

# Molina Healthcare |

## Code of Business Conduct and Ethics

Molina Healthcare, Inc.

Molina Healthcare, Inc.  
200 Oceangate, Suite 100  
Long Beach, CA 90802



## A Welcome Message from Joe Zubretsky

Molina Healthcare conducts its business with an unwavering commitment to compliant and ethical conduct. It is not just foundational to our operations, it is also a commitment that I personally make to our members, state partners, providers, employees, and all other stakeholders.

This Code of Business Conduct and Ethics provides a roadmap to that commitment. It helps direct our behavior and decisions, from our front-line employees to our most senior leadership. Each year we require that all our employees and our board members review it and acknowledge their commitment to the principles it contains. If anyone – employees, members, providers, contactors, board members – perceives a violation, they are required to report it. This constant vigilance allows us to build on the compliant and ethical conduct that is a hallmark of Molina Healthcare.

We must keep the Code forefront in our minds every day. By doing so, we will successfully meet our commitment to ensure that every interaction we have and decision we make is both compliant and ethical.

Sincerely,

A handwritten signature in black ink, appearing to read 'Joe Z', with a horizontal line extending from the end of the signature.

Joe

## **CODE OF BUSINESS CONDUCT AND ETHICS**

This Code of Business Conduct and Ethics (Code) has been approved by the Board of Directors of Molina Healthcare, Inc. and its affiliates (Molina) and is applicable to all employees, directors, officers, and subcontractors of Molina. Its purpose is to guide Molina's affairs and detail the way Molina conducts business. It is the absolute expectation that we conduct business in accordance with applicable laws, rules, and contract requirements, as well as ethical business practices and professional practices. Whenever the Code mentions an "employee," it includes an employee, director, or officer of Molina. Further, whenever the Code refers to a "subcontractor," it may refer to a subcontractor, vendor, or other stakeholder of Molina.

All employees – as a condition of their employment – are required to acknowledge their receipt and understanding of this Code when they are hired, and then annually thereafter. Additionally, employees are required to complete a conflict of interest disclosure when they are hired, annually, and at any time a potential conflict of interest may arise. All employees and subcontractors must immediately report good-faith and reasonable suspicions related to a potential violation of any section of the Code.

Anyone, regardless of title or position, whom Molina determines has engaged in behavior that violates this Code may be subject to disciplinary action, including termination. Additionally, violating this Code may result in civil liability and/or criminal prosecution. Any employee who authorizes or knowingly permits another employee to engage in a violation of this Code may also be subject to disciplinary action, including termination.

## Molina Mission, Vision, and Values

The principles contained in our Code help ensure that each of our actions and decisions are compliant and ethical. In addition, the principles in our Code help to support successful alignment with Molina's Mission Statement, Vision, and Values.

### Mission Statement

We improve the health and lives of our members by delivering high-quality health care.

### Vision

We will distinguish ourselves as the low cost, most effective, and reliable health plan delivering government-sponsored care.

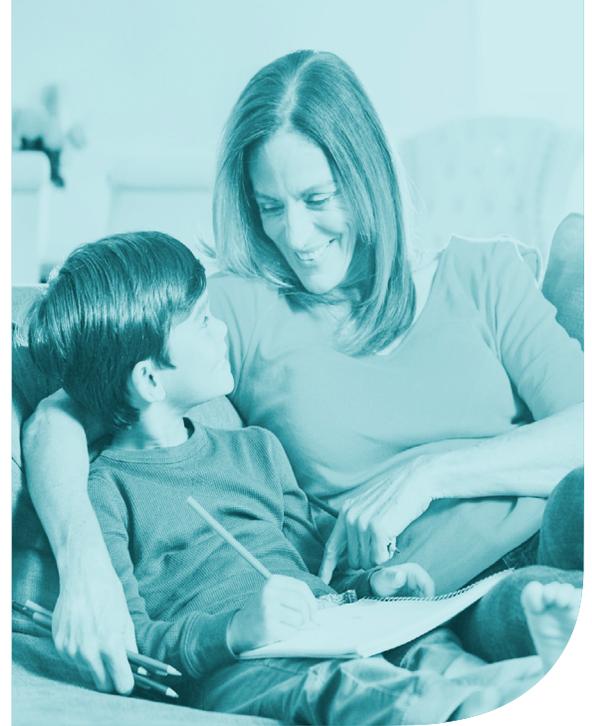
### Values

- Integrity always
- Absolute accountability
- Supportive teamwork
- Honest and open communication
- Member and community focused

### Integrity and Ethics

Our success depends on our ability to authentically and genuinely serve our customers (members, providers, state partners, regulators, elected officials, community organizations, coworkers, and other stakeholders) in an ethical and compliant manner. This requires that all Molina employees and subcontractors work with the highest degree of integrity, follow the rules, and do the right thing. This Code can be used as an ethical compass.

Our ethical principles are the values that set the ground rules for the way we perform our jobs. Employees and subcontractors are expected to be honest, respectful, fair, and compassionate. Not only must we follow all legal requirements, we must also adhere to ethical principles when performing work on behalf of Molina.



## **Accountability**

Every employee and subcontractor must comply with the standards established in this Code and follow it at all times. Any perceived violation, misconduct, and/or noncompliance including fraud, waste, and abuse must be reported immediately to a manager, compliance officer, or via the Alert Line by calling (866) 606-3889 or filing a report online at <https://molinahealthcare.AlertLine.com>.

If there is ever any doubt in how this Code applies or to whom it may apply, employees are encouraged to contact their immediate supervisor, manager, human resources, local compliance officer, or Molina's legal department. Subcontractors should reach out to their designated Molina contact.

## **Employee Rights, Responsibilities, and Duties**

### **Duty to Report**

Molina's employees and subcontractors are our first line of defense in addressing any suspected wrongdoing. This means that it is our duty to report suspected noncompliance with this Code for investigation and correction. Violations of this Code, regardless of whether they are observed during or outside of regular work hours, must be reported as soon as practical to an immediate supervisor, manager, human resources, compliance officer, or the legal department. The employee or subcontractor may also report violations to another member of Molina's leadership team, chief compliance officer, or the Board of Directors. Employees and subcontractors must not allow noncompliant or risky issues or behavior to persist without reporting their concerns.

It is the right of every employee or subcontractor to report or make an inquiry regarding possible Code violations without being subjected to retaliation or risk of losing job or contractor status.

### **Retaliation**

Molina does not tolerate retaliation for reports made in good faith. Retaliation is revenge, reprisal, retribution, or 'getting back' at someone for making a good-faith reporting of observed or perceived misconduct. Good faith reports are made to the best of a person's ability, to be true and made without ill will or personal benefit. For each inquiry or report, Molina will make a reasonable effort to protect the identity of the reporter. However, a reporter's identity may need to be disclosed if, for example, the matter becomes part of a legal proceeding or if law enforcement is involved.

Retaliation could include: being fired, demoted, or laid off due to the report; receiving a change in salary or scheduled hours; a change in job responsibilities or assignment, relocation, or being transferred; forced or 'suggested' resignation; injury to reputation, property or person; being left out of decision-making and/or meetings; abuse, harassment, and/or humiliation from supervisors and coworkers; promotion restrictions; negative or targeted coaching or evaluations and heavy-handed monitoring that peers do not experience without another reason. Retaliation can occur in many different ways, none of which are tolerated by Molina. It is everyone's job to report potential noncompliance or unethical dealings for investigation. We do not 'get back' at anyone for doing their job.

## **Audits and Investigations**

All employees and subcontractors must be honest and forthright in their work and interactions with their coworkers and Molina's stakeholders. All employees must provide all information requested by Molina's internal and external auditors, legal representatives, human resources partners, and/or compliance officers and staff.

Employees must notify Molina's legal department if they receive any of the following: a request to appear or testify before a grand jury, regulatory body, or government agency; notification that a regulatory body or government agency has started a Molina-related investigation; notification of an inspection or interview by a regulatory body or government agency; or notification from a regulatory body or government agency threatening fines, penalties, or other punitive actions.

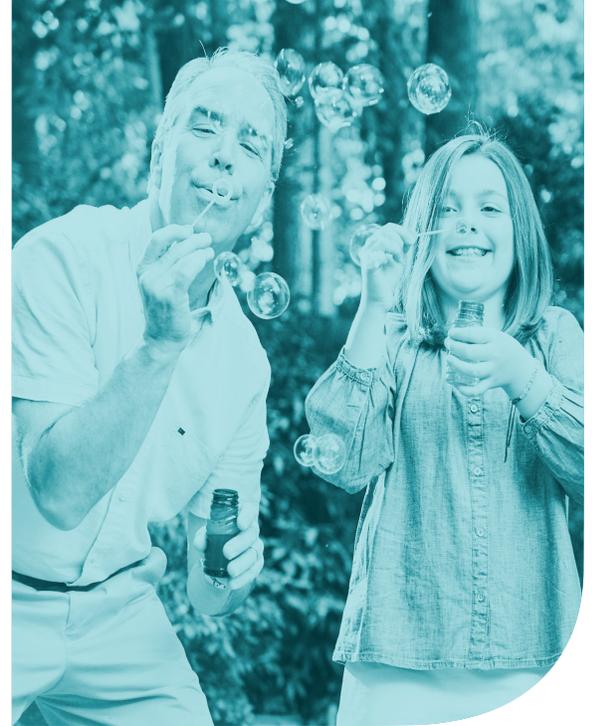
## **Fair Treatment**

Employees and subcontractors must be respectful to our employees, members, providers, regulators, community partners, and competitors. No employee or subcontractor should take unfair advantage of anyone through manipulation, suppression of information, abuse of access to privileged information for personal gain, misrepresentation of relevant facts, or any other unfair or unethical dealing or practice. Failing to meet this standard may result in disciplinary action, including termination.

## **Responsibilities of Executives and Management**

Molina has high expectations of its leaders. These requirements apply to Molina's executive and management teams, including the Board of Directors, the chief executive officer, and other senior leaders (executives). Like all employees, Molina's executive and management teams are required to observe the highest standards of ethical business conduct, which means a strict adherence to this Code and the letter and spirit of the following statement:

*Each executive will always act honestly and ethically, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. "Actual or apparent conflict of interest" is broadly construed and includes, for example, direct conflicts, indirect conflicts, potential conflicts, apparent conflicts, and any other personal, business, or professional relationship or dealing that has a reasonable possibility of creating the appearance of impropriety or a conflict of interest.*



Each executive should make every effort to, within his or her areas of responsibility, provide full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with or submits to regulatory agencies. In addition, each executive must provide full, fair, accurate, and understandable information whenever communicating with Molina's stockholders or the general public.

### **Conflict of Interest**

Conflicts of interest arise when loyalty is divided between Molina's best interest and our own personal interests. While there is nothing wrong with having multiple interests, the issue is when there are ethical complications that cause us to act on the basis of our own personal interest rather than in Molina's best interest. Every employee and subcontractor has a duty to avoid business, financial, or other direct or indirect interests or relationships that conflict with Molina's interests. Examples of a conflict of interest may include: certain personal relationships; involvement in community organizations with which Molina collaborates; acceptance of gifts, hospitality, and rewards from contractors, suppliers, organizations, and individuals that make it difficult to avoid an obligation.

If an employee or a subcontractor wishes to engage in a transaction or activity that may potentially be in conflict with Molina's interest, the employee or subcontractor must disclose this information in writing as outlined in [Molina's Conflict of Interest Policy](#). The disclosure will be reviewed and a determination and/or recommendation for addressing the conflict will be made.

## **Gifts and Bribes**

Gifts or rewards must be accepted with discretion, without affecting one's judgment or decision-making. It is Molina's policy to exercise discretion in offering gifts or hospitality to members, suppliers, or any other party, and in full compliance with our contractual, statutory, and regulatory requirements. Employees and subcontractors can request guidance from Molina's legal department when presented with any gift or reward (goods, food/beverages, event invitations or tickets, etc.) that exceeds permissible values set forth in any Molina policies then in effect addressing gifts or rewards (i.e. employee handbook, conflict of interest policy).

## **Antitrust and Competition**

Antitrust laws are complex and cover a broad range of conduct that may be illegal. In general, antitrust law prohibits making agreements or sharing information with competitors on items including product plans, pricing, marketing strategies, and profit/profit margins. Molina complies with all applicable antitrust laws and requires that its employees do the same. If an employee intends to participate in a trade association or serve on a standards setting body related to our industry, the employee must avoid sharing any confidential or sensitive pricing or other non-public information with our competitors.

If an employee has any questions, they should consult the legal department or compliance department prior to sharing information or communicating with competitors, regulatory agencies, or other third parties, including any non-Molina attorneys.

## **Financial Controls**

Molina maintains strict standards of internal accounting controls. Our chief financial officer ensures that these internal controls remain effective and comply with the highest industry standards.

Employees commit to keeping complete and accurate company records. Employees cannot create false or artificial accounting records. To ensure all records are correct, requests for payment must be accompanied by supporting documentation.

All Molina funds, payments, and transactions must be recorded in accordance with U.S. Generally Accepted Accounting Principles (GAAP). Our records must be complete and accurate, and fully reflect our financial activities and transactions, including claim payments, medical billing documentation, expenses, purchases, account receivables and sales. This information is required to be reported to governmental agencies and shareholders, so it is imperative that we follow GAAP and other applicable laws.

Although intra-company transactions, such as loans to employees from financial institutions that do business with Molina, are permissible, these transactions must be priced at a “fair market value.” If that market pricing is unavailable, prices will be based on cost and reasonable profit data.

The Foreign Corrupt Practices Act (FCPA) prohibits bribery of a foreign official and also requires U.S. companies to maintain internal accounting controls and keep books and records that accurately reflect all transactions. The FCPA makes it a crime for Molina or its directors, officers, employees, or agents to directly or indirectly offer or pay a bribe or “anything of value” to a foreign official, regardless of rank or position. The FCPA forbids not only monetary bribes but also bribes of anything of value, such as stock, entertainment, gifts, discounts on products and services not readily available to the public, offer of employment, assumption or forgiveness of debt, payment of travel expenses, and personal favors. Molina is committed to complying with all restrictions imposed by the FCPA. Employees and subcontractors must report all good-faith and reasonable suspicions related to activities in potential violation of the FCPA.

### **Anti-Money Laundering**

Money laundering involves the concealment of the origins of money gained through illegal activity, including drug transactions, bribery, terrorism, or fraud and is a crime that can result in fines and imprisonment. Molina complies fully with anti-money laundering laws and regulations. Molina can be severely damaged by failing to detect transactions or relationships that put Molina and our members at risk. Employees and subcontractors are expected to be familiar with Molina’s programs to detect, prevent, and report suspected money laundering activities, including evidence of criminal activity by a member or counterparty, transaction structures or forms of payment that lack commercial justification, or other suspicious activity. Employees and subcontractors must report all good-faith and reasonable suspicions related to potential money laundering activities.

### **Compliance and Fraud, Waste and Abuse (FWA)**

Molina knows the importance of protecting and strengthening our members’ healthcare resources, and as such, we are dedicated to preventing fraud, waste, and abuse in government programs and our industry. Molina operates Compliance and FWA programs designed to prevent and reduce fraud, waste and abuse among members, providers, employees, and subcontractors.

Under the False Claims Act (FCA), individuals and entities cannot knowingly submit a false or fraudulent claim for payment of United States Government Funds. In addition to the traditionally thought of provider or member fraud, the FCA applies to claims made for payment to Medicaid, Medicare, and other

government sponsored healthcare programs by healthcare companies like Molina. Potential fines for violating the FCA include:

1. Up to three times the amount of the payment made on each false claim
2. Additional civil penalties for each false claim
3. Payment of the cost of the civil action by the entity or individual that submitted the false claim

If found liable under the FCA, the company or individual may also be excluded or suspended from participating in all federal healthcare programs. Individuals may also be required to serve time in jail.

We are stewards of public funds. Employees and subcontractors have an obligation to report any actual or suspected violation of the FCA, and suspected or actual misuse or illegal use of government funds. To encourage its employees to come forward and report incidents of false claims, Molina reminds all employees of their “whistleblower” protections under the FCA which prohibit retaliation:

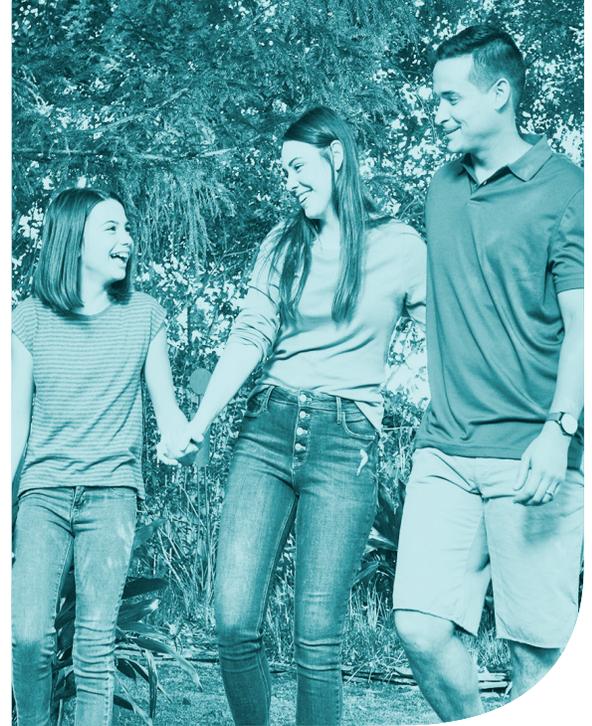
***Any employee who is discharged, demoted, suspended, threatened, harassed, or in any other manner discriminated against in the terms and conditions of employment by his or her employer because of lawful acts done by the employee on behalf of his employer or others in furtherance of an action under this section, including investigation for, initiation of, testimony for, or assistance in an action filed or to be filed under this section, shall be entitled to all relief necessary to make the employee whole.” (31 U.S.C. Sec. 3730(h))***

Molina employees and subcontractors also may not use or disclose nonpublic or inside information for personal financial benefit or the financial benefit of family, friends or others. Each employee is subject to our [Insider Trading Policy](#), which explains the laws and policies respecting transactions involving Molina’s securities and the securities of other companies.

## **Privacy and Security of Information**

Employees and subcontractors must protect the privacy and security of Molina’s confidential information and information about Molina members and follow all applicable rules and regulations associated with the Health Insurance Portability and Accountability Act of 1996, as amended (HIPAA), and applicable state privacy and cybersecurity laws.

- Any unauthorized use or disclosure of protected health information must be immediately reported to Molina’s privacy official at (866) 665-4629 or [HIPAMailbox@Molinahealthcare.com](mailto:HIPAMailbox@Molinahealthcare.com).
- Any cybersecurity event, such as any act or attempt, successful or unsuccessful, to gain unauthorized access to, disrupt or misuse, Molina’s information systems or confidential information, including protected health information or personally identifying information, must be immediately reported to Molina’s chief information security officer at (844) 821-1942 or [CyberIncidentReporting@molinahealthcare.com](mailto:CyberIncidentReporting@molinahealthcare.com).



## **Protecting Confidential Information**

All employees and subcontractors are expected to protect Molina’s confidential and proprietary information, including Molina’s trade secrets. Molina’s confidential and proprietary information includes: business plans, financial reports, marketing plans, know-how and processes, personnel and salary information, member information, and various materials associated with our services. Employees must keep Molina’s proprietary information confidential, unless they are authorized to disclose such details. Employees must also refrain from disclosing any proprietary information of our competitors.

## **Protecting Molina’s Assets**

Molina has a variety of assets, many of them very valuable. They include physical items as well as proprietary or private information that can also include intellectual property and confidential data. Protecting all these assets against loss, theft, and misuse is very important. Examples of Molina assets include:

- Molina credit cards, cash and checks
- Buildings and fixtures
- Computers, hardware, and software
- Office supplies
- Fax and copy machines
- Documents, information/data, and records
- Telephones and voicemail systems
- Email, intranet, and internet access

Each employee or subcontractor is responsible for protecting Molina's property assigned to him or her and for helping to protect Molina's assets in general. Upon termination of employment or contractual relationship with Molina, employees and subcontractors must immediately return any Molina assets assigned to them.

Employees and subcontractors must also report all good-faith and reasonable suspicions related to potential instances where Molina's assets are vulnerable or misused. If you see any situation that could lead to the loss, misuse, or theft of Molina's assets, you must report this immediately to your supervisor, manager, another member of the leadership team, local compliance officer, or the chief compliance officer.

*What is the difference between proprietary information and confidential information?*

Proprietary information is any information that gives Molina a competitive advantage. Confidential information is meant to be kept secret or held within a small number of specific people.

Proprietary information is usually confidential. This is information that is not shared with people outside of Molina. It includes, among other things, business, financial, marketing plans associated with Molina's services, know-how and processes, business plans, personnel and salary information, patient information, and copyright material connected with our services.

Employees and subcontractors must not use or disclose Molina's proprietary information except as approved by Molina. Similarly, employees and subcontractors are prohibited from stealing the confidential or proprietary information of Molina's competitors.

Unintended disclosure of proprietary or confidential information by employees and subcontractors can also harm Molina's interest. You should not discuss confidential information, even with approved people within Molina, if you are in the general presence of others, i.e. at a trade show, reception, or in an airplane. Please keep in mind that harmful disclosure can start with the smallest leak, since bits of information may be pieced together with fragments from other sources to form a complete picture. Additionally, you should not discuss this information with individuals within Molina who are not approved to receive such information.

If questioned by someone outside Molina about Molina's confidential information, do not answer unless you are certain you are approved to do so. If you do not have approval to disclose such information, refer the person to the appropriate Molina officer.

If you retire or leave Molina, you may not disclose or misuse Molina's confidential information, and you must return any such information to Molina. Furthermore, Molina's ownership of intellectual property that you created while an employee continues after you leave Molina.

The requirements to not share confidential and proprietary includes posting this sort of information to social media.

## **Compliance with Laws Governing our Business**

We are part of a highly regulated industry and therefore laws, regulations, and contractual obligations govern nearly every aspect of our business. All employees and subcontractor are held accountable to Molina's Compliance Plan with respect to laws and regulations governing our business. It is imperative to comply with the standards of this Code and immediately report any perceived violations. Employees and subcontractors must immediately report all good-faith and reasonable suspicions related to a potential violation of any laws, regulations or contractual obligations related to our business.

If an Employee or Subcontractor has any questions pertaining to this Code, the Compliance Plan, policies and procedures, and/or applicable federal and state laws, they are encouraged to contact the following:

- Employees must contact the compliance department/chief compliance officer or legal department/chief legal officer, call the Alert Line at (866) 606-3889, or file a report online at <https://molinahealthcare.AlertLine.com> and must act in accordance with the guidance/advice they receive.
- Subcontractors are encouraged to contact their designated Molina contact or relevant compliance officer/chief compliance officer.

## **Speaking Out**

Because our work involves government programs, our Company is very selective when taking positions on matters of public interest. Only a select group of individuals are authorized to share Molina's position publicly. Employees and subcontractors should make sure that that any opinion or position they share as an individual or entity does not give the appearance of their speaking or acting on Molina's behalf, unless specifically approved by Molina to do so in advance and in writing.

## **Interacting with the Media**

Molina employees may not speak to the media on Molina's behalf without first coordinating with Molina's designated Communications team. In order to provide accurate and complete information about Molina's business to the media, investment analysts, and the investor community, Molina will respond to the news media in a timely and professional manner only through its designated spokespersons.

## **Social Media**

Social Media means technology tools, websites, and other online applications that provide users the opportunity to create and share content of their choosing, or to participate in social networking. Social Media platforms include blogs, and websites or applications such as Instagram, Facebook, Twitter, Snapchat, LinkedIn, YouTube, etc.

Only designated staff within Molina's public relations or human resources teams are permitted to create or post content on Molina social media platforms.

Molina does not discourage or prohibit employees or subcontractors from using social media in their personal lives, so long as shared content does not conflict with the expectations set forth in this Code. Employees should be aware and cautious of mixing their personal and professional lives when using social media for personal purposes. Employees must remember that all rules regarding member/provider privacy and security, as well as other confidential proprietary information discussed in this Code apply to social media, even within personal profiles. For further guidance, employees are encouraged to refer to [Molina's Social Media Policy](#) or contact their compliance officer or the human resources department.

Employees and subcontractors shall protect the privacy and security (including cybersecurity) of our members and follow all applicable rules and regulations associated with the HIPAA.

Employees and subcontractors must immediately report all good-faith and reasonable suspicions related to a potential violation of this section of the Code.

- Employees must contact the compliance department/chief compliance officer or legal department/chief legal officer, call the Alert Line at (866) 606-3889, or file a report online at <https://molinahealthcare.AlertLine.com>.
- Subcontractors are encouraged to contact their designated Molina contact or relevant compliance officer/chief compliance officer.

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

Employees have the right to a safe and clean work environment. Therefore, each employee is responsible for maintaining a workplace that is free of drugs, alcohol, and other harmful materials. This includes explosives, illegal firearms and/or weapons of any sort. Furthermore, actual or threatened violence will not be tolerated. This is very important to our health and safety.

Employees and subcontractors shall not possess, distribute, sell, use, or be under the influence of, or impaired by, alcoholic beverages, illegal or legal drugs while on Molina property, while on duty, or while operating a vehicle or potentially dangerous equipment leased or owned by Molina. Additionally, employees are prohibited from unauthorized removal of Molina property. For further guidance, please review Molina's housekeeping and other facilities policies.

### **Discrimination, Retaliation and Harassment**

Employees have the right to be free of discrimination, retaliation, or harassment of any kind in the workplace. Molina forbids discriminatory harassment with respect to race, color, religion, sex, gender (including gender identity), age, national origin, marital status, sexual orientation, veteran status, disability, genetic information, or any other status or condition protected by federal, state, or local laws.

Any kind of sexual harassment, including quid pro quo sexual harassment, or unwelcome sexual advances (verbal, visual, or physical), requests for favors, and other verbal or physical conduct of a sexual or gender-based nature is prohibited.

Any employee who believes that they are being, or has been, harassed, discriminated or retaliated against should report the issue to their supervisor, manager, department head, or if preferred, their human resources partner immediately.

Employees and subcontractors must immediately report all good-faith and reasonable suspicions related to a potential violation of this section of the Code.

### **Investigations into an Alleged Violation of this Code**

Once a report of an alleged violation of this Code is received, appropriate parties within Molina best experienced to address the allegation will conduct a prompt, fair, and thorough investigation of the alleged violation. All complaints will be kept confidential to the extent possible, but confidentiality cannot be guaranteed based on the context of each situation. All employees and subcontractors must cooperate with all investigations and/or audits conducted as a result of this Code.

Molina will determine whether there has been a violation of this Code based on reasonable evaluation of the credibility of witnesses and information gathered. Upon completion of the investigation, Molina will consider appropriate options for resolution and will take any determined corrective measures against any party who has engaged in conduct that is in violation of this Code if Molina determines such measures are necessary.

## Conclusion

This Code helps direct the behavior and decisions of all Molina employees and subcontractors. If anyone – employees, members, providers, contactors, board members or others – has a good-faith belief that a violation of this Code has or will occur, they are required to report it. This vigilance allows us to build on the compliant and ethical conduct that is a Molina hallmark.

## Questions

If an employee or subcontractor has any questions pertaining to this Code, the Compliance Plan, policies and procedures, and/or applicable federal and state laws, they are encouraged to contact the following:

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