

ST. LOUIS, Aug 30, 2002 (BUSINESS WIRE) -- Centene Corporation (Nasdaq:CNTE) today announced that its Board of Directors adopted a Shareholder Rights Plan. All Centene shareholders of record as of September 10, 2002 will receive rights to purchase shares of a new series of preferred stock of Centene.

The Rights are not being distributed in response to any current effort to acquire control of Centene. The Shareholders Rights Plan is designed to ensure that all Centene shareholders receive fair and equal treatment in the event of such an effort to acquire control of Centene. The Rights Plan includes safeguards against tender offers, squeeze-out mergers and other abusive takeover tactics that limit the ability of all shareholders to realize the long-term value of their investment in Centene. The Rights do not prevent a takeover, but should encourage any person or entity seeking to acquire Centene to negotiate with the Board of Directors prior to attempting a takeover.

Under the Rights Plan, the Board of Directors declared a dividend distribution of one Preferred Share Purchase Right on each outstanding share of common stock of Centene. Initially, each Right will automatically trade with the underlying common stock and will not be exercisable or transferable.

Subject to limited exceptions, the Rights will become exercisable if a person or entity commences a tender offer for 15 percent or more of the outstanding common stock of Centene. Each Right may then be exercised for \$170.00 in exchange for one one-thousandth of a share of the newly created preferred stock of Centene.

The Rights may also become exercisable if a person or entity acquires 15 percent or more of the outstanding common stock of Centene. Each Right, other than those owned by the acquiring entity, would permit the holder to purchase shares of Centene's common stock having a market value of two times the \$170.00 exercise price of the Right.

Similarly, if Centene is involved in a merger or other transaction with another company in which Centene is not the surviving corporation, or transfers more than 50 percent of its assets to another company, each Right, other than those owned by the acquiring entity, would permit the holder to purchase shares of the acquiring company's common stock having a market value of two times the \$170.00 exercise price of the Right.

Centene's Board of Directors may redeem the Rights for \$0.001 per Right at anytime up to ten business days after a person or entity has acquired 15 percent or more of the outstanding common stock of Centene. Unless the Rights are exercised or redeemed earlier, they will expire on August 30, 2012.

Centene provides managed care programs and related services to individuals receiving benefits under Medicaid, including Supplemental Security Income (SSI), and the State Children's Health Insurance Program (CHIP). The company operates health plans in Wisconsin, Indiana and Texas.

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