to the WellPoint MyHR intranet site and look under HR Policies. If you have any questions, please contact Human Resources.



Some examples of sexual harassment are:

- unwelcome sexual advances, propositions, or requests for sexual favors
- unwanted physical contact including touching, rubbing, or brushing up against another
- verbal harassment such as suggestive comments, sexual innuendos, and jokes of a sexual nature
- non-verbal conduct such as obscene gestures, leering, whistling, displaying or circulation of sexually suggestive objects or pictures
- aggressive, intimidating or “bullying” conduct directed toward someone because of their gender, even if not sexual in nature



What are some examples of confidential and proprietary information about our business?

- financial data and projected earnings
- sales figures
- trade secrets
- provider contract terms
- marketing plans and strategies
- lists of suppliers, customers and business associates
- product design and development
- pricing policies and rate manuals
- underwriting guidelines
- business forecasts and strategies
- actuarial data
- associate information



Protecting Our Information

WellPoint has a variety of information assets that are vital to our success. These include confidential and proprietary information about our:

- strategies, products, services and financials
- information relating to our members, associates, suppliers, vendors, agents and government contracts

Never disclose our confidential and proprietary information to anyone unless the disclosure is authorized by company policy and a legitimate business need exists.

Confidential and Proprietary Information about Our Business

WellPoint's confidential and proprietary information includes any information that is not given to individuals outside of the company or any information that could be useful to our competitors.

Help ensure that our confidential and proprietary information is used only when authorized for valid business purposes. In addition, you are obligated to protect this information from improper use or disclosure even after your employment ends.

Confidential Information about Our Members

Federal and state laws govern our use of member's health, financial and other private information. The Health Insurance Portability and Accountability Act of 1996 (HIPAA) prohibits unauthorized disclosure of protected health information (PHI). WellPoint's policies and procedures include HIPAA requirements that we must follow when working with PHI.

You must never access or share member (including celebrities and other public figures) confidential information unless you are authorized and your assigned job duties require you to do so. You must maintain the trust that our members place in you and keep their information confidential.

Confidential Information about Our Associates

You must never access or provide anyone confidential associate information unless it is authorized for a valid business purpose or required by law. In addition, you should never access claims or confidential information on yourself, family members, or those with whom you have a personal relationship. You must follow the company policies that dictate who may access this type of confidential information.

If you need information relating to your own health coverage, you must go through the normal business process by contacting Customer Service.

Material Nonpublic or Inside Information about Our Company

Laws and company policies do not allow you to use or disclose material nonpublic or inside information for personal financial benefit or the financial benefit of family, friends or others.

You must not buy or sell WellPoint or other publicly traded companies securities if you know material nonpublic or inside information. In addition, you must not share or disclose material nonpublic or inside information with coworkers, family, friends or others.

Protecting Our Information

(Continued)



What are some examples of confidential member information?

- name
- birth date
- address or telephone number
- Social Security number
- financial, banking information
- health status or medical history
- provider facility information
- diagnosis codes or medical claim information

I work in Sales and can access my customers' claims data. My sister wants copies of all her Explanation of Benefits (EOBs) for the current year. She is not a member of a group I service, but wants me to pull copies for her. Can I do this?

No, although your sister has given you permission, you are not authorized as part of your job. Your sister must call Customer Service and request the copies directly from them.

What are some examples of confidential associate information?

- wage and salary data, performance reviews, corrective action, and other personnel records
- employment agreements
- Social Security numbers
- financial and banking information
- claims and medical information

Protecting Our Information

(Continued)



What is material information?

Information is generally considered material if a reasonable investor would consider it important in making a decision to buy, sell or hold company securities.

What is nonpublic information?

It is information that the public does not know. Generally, this means that the information has not been in a press release or print media.

Some examples are:

- future earnings or loss projections
- financial results or information
- news of significant gains or losses
- pending or proposed mergers, acquisitions, divestiture or tender offers
- significant management changes
- similar information about other public companies
- prospective large block of trade in WellPoint stock

Before trading in WellPoint securities, company officers, members of the Board of Directors and all associates should consult and comply with our public company policies.

Our policies on Dissemination of Material Nonpublic Financial and Membership Information, Insider Trading of WellPoint Stock, and Investor Relations are available on WorkNet through the Companywide Policies and Guiding Principles Quick Link.

Requests for Confidential Information Related to Government Contracts

Most of the information relating to government contracts (federal, state and local) is government property. The Freedom of Information Act, Privacy Act of 1974 and other laws prohibit unauthorized use or disclosure of this information. Forward requests for confidential information related to a government contract to your manager, Legal or Ethics and Compliance.



Use of Company Assets

You should only use company funds and other assets to conduct WellPoint's business, or for reasons approved by your manager. Company assets are to be used in a professional, productive, ethical and lawful manner.

You must not use, sell, or dispose of company assets, no matter what their condition or value, unless allowed by company policy.

Electronic Assets

We use a variety of electronic communications equipment and systems to conduct our business. We must follow policies and procedures that relate to our electronic assets. Limited personal use of some equipment is allowed as long as your manager approves such use and your personal use:

- does not affect productivity
- does not result in a direct, material cost to the company
- follows applicable company policies and the law

Company assets may not be used for:

- any illegal activity
- personal gain
- solicitation of personal business
- the sale of any services or products other than WellPoint's
- the public advancement of individual views
- harassment of any type
- creating, viewing, receiving, sending or downloading chain e-mail (including jokes)
- sexually explicit material
- communications that are inappropriate, inflammatory or derogatory

You do not have an expectation of privacy in the electronic messaging systems used during your employment. Electronic mail content may be reviewed as part of a legal matter, Ethics and Compliance investigation or whenever deemed necessary.

WellPoint has the right to review, copy, audit, investigate, intercept, access and disclose any use of the computer, e-mail, Internet, and telephone including all messages created, received or sent for any purpose. The contents of electronic storage (e.g., e-mail) may be disclosed within the company, for legal matters, and to government agencies without your knowledge or permission.



What are some examples of company assets?

- cash, checks and company credit cards
- buildings and fixtures
- office supplies
- computer hardware and software
- documents, information/data and records
- fax machines and copiers
- telephones and voice mail systems
- e-mail, intranet and Internet access

Use of Company Assets

(Continued)



My son attends an out-of-state college. Due to our busy schedules, it is hard to reach each other in the evenings. Is it okay for me to send him a short e-mail from work to keep in touch with him?

Generally, this is okay if your manager has approved this type of activity. However, some business areas may be under stricter guidelines in order to meet customers' needs and production demands. Check with your manager to determine what is allowed before engaging in personal use of company assets.

Passwords and Access Codes

You may not share your passwords or access codes with anyone.

Software

You may not copy or use illegal or unauthorized software on WellPoint's electronic assets or computer networks.

Blogs, Chat Rooms and Wiki Websites

If you participate in blogs, chat rooms and wiki sites, you must not disclose WellPoint's confidential information. You must also make it clear that the views you express are yours alone and not WellPoint's views. Content may not be harassing, defamatory or disparaging toward any person or entity.

The policy governing the use of blogs, chat rooms and wiki sites is located in the Human Resources policies that are available on the WellPoint My HR intranet site.

Documenting and Reporting Information

All financial and business information, including supporting documentation, must be documented and reported accurately and honestly. Accurate and complete records are vital to corporate decision-making processes. Accurate and complete records are required in our collection and reporting of financial, legal and regulatory data.

In addition, undisclosed or undocumented (recorded) accounts, funds or assets are not allowed. Company funds should never be placed in any personal or non-corporate account.

Inaccurate financial or operational information provided in connection with certifications of government contracts and other entities could subject WellPoint and the associates signing the certifications to severe civil and criminal penalties.

Record Retention and Destruction

Destroying or disposing of company records is not at your individual discretion. Records relevant to pending or anticipated litigation, government or internal investigations or audits may not be altered or destroyed.

Destruction or alteration of records to avoid disclosure in a legal proceeding, government investigation or audit may constitute a criminal offense under the Sarbanes-Oxley Act of 2002.

The WellPoint Records Management policy is available on WorkNet through the Companywide Policies and Guiding Principles Quick Link.

Media Relations and Communications

In order to provide accurate and complete information, you may not speak to external media sources without the approval and assistance of Corporate Communications. If you are contacted by, or planning to speak with, a member of the media or an outside source you must first contact Corporate Communications for approval and assistance.

The Media Disclosure policy is available on WorkNet through the Companywide Policies and Guiding Principles Quick Link.



On Our Own Time

You are required to perform your responsibilities in a manner that furthers the interests of the company. You must not compromise those interests due to actual or perceived conflicting interests with other business or personal concerns. A conflict of interest arises when your personal interests or activities appear to influence, or may influence, your ability to act in the best interests of WellPoint.

Conflict of Interest – Disclosure

New and rehired associates must complete a Conflict of Interest survey. The Board of Directors, officers, managers and certain associates complete a Conflict of Interest survey on an annual basis. In addition, when your job responsibilities, outside activities or personal relationships change, you are required to disclose any potential conflicts of interest to your manager and update your Conflict of Interest survey.

Conflict of Interest – Personal Financial Interests

You may not own, directly or indirectly, a significant financial interest in any business that does business with, seeks to do business with, or competes with WellPoint. In general, a “significant financial interest” is ownership by you and/or an immediate family member of more than one percent of the outstanding securities/capital value of a corporation, or that represents more than five percent of your total assets and/or your immediate family members.

Some unique situations may qualify as an exception to this policy. Ethics and Compliance will address any exceptions on an individual case-by-case basis. Exceptions to this policy may require the written approval of the Chief Compliance Officer.

My spouse recently started a new position with a hospital that does business with WellPoint. My position at WellPoint requires me to interact with this hospital. Do I need to report this information on a Conflict of Interest survey?

Yes. In addition, you need to inform your manager of the situation. Ethics and Compliance will work with you to mitigate any potential risks created by your situation.

On Our Own Time

(Continued)



My spouse was recently hired in Customer Service and I work in Claims. We do not have a reporting relationship, and we are not in the same business unit. Is this a violation of policy?

This situation does not create a prohibited relationship. However, you and your spouse are required to disclose your relationship on a Conflict of Interest survey and notify your managers.

I work in Finance, and I am pursuing a career as a licensed Sales agent. I plan to get a second job with an external insurance agency and hope to sell health insurance products, including competitor's products. Does this situation create a conflict of interest?

Yes. Your primary obligation is to the company. You also have access to confidential and proprietary information about our company products and customers that could be at risk of use or disclosure in such a situation. You need to choose between your employment at WellPoint and the agent position.

Conflict of Interest – Family and Personal Relationships

Employment of relatives and individuals involved in personal relationships with associates is allowed as long as those individuals are the best-qualified candidates for the job and it is not a prohibited relationship. Whenever the hiring, promoting or transferring of your immediate family member or personal relationship would result in a prohibited relationship, the company will not consider or accept applications for employment or your transfer or promotion.

Conflicts of interest occur if the hiring, promoting or transferring of your family member or someone with whom you have a personal relationship would result in the creation of any of the following:

- a supervisory associate/subordinate relationship
- the appearance of any other potential or actual conflict of interest

You are required to disclose personal and family relationships whenever a prohibited relationship, a conflict of interest or the appearance of conflict of interest occurs. If a supervisory or managerial associate is in a personal relationship with a subordinate, he or she must disclose this to the company. Managers and Human Resources evaluate each situation and take appropriate action, if necessary.

You cannot make decisions involving the hiring, promoting, transferring, compensation, performance evaluation, corrective action or termination of family members or those with whom you have a personal relationship.

Conflict of Interest – Outside Employment and Other Activities

Your primary employment obligation is to WellPoint. Any activities such as a second job or personal business must not conflict with your obligations to WellPoint. To ensure you avoid a potential conflict, you must notify your manager of outside employment. You may not use company time, name, influence, assets, facilities, materials or the services of other associates for any outside activities.

WellPoint encourages non-compensated activities, such as service on voluntary community boards and involvement with charitable organizations.

Conflict of Interest – Someone Close to You Working in the Industry

You may find yourself in a situation where your spouse, members of your immediate family, or others close to you have a relationship with a competitor or another business in the managed care industry. Such situations require extra sensitivity to security, confidentiality and conflicts of interest.

Political Activity and Contributions

When you engage in political or civic activities, you must let it be known that the views you express are yours alone and not WellPoint's views.

Federal and state laws restrict the use of corporate funds and assets in connection with elections. You may not make any political contribution to any candidate, office holder or political organization for or on the behalf of WellPoint, except through Public Affairs.

Federal law also prohibits gifts to Executive and Legislative branch officials including, among other things, tickets, travel, food and logo items. WellPoint must certify that we comply with the law.

The term "political contribution" includes payments, provision of services, purchasing tickets or furnishing supplies for a candidate for political office. You may not use company property, facilities or time of any other associate for any political activity unless authorized in accordance with established corporate policy.

Senior management and Public Affairs associates may participate in political activity to fulfill their responsibilities as advocates on behalf of the company (to the extent permissible by law).

WellPoint encourages associates to attend candidate forums and appearances by public officials and other programs sponsored by the company. The WellPoint Political Action Committee (WELLPAC) contributes to selected political committees and candidates for office with funds contributed voluntarily by associates who wish to support the political process. Company funds are only used to pay the administrative costs of such programs to the extent permitted by law.

If you have any questions about political contributions or activity, you should contact Public Affairs, Legal or Ethics and Compliance.

Lobbying/Contacting Elected Officials, Regulators or State Government Agencies

There are strictly enforced federal and state laws and regulations regarding contacting elected officials, regulators and state government agencies. If you have a business need to meet with any of these groups, for any reason, you must contact Public Affairs for guidance before making contact. If you are contacting any of these groups outside an official capacity with the company, you must let it be known that the views expressed are yours alone and not WellPoint's views.



Remember, when you participate in personal volunteer political fundraising or other political activities:

- do not conduct the activity on company time, the activity must be personal
- do not ask any WellPoint associate to assist with such activities
- use your own personal stationery and postage or the campaign's stationery and postage
- do not use a WellPoint return address or a WellPoint business telephone number
- type letters and political communications from home or ask the campaign to do it
- return any RSVP to the campaign, to a home address or telephone number, or to a post office box not associated with WellPoint
- do not collect political contributions on company property; instead have them sent directly to the campaign or brought to the fundraising event



Conducting WellPoint's Business

We obtain business on the merits of our products, services and people. We strive to do business with organizations that also have high standards of business ethics and integrity. No matter what organization you are dealing with or what its relationship is to WellPoint, you must always observe the following general standards.

Fairness

You have a responsibility to deal fairly and honestly with our customers (e.g., business colleagues, competitors, providers, suppliers, vendors) and other associates.

The manner in which you deal with our customers and other business relationships affects our reputation, builds long-term trust and contributes to WellPoint's success.

Community Service

To thrive and grow as a company, we contribute to the welfare of our communities. We are dedicated to participating in programs designed to improve the health of residents in our communities by supporting a variety of community and state programs and initiatives.

Environment

You are encouraged to minimize, reuse, and recycle waste at our facilities, if possible. Consider your impact on the environment before you print documents. You can also help WellPoint conserve energy by turning off computer monitors and unnecessary lighting after business hours.

Gifts and Special Courtesies

Use good judgment and discretion to avoid even the appearance of impropriety or obligation in giving or receiving gifts and entertainment. You should be certain that any gift given or received, or entertainment hosted or attended does not violate the law, customary business practices or the code.

Gifts and Special Courtesies – Acceptance

You and your family members may accept gifts or other special courtesies from external sources relating to company business, if:

- the acceptance will not compromise your ability to act in WellPoint's best interests
- the value does not exceed \$100 per occasion
- it is reasonable and appropriate to the occasion and accepted on an infrequent basis, regardless of the amount
- it is not cash (honoraria, vouchers and some coupons are considered cash gifts)
- you disclose the gift or special courtesy to your manager
- the total value received from the same external source does not exceed \$200 in a calendar year
- you do not work in a Procurement business unit or are involved in purchasing decisions, where no gifts or special courtesies may be accepted
- you do not work in a business unit administering a government contract where more stringent exceptions apply

You may accept perishable gifts such as flowers and fruit baskets valued in excess of \$100 only if you share them with your department and obtain management approval.

Gifts and Special Courtesies – Offering

You must never offer to give money directly or indirectly to influence, obtain or retain business. Such payments may be considered bribes or kickbacks that violate company policies and laws.

You may offer gifts or special courtesies to external sources, if:

- you follow the guidelines outlined in other sections of our code of conduct when dealing with government customers, our customers or our potential customers
- it is reasonable and appropriate for the occasion
- the total value does not exceed \$100 per person
- the total value offered to the same individual or entity in any given calendar year does not exceed \$200
- a department record is maintained, stating the name of the individual or entity to whom a gift or special courtesy is offered and the value of each gift or special courtesy
- it is not an attempt, or could not be perceived as an attempt, to influence any business decision to obtain or retain business for us
- it is not cash or a cash equivalent
- the gift or special courtesy extended does not violate the gift and special courtesies policies of the recipient's company or organization



A vendor sent me a gift basket of cookies valued at \$150 to thank me for helping on a project. Can I keep it?

Yes, if you notify your manager, do not work in a business unit servicing a government contract, you are not a Procurement associate, and you share the cookies with your department.

Conducting WellPoint's Business

(Continued)

WellPoint may provide discounts if they are of nominal value; reasonable, based upon the circumstances; only offered to existing members for health-related products or based on health-related activities; and the discount is not generally available to the public (i.e., the discount should be unique to our members). We should always check with Legal to determine current requirements before offering a discount.

You may offer perishable gifts such as flowers and fruit baskets in excess of \$100 if given with the intent that they will be shared by more than one individual, such as a department or organization.

If you work in a business unit administering a government contract, you are accountable for knowing and complying with our business unit's policy on gifts, special courtesies and entertainment, as more stringent exceptions apply.

Generally, associates working in a business unit administering a government contract (federal, state or local) are prohibited from accepting meals or anything of value from anyone conducting, or wishing to conduct, business with us. However, modest items of food, refreshments or trinkets provided during a meeting or seminar may be accepted.

Anti-rebating Statutes – Offering Gifts to Customers and Potential Customers

Anti-rebating statutes prohibit any person representing WellPoint from offering our customers or prospective customers the following in an attempt to solicit or induce the purchase of our products or services:

- employment
- shares of stock or other securities
- any advisory board contract, or any similar contract, agreement or understanding, offering, providing for or promising any profits or special returns or special dividends
- any prizes, goods, wares, merchandise or property of an aggregate valued in excess of individual state guidelines

A listing of individual WellPoint core states' guidelines is located on the Ethics and Compliance intranet site. These guidelines are based on laws and departments of insurance standards in effect at publication of the code of conduct. You should always check with Legal to determine current requirements.

Antitrust Laws

We comply with federal and state antitrust laws and applicable laws of foreign jurisdictions. We independently determine the pricing structure of our products and provider contracts, subject to applicable regulatory review.

Antitrust laws are intended to provide customers with a variety of products at competitive prices unrestricted by artificial constraints such as price fixing, illegal cartels, and boycotts. Certain types of activities or transactions may raise special issues under antitrust laws. This includes but is not limited to:

- marketing programs, especially limiting distribution/sales channels, contracting with brokers/agents and terminating brokers/agents
- any exclusive provisions and contracts with suppliers, brokers/agents or providers
- selective contracting with providers
- membership and trade associations
- any joint venture or joint bidding arrangement
- any sharing of confidential information with competitors

Before engaging in these types of activities contact Legal. WellPoint's Antitrust Compliance policy, along with a guide to the antitrust laws, is available on WorkNet through the Companywide Policies and Guiding Principles Quick Link.

Federal Anti-kickback Statutes

Federal anti-kickback statutes impose criminal, civil and monetary penalties on individuals and companies who offer or accept a kickback. A kickback is giving or offering something of value in an attempt to induce referrals or as a reward for referring a person to a health care provider to receive services paid for by a federal health care program.

Procurement

We must maintain an honest, objective and efficient procurement process. The purchase of materials and services must be in accordance with WellPoint's procurement policies and procedures.

WellPoint purchasing decisions must be based solely on quality, performance and price. Relations with suppliers must be maintained on an objective basis, free from the influence of gifts and favors. WellPoint Procurement associates and other associates, who are in a position to influence purchasing decisions for WellPoint, must not engage in actions that might affect or appear to affect their procurement decisions' objectivity and impartiality.

All buying and selling decisions must be independent. To give preference to suppliers because they are also customers, or when an associate influences a supplier to be a customer, is engaging in a practice known as reciprocity, or tying, and should be avoided.

Vendor/Supplier Relationships

External sources such as computer vendors, pharmaceutical manufacturers or physicians may offer cash, materials, services or equipment to be used for company activities like member or provider education and disease management programs. These outside sources may, or may not, have a current business relationship with WellPoint. You may perceive these offers as an attempt only to assist us in our business. However, the offers have the potential to be perceived as bribes, kickbacks or unfair sales practices and could violate company policies and laws.



What is a kickback?

A kickback does not have to be money. A kickback can also be gifts, entertainment, services or anything else that would be attractive to the recipient.

Conducting WellPoint's Business

(Continued)

The following activities are not allowed:

- receiving cash directly or indirectly from an external source without any services or services of comparable value
- receiving products or services for free or at less than fair market value, such as:
 - materials to be distributed internally or externally
 - offers to perform member/provider mailings solely on our behalf at no cost to us
 - offers to provide research and data results at no cost to us
 - offers to perform free seminars for associates, physicians or customers
 - participation in joint activities, such as health fairs or other marketing activities
 - waiver of seminar fees
- receiving anything with more than a nominal value from an external source, for which no payment or payment of less than fair market value by the company is involved

Generally, if a vendor/supplier or their affiliate offers to pay for your travel and lodging expenses to attend a conference, meeting or seminar they are sponsoring, you should decline the offer. Under most circumstances, the company must pay for your travel and lodging expenses to avoid actual or perceived conflicts of interest. If you are speaking at the conference, meeting or seminar, typically the registration fee can be waived.

Procurement Integrity Act

The Procurement Integrity Act and Federal Acquisition Regulations restrict the activities of government contractors and individuals or companies seeking contracts with the government.

The following activities are not allowed:

- offering gifts to government officials or competing contractors
- discussing future employment possibilities with government officials or competing contractors
- soliciting or obtaining any proprietary information about competitors or source selection information from government officials including, but not limited to:
 - proposed prices
 - source selection plans
 - technical evaluation plans
 - WellPoint or competitors' proposed prices or costs
 - WellPoint or competitors' approaches, processes, operations or techniques
 - WellPoint or competitors' information identified as contractor bids, proposal information or restricted data

The same guidelines apply when interacting with competitors. If you receive any information (i.e., fax or other written correspondence) from or about a government contract competitor, you must immediately:

- **STOP** reviewing the document(s)
- place the document(s) in a sealed envelope.
- send the document(s) and a memo to Legal describing the specifics of receipt (time, date, means of receipt, people involved and extent of review)
- **NO COPIES** of the document(s) are to be made or kept outside of the sealed envelope sent to Legal

Business Relationships with Pharmaceutical Manufacturers

The solicitation of services by a drug company or its affiliate is subject to our Policy Regarding the Provision of Services to Pharmaceutical Manufacturers.

This policy helps ensure that any compensation from a drug company for providing services does not influence, or appear to influence our formularies, coverage levels, or other utilization management decisions. Before engaging in any activity with drug companies or their affiliates contact Legal.

The policy is available on WorkNet through the Companywide Policies and Guiding Principles Quick Link.

Broker Compensation

We are committed to disclosing all broker compensation. Our Broker Compensation Disclosure policy governs the compensation related to the sales and distribution of our products when using an external sales distribution system.

The policy applies to individuals and entities paid by a WellPoint company. This includes, but is not limited to, any payments in the form of:

- standard and non-standard commissions
- override payments
- bonus programs
- side arrangements and spot bonuses
- marketing, endorsement, association, services and royalty agreements
- trips and prizes

The policy is available on WorkNet through the Companywide Policies and Guiding Principles Quick Link. Due to the complexity of legal requirements, contact Legal for guidance.

Business Entertainment

Business entertainment is a part of our relationships with customers and prospective customers. Business entertainment includes, but is not limited to:

- meals
- charitable and sporting events
- golf, spas and parties
- plays and concerts
- industry conferences
- items raffled off at health fairs and industry conferences in which WellPoint is a participant
- other events where business matters are discussed, but where it is apparent that the event is not intended solely as a business meeting



I work with a vendor on a daily basis, and WellPoint pays a lot of money to this vendor. The vendor invited me to attend a seminar his company is sponsoring to preview some new products they are marketing. The vendor is offering to pay for my travel and lodging expenses along with the seminar fees. Can I accept this offer?

No, you must decline the paid expenses. You can go to the seminar, and if you are speaking at the seminar, the vendor can waive your seminar fees, but WellPoint must pay for all of your travel and lodging expenses that are appropriate under the Travel and Expense Reimbursement policy.

Conducting WellPoint's Business

(Continued)

You must display socially appropriate behavior during business entertainment events. Before participating in business entertainment, you should consult with your manager and review WellPoint's Travel and Expense policy.

Wellpoint's Travel and Expense Reimbursement policy limits business entertainment to \$200 without management approval. Additional guidance can be found in the policy, which is available on WorkNet through the Companywide Policies and Guiding Principles' Quick Link.

Business Agreements

All business agreements must be in writing and clearly state the services to be performed, the basis for earning the commission or fee, and the rate or fee.

WellPoint's Corporate Approvals and Procurement policies are available on WorkNet through the Companywide Policies and Guiding Principles Quick Link.



Some Key Laws that Impact Our Business

You must comply with applicable federal, state and local laws and regulations, in addition to company policies and procedures. You must cooperate with all audits (internal and external) and avoid actions that mislead auditors.

Although not every law is specified in our code of conduct, you should be aware of several laws that are critical to our business. Some of these laws include:

- Mail Fraud Statute
- Wire Fraud Statute
- False Claims Act and False Statements Act
- Sherman Act
- Obstruction of a Federal Audit
- Securities Act of 1933 and Securities Exchange Act of 1934
- Foreign Corrupt Practices Act

A summary of these laws and the penalties for violating the laws are located on WorkNet under the Ethics and Compliance intranet site.

Doing Business with the Government

If you work in a business unit administering a government contract (federal, state or local), you must comply with the applicable statutory, regulatory and program requirements. If you are unsure of these requirements, contact your manager for guidance.

If you are an associate working in our National Government Services, TrustSolutions and WPMI (Shanghai) operations, you must also comply with their codes of conduct.

False Claims and False Statements Acts

The federal False Claims Act (FCA) allows the federal government to recover money stolen through fraud by government contractors. WellPoint is a government contractor via our Medicare and Medicaid contracts. Under the FCA, individuals and entities are liable for three times the loss to the government, plus civil fines of \$5,500 to \$11,000 per false claim. In addition, the Deficit Reduction Act of 2005 provides incentives to states to enact their own false claims acts.

The FCA prohibits employers from retaliating against their employees who report fraud, waste and abuse to the government, or who file a lawsuit on behalf of the government. Those reporting false claims may be entitled to a percentage of the funds recovered.

The False Statements Act prohibits anyone from making a false statement or withholding material information relating to a government contract.

WellPoint's non-retaliation policy protects WellPoint associates from retaliation or retribution for making reports of known or suspected misconduct to Ethics and Compliance.

Our policies and procedures for fraud, waste and abuse, and applicable states' false claims acts, are available under the Human Resources policies section of the WellPoint My HR intranet site and on the Special Investigation Unit intranet site.

Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act (FCPA) prohibits WellPoint associates or our representatives from directly or indirectly paying, or offering, bribes to foreign government officials.

You may not give money or anything of monetary value that might influence, or appear to influence, a foreign government official. Before engaging in any activity with foreign government officials or their representatives, contact Legal for guidance.

Acknowledgment

- I have received WellPoint Ethics and Compliance training and have access to a copy of our code of conduct.
- I have read the code of conduct and understand its purpose and how it applies to me.
- I agree to comply with the code of conduct.
- I understand that strict adherence to WellPoint policies and procedures is a condition of employment and WellPoint may take corrective action, including termination, for violations of such policies and procedures, including but not limited to the following:
 - the code of conduct
 - WellPoint policies and procedures
 - failure to report instances of non-compliance with the code of conduct
 - applicable laws and regulations
 - terms and guidelines of government health care contracts
- I understand that a component of my annual performance review includes adherence to the code of conduct, policies and procedures, laws and regulations, terms and guidelines of government health care contracts, as applicable.
- I have a responsibility to discuss the importance of the code of conduct with associates whom I supervise, as applicable.

Disclosure Statement

I understand that I am required to truthfully answer the following questions as a condition of my ongoing employment. This information is necessary to comply with requirements of federal law. ("Yes" responses may lead to corrective action up to and including termination of employment.)

1. Have you ever been convicted of a felony involving fraud, embezzlement, theft, dishonesty or breach of trust?
 Yes No
2. Are you currently excluded, suspended, debarred, sanctioned or otherwise ineligible from participating in federal health care programs or contracting with the federal government?
 Yes No
3. Have you ever been convicted of a criminal offense related to the provision of health care items or services?
 Yes No

Confidentiality Statement

I recognize that during my employment at WellPoint, its affiliates and/or subsidiaries, I may have access to confidential, proprietary, private and/or material nonpublic information. Confidential, proprietary, private and/or material nonpublic information includes, but is not limited to: medical, health, and financial information about customers and their dependents; information not publicly available about WellPoint's operations, associates, plans, development, financial information, purchasing, marketing, sales, provider contracts and costs, pricing, improvements, ideas (whether patented or not) that are related to WellPoint's activities; personnel records including but not limited to information about associates' salaries, benefits, medical information and other personnel matters; and information about business customers and clients.

I understand that I am to protect the confidentiality of such information that I have access to or am in possession of, both inside and outside of the physical locations of company offices and that I will not directly or indirectly use or disclose this confidential, proprietary, private and material nonpublic information unless permitted under WellPoint's confidentiality policies.

I understand and agree that all inventions, discoveries, ideas, and improvements of any kind relating to the business of WellPoint ("Inventions and Discoveries") that result from any work performed by me during the course of my employment with WellPoint are the exclusive property of WellPoint. I will promptly disclose these Inventions and Discoveries to WellPoint and will assist WellPoint in obtaining legal protection for these Inventions and Discoveries. I hereby grant ownership of all Inventions and Discoveries to WellPoint and I hereby assign, transfer and convey to WellPoint the Inventions and Discoveries. I also understand that this agreement does not apply to any Inventions and Discoveries that qualify fully under the provisions of any law to the contrary.

I agree that all WellPoint files and other records or data of WellPoint in any form are the exclusive property of WellPoint and I further agree that upon termination of my employment, I will return to the company all manuals, letters, notes, notebooks, reports, customer or prospect lists, lists of employees, data, information or files which were in my possession or control during the term of my employment.

I understand that these obligations continue after my employment with WellPoint ends. I understand that unauthorized disclosure of information may subject me to immediate termination and possible criminal and civil penalties.

Signature (please sign clearly)

Date

- Check this box if you would like to report a possible violation of the WellPoint Standards of Ethical Business Conduct. By checking this box, you are requesting that Ethics and Compliance contact you.**

Printed name (please print clearly) and department

Your manager's name

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