



# The *Express* Way

## CODE OF CONDUCT

### Integrity

- Mutual Respect
- Passion
- Alignment
- Collaboration
- Service



EXPRESS SCRIPTS®

# Code of conduct

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### COMPLIANCE HOTLINE

888.422.0411

The Compliance Hotline is staffed by an operator from an outside company, 24 hours a day, seven days a week. Calls are free and confidential, and may be made anonymously. For additional information about the Compliance Hotline, see the Compliance & Ethics section on our Intranet site.

Effective December 2015

## **The Express Way: It's Who We Are and How We Work**

The *Express Way* spells out the values and behaviors everyone at Express Scripts is expected to demonstrate. Not surprisingly, integrity is at the very top of the list of the values that define us. Our company's reputation rests on our integrity – the reliably ethical way we do business. And Express Scripts relies on your integrity. You support the Code of Conduct when you live The *Express Way* values.

### **The Express Way Who We Are**

**Integrity:** The compass that guides every decision we make, every action we take. Nothing matters more.

**Mutual Respect:** The way we treat each other. The way we treat those we serve.

**Passion:** The fuel that powers us. Engaging. Challenging. Always reaching.

### **How We Work**

**Alignment:** The backbone of our business. We do the right thing for clients and patients.

**Collaboration:** The way we work together. The way we do more.

**Service:** The very heart of what we do. Compassion for patients. Commitment to clients. We know people count on us every day.

At Express Scripts, we live in a dynamic, fast-paced and exacting environment, processing millions of prescriptions each year, and continuously striving to make the use of prescription drugs safer and more affordable. Thanks to our tireless collective efforts, we have enjoyed an incredible growth rate and great success since our founding in 1986.

Our employees deserve full credit for defining Express Scripts as a strong company. We perform our tasks daily with integrity, knowing what's right and what's wrong. We have a passion for our business and deliver high-quality service at all times, doing what is right for patients and clients.

As we look to the future of Express Scripts, we must never waver from the values that have made our company strong and ethical. The *Express Way* values reflect the commitments we've made to ourselves, the patients who use our services and our clients. The lynch pin of The *Express Way* is integrity, which is fundamental to aligning our interests with those we serve. In all our dealings with others, integrity is our guiding beacon.

As you go about your work, follow your moral compass, and use our Code of Conduct to help you. If you have questions about doing the right thing, never hesitate to ask your supervisor, contact our Chief Compliance Officer or call the Compliance Hotline.

Thank you for creating the right culture at Express Scripts and for your contributions to our company's success. Without your commitment to ethical behavior, Express Scripts would not be the leader it is today.



George Paz  
Chairman & Chief Executive Officer

We operate in a complicated and highly regulated industry. Express Scripts is committed to conducting business ethically, with integrity and in accordance with all applicable laws, rules and regulations. Toward that end, our Board of Directors adopted this Code of Conduct reflecting Express Scripts' commitment to compliance.

As Chief Compliance Officer of Express Scripts, I am charged with overseeing our Compliance Program. You are the key to the success of our Compliance Program. In order to protect Express Scripts' reputation and maintain our integrity, it is important that you read, understand and abide by our Code of Conduct. Promoting a culture of compliance is everyone's duty. Always remember that it is your responsibility to report any known or suspected violations. You can do this by contacting your supervisor or me or you can call our Compliance Hotline at 888.422.0411.

If you have compliance questions, ask your supervisor or contact someone in the Compliance Department. We are all responsible for the integrity of Express Scripts at all times.



Kate Mihalevich  
Vice President & Chief Compliance Officer

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## WHY WE HAVE A CODE OF CONDUCT

At Express Scripts, we're dedicated to keeping our promises to patients and clients as well as increasing shareholder value. This commitment defines our culture, and all our collective efforts are focused on our mission to make the use of prescription drugs safer and more affordable. Importantly, our Code of Conduct provides the framework that guides our actions as we pursue this goal in every aspect of our business. All of our stakeholders, whether they are internal or external to Express Scripts, deserve our promise of compliance.

Our company operates within the context of federal and state laws, rules and regulations. In addition, when our company operates in other countries, we are subject to the laws of those countries. Thus, our Code of Conduct requires us to comply with all applicable laws, rules and regulations, as well as all company policies and procedures. For specific information concerning laws, rules, and regulations outside of the United States, please consult the Legal Department or Compliance Department for assistance.

The Code provides ethical direction for our actions as we perform our work – including how we behave with each other, with our clients and with the patients we serve. It furnishes us with a moral compass that ensures we always, in every situation, act with fairness and integrity, as defined in *The Express Way*.

### **Does the Code Apply to You?**

The Code applies to everyone in the company, including the Board of Directors, when acting in their role as directors, all full-time and part-time employees of Express Scripts, and those who work with us under collective bargaining agreements. In certain circumstances the Code also applies

to contractors and temporary employees. Please note that when we refer to “Express Scripts” or “the company” throughout this Code, we are referring to Express Scripts Holding Company as well as its affiliates and subsidiaries. Please also note that throughout this Code wherever we refer to the Code applying to directors or to directors complying with the Code, we are referring to the times and situations in which the directors are acting in their capacity as directors for Express Scripts, and not in their individual capacity or in their capacity as an officer or director for another organization.

What happens if an employee is bound by a collective bargaining agreement, and that agreement isn't consistent with the Code of Conduct? In such a case, the collective-bargaining agreement will govern. In all other instances, the Code applies.

### **Our Code of Ethics**

In addition to our Code of Conduct, we also have a Code of Ethics. Like our Code of Conduct, our Code of Ethics applies to everyone at Express Scripts, including all employees, directors and officers of the company. The Code of Ethics provides that everyone at Express Scripts will comply with all applicable laws, rules and regulations; engage in and proactively promote honest and ethical conduct; promote full, fair, accurate and understandable disclosures to the government; and promptly report violations of the Code of Ethics. The Code of Ethics is on the last page of this publication.





### Support to Help You Do the Right Thing

Help is readily available if you have questions, need information or assistance with forms, or if you believe you should report a potential compliance issue. You can contact the Compliance Hotline (888.422.0411) or refer to the Resources List on the Compliance & Ethics section on our Intranet site.

### YOUR RESPONSIBILITIES: WHAT'S EXPECTED

As an Express Scripts employee, you're expected to be honest, act ethically and demonstrate integrity in all situations. You have a duty to follow policies and procedures found in this Code of Conduct and the Employee Handbook, as well as those that are specific to your job. You must also comply with all laws that apply to our business.

Most of the time, common sense and good judgment provide excellent guideposts. If you're unsure about the right thing to do, ask someone on the management team or the compliance staff.

Before you act, ask yourself:

- Is this the right thing to do?
- Is it legal?
- Do I have the authority to act?
- Does the action comply with the Code of Conduct and policies and procedures?
- If this action became public, how would it look in the news media?

- Would I be upset or embarrassed if other people found out about this action?

If your answer to any of these questions raises doubts, talk with your supervisor, anyone in management, the Chief Compliance Officer or any member of the compliance staff. Or you can call the Compliance Hotline, 888.422.0411.

What if you're a supervisor or a manager? You're responsible for knowing the rules and reviewing the Code of Conduct with the people who report to you to make sure they're familiar with its contents.

You're also responsible for preventing violations of the Code, as well as detecting violations that may occur and reporting them appropriately. You're expected to:

- Lead with integrity.
- Encourage employees to ask questions and expand their knowledge of the rules.
- Demonstrate integrity by acting promptly and effectively when necessary.
- Educate employees on compliance policies specific to their job responsibilities.

### Our Clinical Responsibility

Among other things, we're a healthcare provider, and we also provide services to clients in the healthcare industry. As a result, our clinical products, programs and services must meet the highest standards of clinical integrity. If you are involved in our clinical work, your work must be consistent, unbiased and clinically sound.

### Audits and Investigations

When Express Scripts conducts compliance oversight activities, including audits and investigations, you must fully cooperate with requests made by company representatives. If you obstruct an audit, provide false or misleading information, or fail to cooperate with company representatives, you may be subject to disciplinary action, which may include termination and possible involvement of law enforcement.

### Your Obligation to Report Suspected Violations

If you suspect or know that someone has violated the Code of Conduct, our policies, or any applicable laws or regulations, you must act.

**Q** *What should I do if I think someone isn't complying with the Code?*

**A** Report your concern immediately. As an employee, it's your responsibility to report any known or potential violation to your supervisor, the Chief Compliance Officer, the Compliance Department or the Compliance Hotline, 888.422.0411. You can give your name or choose to be anonymous.

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Report the violation to one of the following:

- Your supervisor or anyone in management in your department.
- Your local Human Resources Department.
- The Compliance Hotline at 888.422.0411 or [www.ethicspoint.com](http://www.ethicspoint.com) (both anonymous).
- The Chief Compliance Officer, any member of the Compliance Department or [compliancecontact@Express-Scripts.com](mailto:compliancecontact@Express-Scripts.com).
- The Legal Department.

See the Resources List located within the Compliance & Ethics section on our Intranet site for additional contact information.

## **If You Report a Violation**

You can report a violation without worry. If you make a compliance report in good faith, you will not face retaliation.

Our policy forbids supervisors and other employees from retaliating against anyone who in good faith reports a known or suspected violation of the Code of Conduct or cooperates in an investigation of a potential violation. This policy applies not only to employees but also to directors, vendors and agents of the company. As long as you believe that the information you provide is true, you are protected. If you think you're a victim of retaliation, contact your supervisor or the Chief Compliance Officer, or call the Compliance Hotline, 888.422.0411.

## **If You Violate the Code**

What can happen if you violate the Code of Conduct or related policies?

You may be subject to disciplinary action, which will be determined by the seriousness and frequency of the violation. You may receive one or more of the following:

- Mentoring
- Training

- Verbal warning
- Written warning
- Written reprimand
- Suspension
- Termination
- Repayment or restitution
- Referral for criminal prosecution

## **If We Make Changes to the Code**

From time to time, changes may be made to the Code, or current compliance policies may be changed. Changes may be made without advance notice, but we'll let you know when changes are made. And when we let you know it is your responsibility to understand and uphold those changes.

## **Your Annual Acknowledgment of the Code of Conduct**

Once each year, as a condition of your employment, you're required to acknowledge that you have received the Code of Conduct and understand its rules. New employees will sign an acknowledgment when they start with the company.

Basically, your annual acknowledgment confirms that:

- You've reviewed the Code of Conduct and Code of Ethics and you are required to comply with the Code of Conduct and Code of Ethics; you will comply with the compliance policies and procedures, as well as policies and procedures related to your job responsibilities;



**Q** *If I report an instance of noncompliance, can my supervisor fire me?*

**A** If you make your report in good faith, your supervisor is prohibited from taking any action against you as retaliation. If you prefer, you can make your report anonymously by calling the Compliance Hotline, 888.422.0411.

- You comply with the Conflicts of Interest policy and have reported any potential conflicts of interest to the Compliance Department;
- You will report any questions or concerns about suspected or actual violations of the Code to your supervisor, Chief Compliance Officer, the Compliance Department or to the Compliance Hotline; and
- To the best of your knowledge, you haven't acted contrary to the Code of Conduct or Code of Ethics.

### MAINTAINING INTEGRITY IN BUSINESS RELATIONSHIPS: AVOIDING CONFLICTS OF INTEREST

Making sure that our integrity remains uncompromised is fundamental to maintaining trust with patients and clients – and that means, in part, steering clear of conflicts of interest.

When you take a job at Express Scripts, you accept certain duties and responsibilities. From the day you start work, your actions need to be in the company's best interests. Avoid actions that create – or even appear to create – conflicts of interest with the company.

A conflict of interest can occur when an employee has a duty to more than one party with differing interests, making it impossible for the employee to fulfill obligations to one party without harming the other. The old saying that “you cannot serve two masters” should be your guide.

If you're unsure about what poses a conflict of interest, talk with your supervisor, the Chief Compliance Officer or the Compliance Department.

#### Receiving and Offering Gifts and Gratuities

The rules for gifts and gratuities put precautions in place to

prevent any impropriety or damage to Express Scripts' reputation, which is central to preserving our integrity. The basic rule is simple: Never accept a gift, favor, service or entertainment if your acceptance could be viewed as influencing a business decision or action. In addition, employees and directors of Express Scripts may not attempt to influence the decisions of others by offering them money, services or other things of value. This rule applies when you are dealing with others such as purchasers, suppliers, clients and government officials. If you are aware of improper conduct regarding a gift or gratuity, report it immediately to the Chief Compliance Officer, the Compliance Department or the Legal Department.

Some Express Scripts' rules about gifts being offered to or received by Express Scripts employees are:

- **Gifts to or from Pharma.** We have a zero-gifts policy with pharmaceutical manufacturers. You generally cannot offer or receive a gift or entertainment of any value from a pharmaceutical company. In addition, meals should only be offered to or accepted from pharmaceutical manufacturers in accordance with the “Interactions with Pharmaceutical Manufacturers” policy. Any exception or waiver of this policy must be pre-approved by the Chief Compliance Officer and the Sr. Vice President, Pharma and Retail Relations. For additional guidance, consult the “Interactions with Pharmaceutical Manufacturers” policy.
- **Gifts to Healthcare Professionals.** Due to many U.S. federal and state laws, regulations and guidance related to interactions with healthcare professionals, you may not provide any sort of gift or entertainment, no matter how small it may be, to a healthcare professional. For example, this means that, generally, you cannot provide anything of value, even a branded pen or mug, nor tickets to any theater or sporting event, to a physician, physician's assistant, nurse practitioner, or other professional that prescribes or is employed by one who prescribes pharmaceutical products dispensed or distributed by Express Scripts. More

**Q** *What if I have a financial interest in a firm that's a supplier, vendor or competitor of Express Scripts? Is that a conflict of interest?*

**A** Possibly. You need to talk with the Chief Compliance Officer, who will let you know whether it's appropriate to continue the relationship or establish additional precautions.

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## **QUICK FACT** – *Use good judgment about accepting gifts.*

*Avoid accepting anything with more than a nominal value (under \$10), such as gifts, entertainment or services.*

*If possible, share any gifts with your co-workers. What if you're not sure about accepting a gift? Ask your supervisor or the Chief Compliance Officer or call the Compliance Hotline.*

specific guidance concerning any meals provided to healthcare professionals are stated within the “Interactions with Healthcare Professionals” policy. The policy is located within the Compliance & Ethics section on our Intranet site. You may also contact the Chief Compliance Officer if you have questions or to need guidance concerning gifts to healthcare professionals outside the U.S.

- **Gifts to and from Patients.** Never ask for or accept tips or presents from patients. In addition, generally, never offer or provide gifts or anything of value to patients. For additional guidance, consult applicable policies or the Compliance Department.
- **Gifts or Entertainment for Government Personnel.** You may not give anything of value to U.S. government personnel. You should not pay for entertainment or meals for U.S. government personnel. In addition, you may not invite U.S. government personnel to social events unless the event falls within certain exceptions. All events where U.S. government personnel are involved should be discussed with Compliance prior to the event. For state government personnel, each state has its own rules concerning gifts or entertainment of its personnel. Again, contact the Chief Compliance Officer, the Compliance Department, or Government Affairs, or consult the “Gifts to and Entertainment of Public Officials” policy for further information about rules concerning

gifts and entertainment of government personnel.

- **Gifts to Foreign Officials.** You may not make an offer, a promise or give anything of value to a foreign official, foreign political party, candidate for foreign political office, or anyone associated with a foreign official with the intent to influence decisions related to Express Scripts business.
- **Gifts of Cash or Cash Equivalents. Gifts of cash or cash equivalents (e.g., gift cards) of any amount are prohibited.** If you receive a gift of cash or a gift card from any business source – for example, a client or vendor – you must return it and report it to the Chief Compliance Officer or the Compliance Department.
- **Gifts From External Parties, Including Vendors.** You may keep unsolicited, inexpensive gifts from vendors, but you may need to submit a Gift Report and you need to follow all applicable policies. In addition, if a gift's value exceeds amounts outlined in applicable policies, you can accept it only with permission from the Chief Compliance Officer or the Compliance Department.
- **Attendance Prize or Raffles.** If you receive an attendance prize or win a raffle from a vendor during a work-related event – for example, a conference or vendor-hosted meeting – you must report it according to the applicable gifts policy and you may only keep it if to do so is permissible under applicable policies.
- **Vendor-Sponsored Entertainment.** Generally, if a vendor invites you for a meal or refreshments at the vendor's expense, you may accept the invitation unless to do so is prohibited by your department or by specific policy (e.g., Interactions with Pharmaceutical Manufacturers Policy). You may also, with the approval of your supervisor, accept vendor-paid invitations to the theater, sporting events or other entertainment. In most circumstances, a business representative of the vendor should be present and the invitations should be limited in occurrence.



**Q** *While representing Express Scripts at a national conference, I won an attendance prize. Do I need to report it?*

**A** *Tell your supervisor. Follow all applicable policies regarding gifts including submitting a Gift Report to Compliance and obtaining any required approval from the Chief Compliance Officer.*





• **Vendor-Sponsored Seminars.** If a vendor (other than a Pharma vendor which is governed by the provisions of this Code applicable to Pharma and the “Interactions with Pharmaceutical Manufacturers” policy.) invites you to a seminar that the vendor is sponsoring, you may attend the seminar with the approval of your supervisor. In the event the seminar is out of town, Express Scripts should pay the cost of your travel and hotel accommodations, unless you are speaking/presenting at the seminar in which case it is appropriate for the vendor to pay your travel and hotel expenses. Supervisor permission is required prior to presenting at any event, and your presentation should be reviewed by Corporate Communications. You should refuse offers of an honorarium or fee for speaking/presenting.

• **Soliciting Donations or Gifts From Outside Parties.** Soliciting donations or gifts in return for placement of business or other considerations is not allowed. This prohibition applies to purchasers, suppliers, customers, government officials or others doing business with Express Scripts. If you want to solicit charitable donations from outside parties, you must have permission from your Vice President. The Employee Handbook, located in the Human Resources section on our Intranet site, has additional information on solicitation and distribution at Express Scripts locations.

Your supervisor may establish stricter rules than those outlined above for your business unit regarding gifts and gratuities.

### **Inducements to Do Business: Proper or Improper?**

Knowing where to draw the line is key to maintaining appropriate business relationships.

Offering, giving, soliciting or accepting any form of bribe or illicit inducement is strictly prohibited. Nor is it acceptable to try to gain any advantage by offering inducements to do business of any sort.

### **Interaction With Healthcare Professionals**

As mentioned above, various laws govern interactions with

healthcare professionals. You must follow the rules mentioned above regarding the giving of gifts, entertainment, and meals to healthcare professionals. Also, all interactions between company employees and healthcare professionals must be based on a legitimate company business need or educational purpose, as explained in the “Interactions with Healthcare Professionals” policy, mentioned above.

### **Outside Financial Interests**

You need to be aware of potential conflicts of interest that may result from your personal financial activities. The following examples might cause conflict of interest problems:

- Owning a business or being employed by a company that does business with Express Scripts. (This does not apply to owning stock or investing in a publicly held corporation, as long as the value of the investment doesn't exceed 5% of the total stock value. You can request a waiver to this limit, which may be granted if Express Scripts management determines that a larger ownership share would not be detrimental to our company's interests.)
- Conducting any business on the side with any Express Scripts vendor, supplier, client, contractor or agency (or any of their officers or employees) that is not conducted on Express Scripts' behalf.
- Working on any Express Scripts transaction with another company in which you have (or a member of your household or immediate family has) a financial relationship or interest.
- Disclosing or using Express Scripts' confidential, proprietary, special or inside information.
- Competing, directly or indirectly, with Express Scripts.

The “Conflicts of Interest” policy requires you to report any potential conflict of interest to the Compliance Department. The policy and the related reporting form are located on the Compliance & Ethics section on our Intranet site.

**Q** *A pharmaceutical manufacturer I work with has offered to send me to a really interesting seminar. Can I go?*

**A** Our zero-gifts policy means you generally can't receive anything of value from a pharmaceutical manufacturer unless you obtain an exception or waiver from the Chief Compliance Officer and Sr. Vice President, Pharma and Retail Relations. If the seminar would be valuable for your job, Express Scripts may send you but will pay all your expenses rather than allowing the pharmaceutical company to pay.

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## **Working With Express Scripts Competitors or Vendors**

Your undivided loyalty must be with Express Scripts. That means not working or performing services for any Express Scripts competitor, or any organization with which we do or seek to do business, beyond the normal scope of your job. You cannot be a director, officer or consultant for such an organization, nor can you allow your name to be used in a way that would infer a business connection.

## **Participation on Boards of Directors**

If you're asked to serve on the board of directors or trustees of a for-profit organization, or the board of a not-for-profit organization involved in healthcare or pharmacy matters, you must obtain approval from the Chief Compliance Officer, the Compliance Department, the Deputy General Counsel or the General Counsel before accepting. You do not need approval to serve in such a capacity for any other type of organization.

## **Representing Express Scripts Through Speaking Engagements**

We encourage you to speak at educational programs, conferences or seminars representing Express Scripts. Just ask your supervisor for permission and have your presentation reviewed by Corporate Communications. However, you should refuse any fees or honoraria that are offered to you.

If you are asked to speak at an event hosted by a pharmaceutical manufacturer, you must receive approval from a Vice President of Supply Chain and comply with applicable policy requirements.

## **Participating in Surveys, Questionnaires, Studies or Focus Groups**

If you are asked to complete a survey or questionnaire, or to participate in a study or focus group as a representative of Express Scripts, the request must be approved by Corporate Security. In addition, if you are asked to complete a survey or questionnaire, or participate in a study conducted by a government agency or program, such as the Office of Inspector General, Centers for Medicare & Medicaid Services, or a State Medicaid program, you are required to obtain pre-approval for your participation from the Chief Compliance Officer or the General Counsel.

## **Annual Conflict of Interest Attestation**

During the annual Code of Conduct training, you are required to acknowledge that you comply with the "Conflicts of Interest" policy, located on the Compliance & Ethics section on our Intranet site. You are also required to acknowledge that you have reported any conflicts of interest to the Chief Compliance Officer or the Compliance Department. In addition, if you're a vice president or above, or if you have been selected to participate based on your job responsibility, you are required to complete and submit an annual Conflict of Interest Questionnaire. Applicable employees will be notified each year by the Compliance Department.

## **COMPLYING WITH LAWS AND REGULATIONS**

Ours is a highly regulated industry, and numerous laws apply to the work we do. You are responsible for knowing and complying with laws that relate to the performance of your job, whether or not they are specifically addressed in this Code of Conduct. What should you do if you think the company is requiring you to do something – or preventing you from doing something – that will result in a violation of the law? Or what if there's a conflict between the applicable laws

**Q**

*Do you have questions about laws related to your job responsibilities?*

**A**

To get answers or additional information, contact your supervisor, the Chief Compliance Officer or the Compliance Department.



of two jurisdictions? In such cases, talk with your supervisor or the Chief Compliance Officer, or call the Compliance Hotline. We'll address the specifics of your situation and help you determine the proper course of action. Following are examples of laws or regulations that impact Express Scripts:

### **Antitrust Laws**

Express Scripts must comply with antitrust and other laws regulating competition. Some actions prohibited by these laws include:

- Agreements with competitors to fix prices, allocate markets, rig bids or engage in collusion (including price sharing)
- Boycotts or refusals to deal with suppliers or vendors, including certain exclusive dealing and price-discrimination agreements
- Unfair trade practices, including bribery, misappropriation of trade secrets, deception, intimidation and similar unfair practices

### **Anti-Kickback Laws**

Kickbacks are the payment of something of value to individuals or other companies with the goal of persuading or influencing a decision or performance in a certain situation. An example of an illegal kickback is providing a direct, indirect or disguised payment in return for referring patients.

Federal and state healthcare anti-kickback laws provide important safeguards for the government, clients, and patients, as they ensure that decisions made by healthcare providers and payers are made for legitimate health-related reasons rather than because of kickbacks. It is our responsibility to understand and uphold these anti-kickback laws in order to ensure a safe, effective, and efficient health care system.

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

Submission of false, fraudulent or misleading information to any government agency or third-party payer to gain or retain participation in a program, or obtain payment for a service is not acceptable at Express Scripts – nor under the law. Like anti-kickback laws, various other state and federal fraud, waste and abuse laws are in place to promote safety and efficiency in our health care system.

Examples and indicators of possible fraud include:

- Payments in exchange for the referral of patients.
- Billing for drugs not prescribed or dispensed.
- Submissions of false or misleading information, such as claims data or prescriptions.
- Failure to follow legal or technical advice.
- Retaining known overpayments.
- Lost or destroyed electronic or hard copy records.
- “Unofficial” electronic files or records instead of “archived” or “official” files or records.
- Revisions to electronic or hard copy documents with no explanation or support.
- Computer-generated dates for modifications to electronic files that do not fit the appropriate timeline for when they were created.
- Missing signatures of approval or discrepancies in signatures.

### **Statements to Federal Agencies**

Express Scripts does a significant amount of business with federal, state and local governments, including the U.S. Department of Defense and Medicare and Medicaid programs. When carrying out such business, Express Scripts employees must keep in mind that it is a federal crime to knowingly:

- Make a false statement to a federal agency concerning a federal program.
- Conceal a material fact.

The law requires that you:

- Ensure that all statements, documents and data prepared for the federal, state or local government are completely accurate and not misleading. If you discover an error in a document already

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submitted, contact your supervisor, the Chief Compliance Officer or the Compliance Hotline.

- Direct other employees to record and report only information that is accurate, true and complete.
- Do not submit any records or documents intended for government agencies that you think may be inaccurate or incomplete.
- Report employees who fail to correct inaccurate or incomplete information in documents prepared for government entities. Refer to the Express Scripts False Claims Act policy for further information.

## **Securities Laws and Financial Reporting**

Express Scripts is a public company regulated by the U.S. Securities and Exchange Commission and other federal agencies which require us to report financial and other information. If you're involved in compiling or reporting such information, you must comply with all applicable state and federal laws. This includes compliance with the federal Sarbanes-Oxley Act of 2002, which requires Express Scripts' senior managers to certify to the truth and accuracy of the company's financial statements. Furthermore, Express Scripts must accurately maintain its books, records, and accounts, and any employees involved in public financial communications must ensure full, accurate, timely, and clear disclosures.

## **Food and Drug Administration (FDA) Requirements**

In some cases, Express Scripts may communicate with physicians and/or patients regarding uses of pharmaceutical manufacturers' products. All Express Scripts employees involved in such activities should be aware of the federal FDA requirements and restrictions regarding "off-label" promotion of drug products. In essence, "off-label" promotion occurs when one promotes a drug for a use that is beyond those described in the FDA-approved drug label. Express Scripts is strictly prohibited from marketing or promoting drug products for any off-label use, regardless of contrary instructions by a pharmaceutical manufacturer or any other factor.

## **Environmental Laws and Regulations**

Express Scripts manages and operates its business in a manner that respects our environment and conserves natural resources. To uphold this commitment, you are expected to use resources appropriately and efficiently, recycle when possible, and dispose of

waste in a way that complies with the law and company policies. You also need to work cooperatively with the appropriate authorities to remedy any environmental contamination caused by Express Scripts.

## **U.S. Department of Defense Program Requirements**

As a contractor for the U.S. Department of Defense, Express Scripts must comply with the contract and with applicable regulatory and statutory requirements. If you work on the U.S. Department of Defense program, you are responsible for knowing and complying with the applicable requirements, including the U.S. Government's zero tolerance policy on human trafficking during the performance of government contracts and subcontracts awarded thereunder. If you have questions about the program requirements, contact the Chief Compliance Officer or the Compliance Department.



## **Medicare and Medicaid Program Requirements**

As a provider of pharmacy services, Express Scripts participates in Medicare programs and several state Medicaid programs. If you work with these programs, you are responsible for knowing and complying with the applicable laws. Those laws include the previously discussed fraud and abuse laws, as well as state and federal controlled substances laws, the Stark Law (which prohibits referrals to pharmacies in certain situations), and Medicare and Medicaid rules regarding coding and billing. If you have questions about legal requirements for these programs, contact your supervisor, the Chief Compliance Officer, the Compliance Department, the Deputy General Counsel or the General Counsel.

## **Medicare Part D Laws**

Express Scripts has two subsidiaries – Medco Containment Life Insurance Company and Medco Containment Insurance Company of New York – which operate as prescription drug benefit plans in the Medicare Part D program. Part D plan sponsors are subject to a complex and ever-changing array of statutory, regulatory, and sub-regulatory guidance, which includes the obligation to prevent, detect, and correct fraud, waste and abuse in the Medicare program. Express Scripts also serves as a pharmacy benefit manager to clients that operate their own Medicare Part D plans. Express Scripts' employees involved in functions related



to Medicare Part D must be familiar with current program requirements and should never hesitate to ask questions about such requirements.

### **Health Insurance Portability and Accountability Act (HIPAA)**

Many Express Scripts' employees routinely come into contact with patients' personal information and/or that of company employees. Federal law and regulations, known collectively as HIPAA, are designed to protect the privacy of certain personal information, known as "protected

health information" (PHI). Personal information may be considered PHI if it relates to a patient's physical or mental condition, or the provision of or payment for health care.

Under HIPAA and the company's related privacy policies and procedures, which are available on our Intranet site, if you have access to PHI, you are responsible for protecting that information from improper use and disclosure. You must not access, use, or disclose any PHI unless you have a legitimate business or patient-care purpose, as defined by HIPAA and company privacy policies and procedures. In addition, you may not use PHI for your personal benefit. You should make yourself thoroughly familiar with such HIPAA regulations and privacy policies and procedures.

HIPAA responsibilities have recently been heightened by federal requirements under the 2013 HIPAA Omnibus Rule. The Omnibus Rule requires increased protection of PHI; expands patient control of their PHI; clarifies the notice requirement to individuals in the event of a breach of their PHI; strengthens government enforcement abilities; and expands certain HIPAA responsibilities to extend to "business associates," and their subcontractors. Express Scripts acts as a business associate when it serves as a pharmacy benefit manager to our plan sponsor clients.

State law also plays an important role in protecting patient information. Often, state law will provide extra protection to especially sensitive patient information, and many states have their own requirements regarding notice to individuals if there is a breach of their personal information and/or PHI.

Since both federal and state law in this area is complex and always changing, training in this area is especially important and you are encouraged to contact your supervisor or the privacy officer if you have any HIPAA or privacy-related issues. You can also find HIPAA policies and procedures within the Compliance & Ethics section on our Intranet site.

### **Identity Theft Prevention Program**

Various other federal and state laws protect personally identifiable information (PII) even if that information does not relate to health care. PII includes any name or number that may be used to identify a person including, for example, an individual's name, Social Security number, date of birth, and driver's license number. You are responsible for protecting PII from identity theft. Our Identity Theft Prevention program details these responsibilities, and if you have access to PII, you must be thoroughly familiar with this program, which is located within the Compliance & Ethics section on our Intranet site.

### **Disclosure of Disbarment, Exclusion or Criminal Behavior**

Acting ethically, maintaining high standards of integrity, and respecting the law are fundamental to our identity as a company. If you are disciplined or disbarred from any licensed profession, excluded from participation in a federal healthcare program, or have been found guilty or pleaded guilty or no contest to a criminal violation, you must notify your supervisor or Human Resources immediately. The same holds true if your name appears in the exclusions databases of the General Services Administration or the Office of Inspector General at the Department of Health and Human Services.



**Q** *May I release a copy of a patient's prescription to the client?*

**A** It depends. Because state laws differ with respect to sharing copies of prescriptions, you need to consult the Privacy Office and the Handling Requests for Copies of Prescriptions policy.

# CODE OF *conduct*

## **Licensure or Certifications Related to Your Job Responsibilities**

Certain employees are required to obtain and continue to keep current a license or certification, such as a pharmacist license or registration. It is your responsibility to obtain and maintain these requirements to continue performing your job.

## **Lobbying and Political Activity**

You must not engage in any activity that violates laws or regulations related to lobbying or political involvement. Officers and employees may personally participate in and contribute to political organizations or campaigns as they choose, but they must do so as individuals and at their own expense – not as representatives of Express Scripts.

- As an Express Scripts employee, you must obtain the written consent of the General Counsel before engaging in any political activity at Express Scripts' expense. This includes providing financial contributions, donations of property or the services of any Express Scripts officer or employee to support a political candidate or group. Because federal and state election laws are complicated and vary widely, you must obtain written consent from the General Counsel to host a political activity at any Express Scripts facility.
- As an Express Scripts' employee or otherwise on behalf of Express Scripts, you may not offer or provide gifts to or receive gifts from any political candidate or group without prior written consent from Express Scripts' General Counsel or Vice President of Government Affairs.
- As a company, Express Scripts may make public recommendations about pending legislation or regulations. It may also take public positions on issues that have a bearing on Express Scripts' operations, based on our experience and expertise. Such activities will be conducted or coordinated by the General Counsel or Vice President of Government Affairs.

- Because of the nature of our business, we have many interactions with the government. We will always conduct such interactions ethically and honestly, and any attempt to influence government decision makers by making an improper offer is strictly prohibited. Any request for improper consideration by a government representative should be reported immediately to the Compliance Hotline or the Chief Compliance Officer. Any lobbying efforts of government employees must involve the Express Scripts Government Affairs department. You may not use trade associations or hire consultants to lobby government employees without prior approval from General Counsel or the Vice President of Government Affairs.

## **Hiring of Former and Current Government Employees**

Complex rules govern the recruitment and employment of former or current federal government employees. Some former state or local government employees may have similar restrictions.

Human Resources or Human Resources Counsel must review and give approval before any of the following actions can take place:

- Anyone at the company speaks with a current or former government employee about employment or otherwise pursues that government employee in any way.
- Discussions occur between Express Scripts and a current or former government employee regarding a potential services contract with that individual.
- Discussions occur between Express Scripts and a company that employs a current or former government employee regarding a potential services contract with that company.

**Q** *Recently, my workgroup made a mistake and sent a patient's information to the wrong person. Should I report this as a potential HIPAA concern?*

**A** Absolutely. Any potential HIPAA concern must be reported to protect both the privacy of the patient's information and the company. You can report HIPAA concerns by email to [Privacy@Express-Scripts.com](mailto:Privacy@Express-Scripts.com); through the electronic reporting tool available by way of the compliance web site; or through the compliance hotline at [ethicspoint.com](http://ethicspoint.com) or 888.422.0411.



### **Contracting With the Government**

Special laws and regulations that apply to business relationships with

the government differ from those that apply to our commercial customers and suppliers. Rules that govern contracting with local, state and federal governments are complex and have numerous specific requirements, especially with respect to accurate record keeping, truthfulness of statements and contacts permitted with government employees. The rules are designed to protect public funds, impose the highest standards of honesty and integrity, prohibit using public office for private gain, and avoid even the appearance of impropriety. If you are involved with government contracting, you must not receive solicitation information about a state or federal procurement from any source other than the procuring agency – from a consultant or contractor, for example. The attorney in the Legal Department responsible for government contracts must be involved in all government contracting initiatives.

### **Government Inspections and Investigations**

Employees must promptly notify the Chief Compliance Officer, Deputy General Counsel or General Counsel of a government inspection or investigation before the start of said investigation or inspection, and employees must cooperate with Express Scripts lawyers in such government inspections or investigations. However, employees are not required to provide any such notice or cooperate with Express Scripts lawyers in any investigations which involve the National Labor Relations Board or a matter concerning their terms or conditions of employment.

### **Anti-Money-Laundering Laws**

Money laundering is the practice of engaging in financial transactions to conceal the origin of money that was illegally obtained. Express Scripts adheres to all anti-money laundering laws and regulations and will not conduct business with anyone involved in illegitimate activities.

### **International Transactions**

All payments for goods, services, fees and commissions must be made by check or draft, and under the terms of a written contract. No payment shall be made directly to an account maintained by an individual in a country other than where that individual lives or has a place of business. All payments shall be made in such a manner that public disclosure of the payments will not jeopardize Express Scripts' integrity or reputation.

Express Scripts' policy requires that all corporate entities comply with all applicable anti-boycott laws and regulations. A boycott is a refusal to deal commercially or otherwise with a country, firm or individual. All boycott requests are to be referred immediately to Legal. Examples of boycott language include:

- a. Blacklist
- b. Israel or Israeli or Jewish (except if the customer or supplier is Israeli)
- c. Boycott or boycott office or boycott laws or boycott certificate
- d. Comply with (the laws of boycotting country)
- e. A ship being eligible to enter a port of Country Y
- f. An insurance company having an agent in Country Y
- g. The goods are not made in Country X

### **Express Scripts Business Outside the U.S.**

For company business conducted outside the United States, you should check with the Compliance Department or Legal Department for guidance as to applicable law.

## **PROTECTING COMPANY INFORMATION AND ASSETS**

From proprietary information that enables us to compete successfully in the marketplace to personal information about employees, our company has confidential and sensitive information. Inappropriate disclosure of confidential or sensitive information could be damaging to the company or individuals, so it's important to be aware of confidentiality and privacy issues. Confidentiality rules are designed to protect the rights and privacy of individuals, as well as the interests of our company and clients.

# CODE OF *conduct*

## **Confidentiality**

As discussed earlier in the Identify Theft and HIPAA sections, you must be diligent in protecting patient information. The same holds true for other information considered confidential or sensitive by Express Scripts, as well as information covered by an appropriate confidentiality agreement.

Express Scripts employees have access to a wide range of confidential, sensitive and proprietary information that, if released improperly, could cause serious harm to individuals, our business associates and our company. Whether you're working at an Express Scripts facility or off-site, you have an obligation to protect confidential information from inappropriate disclosure. Information must be properly and securely stored when not in use. It also must be properly and securely disposed of when it is no longer needed.

## **Others' Proprietary Information**

It's important to protect the interests of other people and other companies. For that reason, you may not seek or obtain confidential or proprietary information that could provide an unfair competitive advantage to Express Scripts. You may not use publications, documents, computer programs, information or products that would harm or infringe upon the interests of a third party.

You may not:

- Improperly copy others' work, including articles, documents or computer programs, in violation of copyright laws and licensing agreements.
- Use confidential business information obtained from competitors that could provide an unfair competitive advantage to Express Scripts in violation of an agreement not to compete or a prior-employment agreement.

## **Insider Trading**

Many employees are Express Scripts shareholders and must comply with both federal securities laws and Express Scripts policy regarding stock trades.

You may not, for instance:

- Trade Express Scripts stock if you are in possession of material, nonpublic (inside) information.

- Share inside information with any person outside the company who could trade Express Scripts stock based on that information.

Express Scripts "Securities Trades by Company Personnel" policy also prohibits:

- Holding short positions in Express Scripts stock.
- Purchasing Express Scripts stock on margin.
- Trading in puts, calls, exchange-traded options or other derivatives relating to the stock of Express Scripts and other companies identified by the "Securities Trades by Company Personnel" policy.

You should not trade in the stock of any Express Scripts vendor, supplier or customer if you have access to material, nonpublic (inside) information about that company.

## **Protection of Assets**

As an Express Scripts employee, you are obligated to preserve and protect the company's assets by making sensible, effective use of its resources.

Failure to follow security rules and policies, or the misuse, destruction, damage or intentional circumvention of any part of a facility's security, safety, fire or life safety system may result in disciplinary action.

As a reminder:

1. All persons must display ID/access badges inside company facilities.
2. Except Security-issued ID/access badges, ID/access badges may not be loaned or transferred.
3. All visitors must register upon entering company facilities.

## **Information Security**

You're responsible for using Express Scripts' computer resources properly – especially with regard to information security – and you need to be thoroughly familiar with Express Scripts' Information







Security policies and procedures located on our Intranet site. These steps can go a long way in preventing unauthorized access:

1. Never share your logon information.
2. Lock your workstation when you step away.
3. Log off your workstation when you leave for the day.
4. Clear your workstation, waste can, printers and fax machines of sensitive information, such as PHI or company-sensitive information.

### **Accuracy, Retention and Disposal of Documents and Records**

When you work with documents and records, accuracy is essential for compliance with legal and regulatory requirements. In addition to your responsibility for the accuracy of materials, you're also responsible for their proper identification and timely retrieval, which ensures that records are available, as needed, to defend our business practices and actions for the remainder of the retention and record-keep requirements. No one may alter or falsify information on any record or document.

Express Scripts retains patients' personal, medical and health information, as well as our business documents, in compliance with legal, contractual and program requirements. Information and documentation may be in various formats – paper (letters and memos, for example), electronic (e-mails or computer files on disk or tape, for example) and other media.

Information about patients, the company or its business activities must be retained or destroyed in accordance with Express Scripts records and information retention policies. Never tamper with, remove or destroy Express Scripts information and documents except in accordance with company policy and applicable law.

If you have questions regarding records retention or management, contact Corporate Records Management.

### **Proprietary Information**

To a great extent, our success depends upon our information, ideas and intellectual property, so it's essential that we protect information about our competitive position, business strategies, operations, payments and pricing, and negotiations with employees or third parties. Such information should be shared only with those who need it to do their jobs.

If proprietary company information must be shared outside of Express Scripts, please contact Legal for guidance on protecting this information. A Resources List is available within the Compliance & Ethics section on our Intranet site.

The value of our intellectual property must be preserved by careful adherence to rights associated with various patents, trademarks, copyrights, trade secrets, rights of publicity and other intangible property. Any business-related intellectual property developed while employed by Express Scripts is the property of the company. To the extent rights to the developed intellectual property do not automatically vest with the company, you affirmatively assign such rights to the company.

### **Personal Use of Corporate Assets**

You may not take company assets, equipment, supplies, materials or services. These items are to be used to further the company's interests – not yours. Supervisors should not ask employees they supervise to handle personal matters for them. (More information is available under Employee Information Security Policies on our Intranet site – or see the Resources List within the Compliance & Ethics section on our Intranet site.)

**Q** *What's considered a record at Express Scripts?*

**A** Business Records are media neutral and defined in the Corporate Records Management Policy which includes the Records and Information Retention Schedule. The Corporate Records Management section on our Intranet has additional information to help you understand what a business record is.

# CODE OF *conduct*

## **Electronic Media**

All communications systems, as well as the data stored on these systems, are the property of Express Scripts. "Systems" means, by way of example, e-mail, Intranet, Internet access, instant messaging, voicemail and computer systems. Express Scripts reserves the right to retrieve and review all electronic data or information on its systems. So, if you put personal information on company systems – e-mail, for example – do not expect privacy concerning that information.

## **Communicating About Express Scripts**

Do not speak to reporters or others on behalf of Express Scripts. You risk providing incorrect information or revealing proprietary information. If you're asked for comments by a reporter or another person outside the company, refer the person to Corporate Communications.

(See the Resources List within the Compliance & Ethics section on our intranet site.)

We also understand that employees have social media accounts and may talk about their work experience. We actively monitor social media for news and comments about Express Scripts and engage with members, and others, who may reach out to us directly via social media or who may comment about the company. We ask that you not comment on social media on behalf of the Express Scripts, and please use good judgment if you comment on social media to those outside the company about the company or your work experiences at Express Scripts.

## **Internal Controls**

Express Scripts has established internal controls, standards and procedures to protect its assets and ensure their proper use, as well as to preserve the integrity of financial records and reports. You are responsible for complying with all required internal controls.

## **WORKPLACE QUALITY**

Maintaining a workplace that is safe, secure, fair and welcoming to all employees is essential to attract and retain an excellent workforce. We want a work environment that generates excitement

and stimulates employees to do their best work – as characterized by The *Express Way* values. Our goal is to fulfill our mission of making the use of prescription drugs safer and more affordable by creating a climate that fosters innovation, and offers opportunities for personal and professional growth.

## **Discrimination**

Express Scripts believes that fair, equitable treatment of employees, patients and all persons is critical to fulfilling our mission. For that reason, our policy is to:

- Enroll and serve patients without regard to race, color, religion, sex, ethnic origin, age, disability or any other classification protected under law.
- Recruit, train, promote, assign, transfer, lay off, recall or terminate employees based on the ability of the individual, as well as on achievement, experience and conduct, without regard to race, creed, color, religion, sex, national origin, nationality, ancestry, age, disability or status as a disabled veteran or veteran of the Vietnam era, pregnancy, affectional or sexual orientation, gender identity or expression, marital status, status with regard to public assistance, veteran status, citizenship or membership in any other legally protected class.

## **Harassment and Workplace Violence**

Express Scripts is committed to providing you with a safe, secure work environment, free from unlawful harassment.

- Incidents of workplace violence are strictly prohibited.
- Sexual harassment by employees or others, including vendors, salespeople, clients and visitors, is strictly prohibited.



**Q**

*If I go to the file room for a document and return to my desk right away, do I still need to lock my computer?*

**A**

Yes. Sensitive information can be compromised in only a few seconds.



- Express Scripts will not tolerate any other type of unlawful harassment, including harassment on the basis of diverse characteristics or cultural background.

### **Drug-Free Work Environment**

Part of a healthy, safe and productive work environment is freedom from substance and alcohol abuse. Accordingly, you may not possess, manufacture, distribute, sell or be under the influence of alcohol or illegal drugs while you are at an Express Scripts facility or conducting Express Scripts business off-site. Express Scripts conducts random and reasonable-suspicion drug testing of employees and management. A positive drug test may result in termination of employment.

### **Health and Safety**

Express Scripts depends on your personal commitment and alertness to help provide a safe and healthy work environment. Please be familiar with and comply with all Express Scripts safety and security rules and policies.

### **Labor Practices**

Express Scripts is committed to compliance with all applicable laws and regulations, including those concerning labor and employment.

### **Workplace Quality Questions or Concerns**

For questions or concerns about discrimination, harassment, workplace violence, drug policies, or health and safety, contact your local Human Resources representative.

## **THE CORPORATE COMPLIANCE PROGRAM**

The Corporate Compliance program reflects Express Scripts' firm commitment to uphold the highest standards of ethics and integrity – a commitment that runs throughout the company. The Board of Directors Compliance Committee oversees the program, and the Chief Compliance Officer guides day-to-day activities. A council composed of key senior management – called the Senior Leadership Compliance Council, is a standing resource to assist and advise the Chief Compliance Officer.

### **Compliance and Ethics Standards**

Express Scripts' Code of Conduct communicates the company's standards of business conduct through its compliance policies.

Employees are also required to follow the compliance policies. The compliance policies are available within the Compliance & Ethics section on our Intranet site.

### **Training and Education**

Training helps employees understand the regulations and policies that govern our business. You are required to complete annual compliance courses, and you may be required to take specialized training related to your job responsibilities. You will be notified if specialized training is required.

All new employees take the Code of Conduct and HIPAA training within 90 days of hire. Annual completion of the Code of Conduct course, which contains the annual Code of Conduct acknowledgement, is required of all employees as a condition of employment. If you don't complete the courses and acknowledge the Code of Conduct each year, you may be subject to disciplinary action, up to and including termination. You are also required to complete HIPAA training annually.

### **Reporting Violations**

You have an obligation to report known or suspected violations of the Code of Conduct or Express Scripts policies. Potential violations can be reported in several ways.

You may contact:

- Your supervisor or anyone in management in your department.
- Your local Human Resources Department.
- The Compliance Hotline at 888.422.0411 or [www.ethicspoint.com](http://www.ethicspoint.com) (both anonymous).
- The Chief Compliance Officer, any member of the Compliance Department or [compliancecontact@Express-Scripts.com](mailto:compliancecontact@Express-Scripts.com).
- The Legal Department.

Visit the Compliance & Ethics section on our intranet site for additional contact information.

### **Compliance Auditing and Monitoring**

The company aggressively audits and monitors compliance with the Code of Conduct and compliance policies. Monitoring is the joint responsibility of the Compliance Department, Legal and Internal Audit.

# CODE OF *conduct*

## **Investigation of Reports**

Express Scripts will investigate all reports of suspected violations promptly and confidentially. The Chief Compliance Officer or assigned designee will coordinate findings from the investigations and recommend appropriate corrective actions to management or the Board of Directors Compliance Committee. If asked to contribute to the investigation, you must fully cooperate.

## **Corrective Actions**

If an investigation shows that a violation of the Code of Conduct or company policies has occurred, Express Scripts will take corrective action. Depending on the infraction, consequences may include repaying inappropriately received funds, notifying governmental agencies, imposing disciplinary action and implementing systemic changes to avoid similar violations in the future.

## **Discipline**

Disciplinary action may be taken against employees who violate the Code of Conduct. The Chief Compliance Officer or assigned designee will assess the situation and recommend appropriate disciplinary action, as described within the Code of Conduct, with input from Human Resources, Legal and other senior management as determined appropriate by the Chief Compliance Officer.



## **RESOURCES**

Call the Compliance Hotline, or use the anonymous online report. The Code of Conduct is a summary of Compliance policies and procedures. A full list of compliance policies and procedures, forms and up-to-date contact information mentioned in the Code of Conduct is available to employees within the Compliance & Ethics section on our intranet site.



## EXPRESS SCRIPTS CODE OF ETHICS

Express Scripts Holding Company, its subsidiaries and affiliates (“Express Scripts”) are committed to conducting their business in compliance with the law and the highest ethical standards. As part of this commitment, Express Scripts requires compliance with this Code of Ethics (the “Code”) by all of its officers, directors and employees and the officers, directors and employees of its subsidiaries and affiliates. This Code is in addition to Express Scripts’ other corporate policies and procedures, including its Corporate Code of Conduct, Compliance Policies, company policies and procedures and the Human Resources Policy Manual.

Each individual covered by this Code will:

- Comply with applicable laws, rules, standards and regulations of federal, state, provincial and local governments, and other appropriate public or private regulatory, listing and standard-setting agencies.
  - Engage in honest and ethical conduct, including avoiding any actual or apparent conflicts of interest between his or her personal affairs and relationships and his or her professional responsibilities to Express Scripts, and promptly report to the General Counsel, the Chief Compliance Officer, or the Board or its Compliance Committee (or such other persons who may be identified in Express Scripts’ Code of Conduct) any material transaction or relationship that could be expected to give rise to an actual or apparent conflict of interest.
  - Promote full, fair, timely, accurate and understandable disclosure in the various documents that Express Scripts files with the SEC, and in any other public communications made by Express Scripts.
- Proactively promote ethical and honest behavior within Express Scripts and its subsidiaries and affiliates.
  - Promptly report any possible violation of this Code to Express Scripts’ Chief Compliance Officer or any of the other parties listed in Express Scripts’ Code of Conduct.

Any waiver of this Code for the directors, executive officers or senior financial officers of Express Scripts may only be made by the Board of Directors (the “Board”) and any amendment of this Code may only be made by the Board or an appropriate committee of the Board. All related party transactions must be approved by Express Scripts’ Audit Committee or another independent body of the Board. Any waiver of the Code for any director, executive officer or senior financial officer of Express Scripts, along with the reason for the waiver, will be promptly disclosed in accordance with applicable laws, rules and regulations.

Any individual violating this Code will be subject to discipline, up to and including termination of employment. There shall be no retaliation against any director, executive officer or employee for reporting questionable behavior under this Code.

This Code is intended to be Express Scripts’ Code of Ethics for Senior Financial Officers pursuant to the provisions of Section 406 of the Sarbanes-Oxley Act of 2002 and related rules of the U.S. Securities and Exchange Commission (the “SEC”), as well as its Code of Conduct required under Rule 5610 of the NASDAQ Listing Rules.

**Effective December 2015**