PURPOSE
To promote adherence and compliance with the CVS Caremark Compliance and Integrity Program, the CVS Caremark Code of Conduct, CVS Caremark policies and any applicable laws and regulations.

SCOPE
This policy applies to all CVS Caremark Agents and to members of the Board of Directors when acting in that capacity.

POLICY
1. All Agents covered by this policy and procedure are responsible for adhering to the requirements of the CVS Caremark Compliance and Integrity Program, CVS Caremark Code of Conduct, CVS Caremark policies and applicable laws and regulations.
2. In the event there is a failure to follow the CVS Caremark Compliance and Integrity Program, the CVS Caremark Code of Conduct, CVS Caremark policies and/or any applicable laws and regulations may result in disciplinary action up to and including termination.

DEFINITIONS (All defined words in this document are capitalized).
1. Agent: Any Employee or Contractor.
2. Caremark: Caremark Rx, L.L.C., and each of its pharmacy benefit management subsidiaries and affiliates.
3. Contractor: Any person who is not an Employee and who provides services to CVS Caremark pursuant to (a) an independent Contractor or consulting agreement between the person and CVS Caremark, or (b) the person’s employment by a third party, where the third party has an agreement with CVS Caremark to provide such services to CVS Caremark.
4. CVS Caremark: CVS Caremark Corporation and each of its subsidiaries and affiliates.
5. CVS Caremark Code of Conduct: A document that sets forth appropriate legal and ethical behavior which Agents must follow. In addition members of the Board of Directors, when acting in that capacity, must follow.
6. CVS Caremark Summary Code of Conduct: This document is designed for CVS Retail Agents and sets a summary of appropriate legal and ethical behavior which CVS Retail Agents must follow. The CVS Caremark Summary Code of Conduct highlights the key elements of the CVS Caremark Code of Conduct as defined above. The CVS Caremark Summary Code of Conduct is applicable to CVS Retail Agents only.
7. CVS Retail Agents: Agents that work in a CVS retail pharmacy. For purpose of this procedure, this definition shall include Agents who work in retail stores only and do not work in the pharmacy area. These Agents do not furnish pharmaceutical items or services to
Federal health care program beneficiaries or those who prepare or submit claims for pharmaceutical items or services to Federal health care programs.

8. **Employee:** Any full-time, part-time, temporary, or casual Employee of CVS Caremark, including interns and externs employed by CVS Caremark.

9. **Leadership:** Agents with management responsibilities for making strategic business decisions and providing direction in alignment with the CVS Caremark vision, mission and values, and strategic goals and objectives.

10. **Plan Member:** A person whose prescription drug benefit is administered by CVS Caremark.

11. **Retaliation:** The taking of any unfavorable job or employment action against an Agent because the Agent complied with this policy.

**PROCEDURES**

1. **Compliance Committee:** The Compliance Committee shall consist of the Chief Compliance Officer and other members of senior management as necessary and appropriate. The Chief Compliance Officer shall chair the Compliance Committee and the committee shall support the Chief Compliance Officer in fulfilling her responsibilities. Additionally, the Chief Compliance Officer or her designee(s) participates in or chairs various compliance-related meetings and/or committees as necessary as part of CVS Caremark Compliance and Integrity Program oversight. Committees include but are not limited to Compliance Operations and Medicare Part D Compliance.

2. **Leadership Responsibility:** Leadership is responsible for making strategic decisions that align with the CVS Caremark values, its ethical standards and with the CVS Caremark Code of Conduct. Leadership must be knowledgeable about the requirements of the CVS Caremark Compliance and Integrity Program, CVS Caremark Code of Conduct, CVS Caremark policies and/or any applicable laws and regulations within their area of responsibility.

   a. Leadership, with or without direct reports, will be responsible for promoting adherence to the CVS Caremark Compliance and Integrity Program by:

      i. Being knowledgeable about and understanding the application of CVS Caremark’s corporate values, ethical standards and legal obligations as they relate to his/her responsibilities as a leader.

      ii. Complying with any laws, regulations, or CVS Caremark policies that govern practices in a functional area of responsibility.

      iii. Personally committing to attending required Integrity Training and reading the CVS Caremark Code of Conduct or the CVS Caremark Summary Code of Conduct, as applicable.

      iv. Cooperating with internal investigations conducted by Compliance and Integrity, Internal Audit Services, Security or any other department.

      v. Reporting in good faith anything that violates or may violate the CVS Caremark Code of Conduct or other CVS Caremark business principles, ethical standards and legal obligations.

   b. Additional responsibilities for Leadership with direct reports will include:

      i. Actively promoting and ensuring all Employees under his/her supervision read the CVS Caremark Code of Conduct, attends required Integrity Training, and completes the required certification and documentation of these activities. All Employees must participate in required Integrity Training Program and any other related training as directed by the Chief Compliance Officer and/or Leadership.
ii. Ensuring any newly hired Employee under his/her supervision attends Integrity Training and reads the CVS Caremark Code of Conduct within 30 days of hire and understands their obligation under the CVS Caremark Compliance and Integrity Program.

iii. Ensuring that all Contractors retained for 160 or more hours during a calendar year and involved with providing Plan Member care items or services, billing or coding functions, or marketing of items or services reimbursable by Federal health care programs participate in required Integrity Training Program and any other related training as directed by the Chief Compliance Officer and/or Leadership.

iv. Informing all direct reports that compliance with the laws and regulations that govern their jobs, as well as the ethical and legal obligations of CVS Caremark, is a condition of their employment. Failure to comply with the standards and practices set forth in the CVS Caremark Compliance and Integrity Program and the laws that govern CVS Caremark businesses may result in appropriate disciplinary action up to and including termination.

3. **Agent Responsibilities:**
   a. As part of the CVS Caremark Compliance and Integrity Program, all Agents are required to participate in the Integrity Training as part of the new hire process within 30 days of hire. Each Agent is also required to participate in Compliance and Integrity Training Program and any other related training as directed by the Chief Compliance Officer and/or Leadership.
   b. Each Agent is required to read the CVS Caremark Code of Conduct or CVS Caremark Summary Code of Conduct as applicable.
   c. Each Agent signs or electronically acknowledges the Caremark Integrity Training Individual Certification form.
   d. Each Agent is obligated by this policy and the CVS Caremark Code of Conduct to promptly report possible violations of laws, regulations, policies or the CVS Caremark Code of Conduct, even if not personally involved. Possible violations should be reported to:
      i. The attention of their supervisor, or
      ii. CVS Caremark’s Chief Compliance Officer, or
      iii. Contact the CVS Caremark Ethics Line at 1-877-CVS-2040.
   e. As applicable, certain Agents are required to receive training on the Anti-Kickback Statute and Stark Law as these laws are appropriate to job duties.
   f. Cooperate with internal investigations conducted by Compliance and Integrity, Internal Audit Services, Security or any other department.
   g. To comply with the laws and regulations that governs their jobs, as well as the ethical and legal obligations of CVS Caremark. Failure to comply with the standards and practices set forth in the CVS Caremark Compliance and Integrity Program and the laws that govern CVS Caremark businesses may result in appropriate disciplinary action up to and including termination.

4. **No Retaliation Policy:**
   a. CVS Caremark prohibits Retaliation against someone for raising a legal or ethical concern in good faith or cooperating with an investigation. Neither the company nor any of its Agents will engage in Retaliation against any Agent for reporting in good faith a
possible violation or participating in the investigation or an alleged violation. Any Agent engaging in Retaliation is subject to disciplinary action up to and including termination.

WORK INSTRUCTIONS
Not applicable

REVIEW AND REVISION HISTORY

<table>
<thead>
<tr>
<th>Date</th>
<th>Revision No.</th>
<th>Reason for Change</th>
<th>Sections Affected</th>
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<tr>
<td>7/1/03</td>
<td>1.0</td>
<td>Non-Retaliation/Non-Retribution Policy</td>
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<tr>
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<tr>
<td>1/6/06</td>
<td>3.0</td>
<td>Update responsibility areas of Non-Retaliation/Non-Retribution Policy. Historical ID: CMX-0007</td>
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<tr>
<td>9/4/08</td>
<td>4.0</td>
<td>Revised to encompass CVS Caremark enterprise.</td>
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<td>3/12/10</td>
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<td>Annual Review, no changes made.</td>
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<tr>
<td>6/10/10</td>
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<td>Minor edits to Procedure 2. b. i &amp; iii, added Plan Member verbiage/definition</td>
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