

# Wells Fargo 10<sup>th</sup> Annual Healthcare Conference- Boston

*September 9-10, 2015*

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# Safe Harbor Statement



## Cautionary Statement Regarding Forward-Looking Statements

This document contains certain forward-looking statements with respect to the financial condition, results of operations and business of Centene, Health Net and the combined businesses of Centene and Health Net and certain plans and objectives of Centene and Health Net with respect thereto, including the expected benefits of the proposed merger. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as “anticipate”, “target”, “expect”, “estimate”, “intend”, “plan”, “goal”, “believe”, “hope”, “aim”, “continue”, “will”, “may”, “would”, “could” or “should” or other words of similar meaning or the negative thereof. There are several factors which could cause actual plans and results to differ materially from those expressed or implied in forward-looking statements. Such factors include, but are not limited to, the expected closing date of the transaction; the possibility that the expected synergies and value creation from the proposed merger will not be realized, or will not be realized within the expected time period; the risk that the businesses will not be integrated successfully; disruption from the merger making it more difficult to maintain business and operational relationships; the risk that unexpected costs will be incurred; changes in economic conditions, political conditions, changes in federal or state laws or regulations, including the Patient Protection and Affordable Care Act and the Health Care Education Affordability Reconciliation Act and any regulations enacted thereunder, provider and state contract changes, the outcome of pending legal or regulatory proceedings, reduction in provider payments by governmental payors, the expiration of Centene’s or Health Net’s Medicare or Medicaid managed care contracts by federal or state governments and tax matters; the possibility that the merger does not close, including, but not limited to, due to the failure to satisfy the closing conditions, including the receipt of approval of both Centene’s stockholders and Health Net’s stockholders; the risk that financing for the transaction may not be available on favorable terms; and risks and uncertainties discussed in the reports that Centene and Health Net have filed with the Securities and Exchange Commission (the “SEC”). These forward-looking statements reflect Centene’s and Health Net’s current views with respect to future events and are based on numerous assumptions and assessments made by Centene and Health Net in light of their experience and perception of historical trends, current conditions, business strategies, operating environments, future developments and other factors they believe appropriate. By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that will occur in the future. The factors described in the context of such forward-looking statements in this announcement could cause Centene’s and Health Net’s plans with respect to the proposed merger, actual results, performance or achievements, industry results and developments to differ materially from those expressed in or implied by such forward-looking statements. Although it is believed that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct and persons reading this announcement are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as of the date of this announcement. Neither Centene nor Health Net assumes any obligation to update the information contained in this announcement (whether as a result of new information, future events or otherwise), except as required by applicable law. These risks, as well as other risks associated with the merger, are more fully discussed in the preliminary joint proxy statement/prospectus, as it may be amended, that is included in the Registration Statement on Form S-4 that has been filed with the SEC on August 18, 2015 in connection with the merger. A further list and description of risks and uncertainties can be found in Centene’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014 and in its reports on Form 10-Q and Form 8-K as well as in Health Net’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014 and in its reports on Form 10-Q and Form 8-K.

# Safe Harbor Statement

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## **Additional Information and Where to Find It**

The proposed merger transaction involving Centene and Health Net will be submitted to the respective stockholders of Centene and Health Net for their consideration. In connection with the proposed merger, Centene prepared a registration statement on Form S-4 that included a preliminary joint proxy statement/prospectus for the stockholders of Centene and Health Net filed with the SEC on August 18, 2015. At the appropriate time, each of Centene and Health Net will mail the definitive joint proxy statement/prospectus to their respective stockholders and file other documents regarding the merger with the SEC. These materials are not yet final and will be amended. Centene and Health Net urge investors and stockholders to read the definitive joint proxy statement/prospectus when it becomes available, as well as other documents filed with the SEC, because they will contain important information. Investors and security holders may receive the registration statement containing the joint proxy statement/prospectus and other documents free of charge at the SEC's web site, <http://www.sec.gov>. These documents can also be obtained (when they are available) free of charge from Centene upon written request to the Investor Relations Department, Centene Plaza 7700 Forsyth Blvd. St. Louis, MO 63105, (314) 725-4477 or from Centene's website, <http://www.centene.com/investors/>, or from Health Net upon written request to the Investor Relations Department, Health Net, Inc. 21650 Oxnard Street Woodland Hills, CA 91367, (800) 291-6911, or from Health Net's website, [www.healthnet.com/InvestorRelations](http://www.healthnet.com/InvestorRelations).

## **Participants in Solicitation**

Centene, Health Net and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from the respective stockholders of Centene and Health Net in favor of the merger. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective stockholders of Centene and Health Net in connection with the proposed merger is set forth in the preliminary joint proxy statement/prospectus filed with the SEC on August 18, 2015. You can find information about Centene's executive officers and directors in its definitive proxy statement for its 2015 Annual Meeting of Stockholders, which was filed with the SEC on March 16, 2015. You can find information about Health Net's executive officers and directors in its definitive proxy statement for its 2015 Annual Meeting of Stockholders, which was filed with the SEC on March 26, 2015. You can obtain free copies of these documents from Centene and Health Net using the contact information above.

## **No Offer or Solicitation**

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and otherwise in accordance with applicable law.

# Earnings Guidance Policy

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Our Company's policy is, "that the Company undertakes no obligation to update its earnings guidance, other than as part of its quarterly or yearly earnings disclosure, and that silence on guidance by the Company or Company officials should not be interpreted that guidance has or has not changed. In any event, no updated guidance would ever be given that is not previously or simultaneously disclosed in an SEC filing or other broad non-exclusionary means."

"Further, it is Company policy to generally not hold discussions with investors commencing two weeks prior to earnings release."

# Enhanced Capabilities for Delivering High Quality, Affordable Healthcare

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**CENTENE**<sup>®</sup>  
Corporation



1. Growth in 2017 and beyond
2. Critical mass
3. Increased capabilities
4. Pro Forma 2015E Premium & Service Revenue of \$37B
5. Pro Forma 2015E Adj. EBITDA in excess of \$1.5B

# Enhanced Capabilities for Delivering High Quality, Affordable Healthcare



+



Health Net®

=

- **Health Net adds over 6M members\* & Key Capabilities in Growth Products**
  - **1.8M Medicaid members\***
    - Provides deeper penetration in California—the largest Medicaid state with 12 million beneficiaries
  - **Nearly 270K Medicare Advantage members\* in CA, AZ, OR & WA**
    - Provides a 4 Star Medicare Advantage capability
    - Over 65% of Medicare beneficiaries are at or below 400% of the FPL
    - Opportunity to leverage HNT's MA platform across CNC states
  - **Nearly 290K Exchange members\***
    - Complimentary Exchange approach—focused on targeted “low-income” populations
  - **27K Dual Demonstration members\***
  - **122K Prison Health Eligibles\***
  - **Other Government Contracts Business:**
    - **2.8M TRICARE members\***
    - **Approximately 5M VA eligibles\***
    - **Government Contracts revenues of at least \$600M expected for FY2015**
  - **Opportunity for increased specialty company growth**

# Key Transaction Terms

## Purchase Price

- \$28.25 in cash plus 0.622 shares of Centene
- Implies \$78.57 per Health Net share based on July 1<sup>st</sup> close
- Total transaction value of \$6.8B, including assumption of Health Net debt

## Ownership

- Centene shareholders to own ~71% of Company and Health Net shareholders to own ~29% of Company

## Financing

- Financing commitment of \$2.7B
- Pro forma debt to capital ratio of ~40%
- Permanent financing to consist primarily of senior notes

## Projected Financial Impact

- Greater than 10% accretive to GAAP EPS in first full year
- Greater than 20% accretive to Adjusted EPS in first full year
- Pre tax synergies of \$150M by the end of year 2; half in year 1 (On top of Cognizant Savings)

## Path to Closing

- Expect to close in early 2016
- Health Net and Centene shareholder approval
- Granted early termination of the waiting period required under Hart-Scott-Rodino
- Customary State approvals—including “change of control” approvals from State insurance and health regulators in Arizona, California, and Oregon

# Cost Synergy Opportunities

- Core G&A Efficiencies
- Specialty Company Integration
- Medical Costs
- Technology Platform



**\$150M**  
in Year 2

On Top of Cognizant Savings

Savings Are Incremental to Growth Opportunity

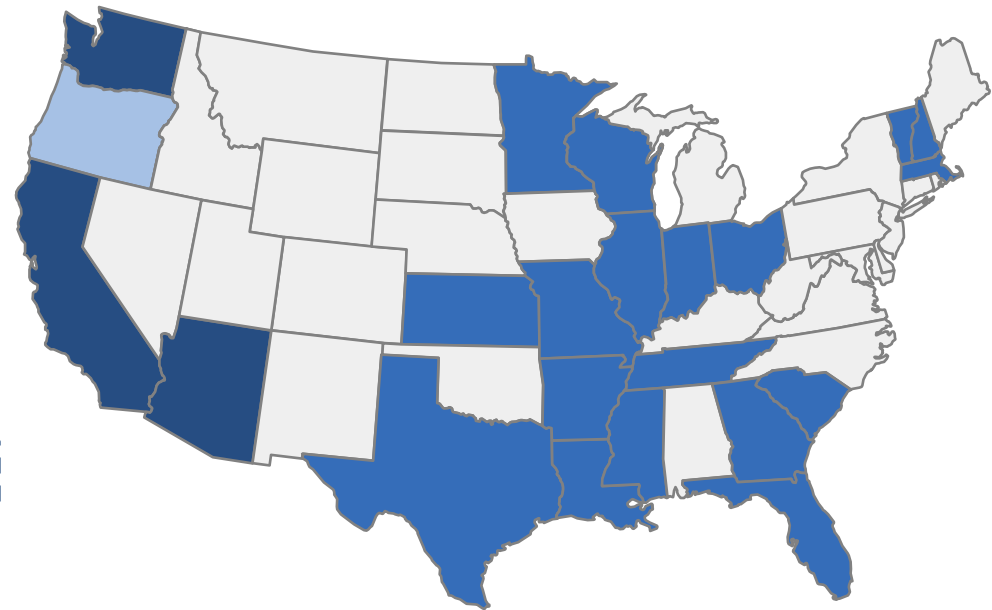


# Critical Mass: Leader in High Quality Affordable Plans



## Pro Forma Membership as of 6/30/15

Medicaid:	6.0 million
Specialty / Government:	3.1 million
Commercial / Exchanges:	1.3 million
Medicare:	280,000
Duals:	50,000
<b>Total</b>	<b>10.7 million</b>



 Centene  Health Net  Common States

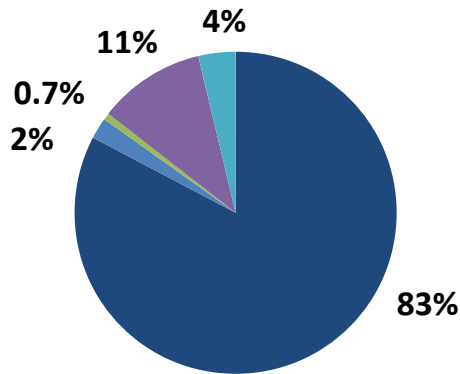
Note: Map excludes Health Net's TRICARE North Region membership

# Diversifying and Setting the Stage for 2016 and Beyond

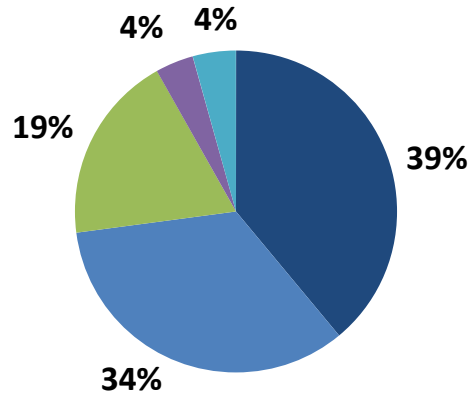
**CENTENE**<sup>®</sup>  
Corporation

**H<sup>n</sup>**  
Health Net<sup>®</sup>

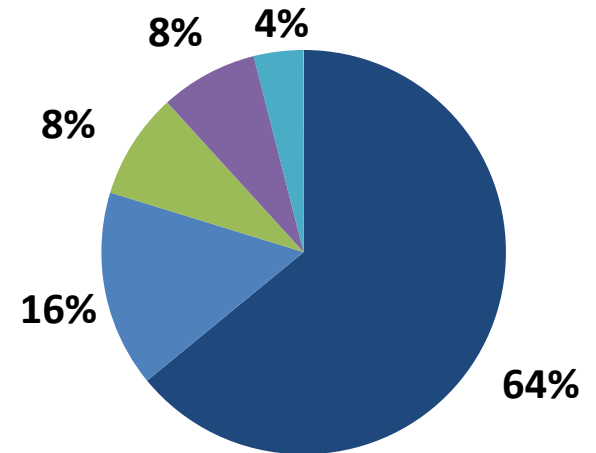
**CENTENE**<sup>®</sup> + **H<sup>n</sup>**  
Corporation + Health Net<sup>®</sup>



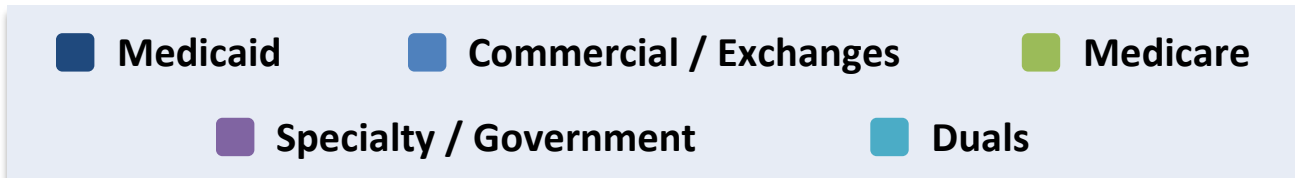
**2015E Revenue:**  
**\$21 billion**



**2015E Revenue:**  
**\$16 billion**



**2015E Pro Forma Revenue:**  
**\$37 billion**



Note: Estimate of revenue represents Premium and Service revenue and excludes health insurer fee revenue, premium taxes and investment income

# Significant and Real Growth Opportunities



**Leader in Medicaid**

**Increased Medicare Advantage Presence**

**Enhanced Opportunity for Targeted Exchange Populations**

**Additional Government Health Programs**

**Leverage Specialty Platform**

**Introduces Commercial Group Business**



**National Presence Leadership Position**

**4 Star Plans Centene States**

**Leader in Quality Affordable Plans Value Based Networks**

**VA TRICARE**

**Depth and Breadth of Integrated Specialty Products**

**Harnesses strong distribution channels Provides opportunities on private exchanges**

# Increased Addressable Segments by Product

**Medicaid  
& CHIP**

**\$612B**

**Medicare**

**\$689B**

**Health Insurance  
Marketplace**

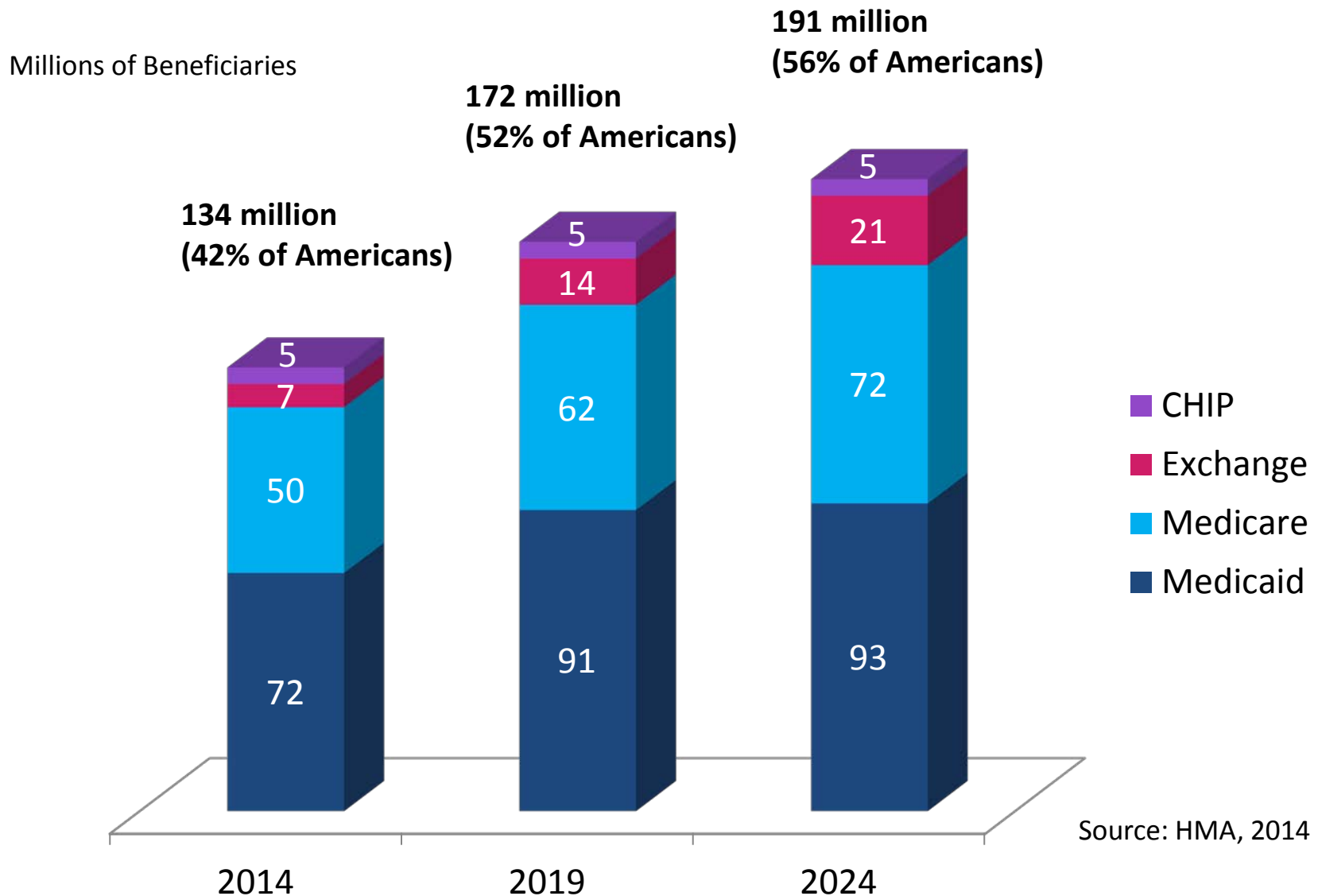
**\$104B**

**Correctional  
Healthcare**

**\$9B**

**\$1.4  
trillion**

# US Health Care – Public Financing



# Current Pipeline

Medicaid  
& CHIP

Health Insurance  
Marketplace

Medicare  
(Duals)

Correctional  
Healthcare

Opportunity for Deeper Penetration in Segment

**CENTENE**<sup>®</sup>  
Corporation

**H<sup>n</sup>** Health Net

**\$140 billion**

*(Note: this figure does not include additional Medicare Advantage in CNC States)*

# Centene Has Delivered Growth Since 2008



## HEALTHCARE COVERAGE SOLUTIONS

<i>Government Solutions</i>	AZ	FL	GA	IN	OH	SC	TX	WI
Low-Income Medicaid	•	•	•	•	•	•	•	•
CHIP	•		•	•	•	•	•	•
ABD (non duals)	•	•			•	•	•	•
ABD (dual-eligible) or Dual Demonstrations	•	•					•	•
Long-Term Services and Supports	•						•	
Foster Care							•	
Medicare Special Needs Plan	•				•		•	•
<i>Specialty Health Solutions</i>								
Pharmacy Benefits	•	•	•		•	•	•	
Behavioral & Specialty Therapies	•	•	•	•	•	•	•	•
Life & Health Management	•	•	•	•	•	•	•	•
Managed Vision	•	•	•	•	•	•	•	•
Telehealth	•	•	•	•	•	•	•	•

8 States

70 Solutions

# Combination Creates Increased Product Diversity Across a Broader Footprint (Pro Forma 2015)



<b>Government Solutions</b>	AZ	AR	CA	FL	GA	IL	IN	KS	LA	MA	MI	MN	MS	MO	NH	OH	OR	SC	TN	TX	VT	WA	WI
TANF	•		•	•	•	•	•	•	•				•	•	•	•	•	•		•		•	•
Medicaid Expansion	•	•	•			•			•						•	•	•					•	
CHIP	•		•	•	•		•	•	•				•	•	•	•	•	•			•		•
ABD (non-duals)	•		•	•		•	•	•	•				•		•	•	•	•			•		•
ABD (Medicaid only dual-eligibles)	•		•	•				•							•		•				•		•
Dual Demonstrations			•			•					•					•		•			•		
Intellectually/Developmentally Disabled						•		•							•								
Long-Term Services and Supports	•			•		•		•			•				•	•		•			•		
Foster Care			•	•				•	•				•	•	•						•		•
Medicare Advantage	•		•														•					•	
Medicare Special Needs Plan	•			•	•						•					•	•				•		•
Health Insurance Marketplace	•	•	•	•	•	•	•			•			•			•	•				•		•
Correctional Healthcare			•							•		•							•		•		
<b>Specialty Health Solutions</b>																							
Pharmacy Benefits	•	•	•	•	•	•	•	•	•	•	•		•		•	•		•			•		•
Behavioral & Specialty Therapies	•	•	•	•	•	•	•	•	•	•	•		•	•	•	•		•			•		•
Life & Health Management	•	•	•	•	•	•	•	•	•	•	•	•	•	•	•	•		•	•	•	•	•	•
Primary Care Solutions for Complex Populations				•			•	•						•		•					•		•
Managed Vision	•	•	•	•	•	•	•	•	•	•	•		•	•	•	•		•			•		•
Dental Benefits <sup>1</sup>	•	•		•	•	•		•		•	•		•	•		•					•		•
Telehealth (Nurse Triage and Education Line)	•	•	•	•	•	•	•	•	•	•	•		•	•	•	•		•			•		•

<sup>1</sup> Centene is in process of transitioning dental services from external vendors to our new dental benefit management subsidiary.

Note: Does not include HNT's Group Commercial and TRICARE lines of business.

23 States

237 Solutions



# Enhanced Capabilities for Delivering High Quality, Affordable Healthcare



## Scale in Government Programs

- Leading position in Government programs: Medicaid, Medicare, VA and TRICARE
- PF 2015E Premium & Service Revenue of \$37B and Adj. EBITDA in excess of \$1.5B
- Opportunity to leverage specialty programs

## Increased Capabilities

- Provides scale and expertise in Medicare
- Strong quality position with 4 Star plan
- Innovative capabilities for value based Exchange & consumer products

## Platform for Expanded Growth

- Significant growth opportunity in Medicare, Exchanges & other Gov't programs
- Leadership in CA, FL and TX
- Expanded growth pipeline

## Compelling Financial Profile

- In first year, GAAP EPS accretion of >10% and Adjusted EPS accretion > 20%
- Prudent capital structure with debt to capital of ~40%

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