MAGELLAN HEALTH, INC.

Related Person Transaction Policy Adopted February 22, 2007, Updated August 18, 2015

This Related Person Transaction Policy ("Policy") has been adopted by the Board of Directors ("Board") of Magellan Health, Inc. ("Company") and the purpose of which is to address the reporting, review and approval or ratification of transactions with related persons. The Company recognizes that related person transactions (as referred to below) can involve potential or actual conflicts of interest and pose the risk that they may be, or be perceived to have been, based on considerations other than the Company's best interests. Accordingly, as a general matter, the Company seeks to avoid such transactions. However, the Company recognizes that in some circumstances transactions between related persons and the Company may be incidental to the normal course of business or provide an opportunity that it is in the best interests of the Company to pursue or that is not inconsistent with the best interests of the Company and where it is not efficient to pursue an alternative transaction. This Policy therefore is not designed to prohibit related person transactions; rather, it is to provide for timely internal reporting of such transactions and appropriate review, oversight and public disclosure of them.

This Policy supplements the provisions of the Company's Code of Ethics for Covered Officers, Code of Ethics for Directors and Compliance Code of Conduct concerning potential conflict of interest situations. With respect to persons and transactions subject to this Policy, the procedures for reporting, review, oversight and public disclosure of this Policy shall apply. With respect to all other potential conflict of interest situations, the provisions of the Company's Code of Ethics for Covered Officers, Code of Ethics for Directors and Compliance Code of Conduct shall continue to apply.

I. PERSONS COVERED BY THIS POLICY

This Policy applies to the following persons (each a "Related Person" and, collectively, "Related Persons"):

- each director and executive officer of the Company;
- any nominee for election as a director of the Company;
- any security holder who is known to the Company to own of record or beneficially more than five percent of any class of the Company's voting securities; and
- any immediate family member of any of the foregoing persons.

A person who served as a director or executive officer of the Company, or was a nominee for election as a director or a more than five percent beneficial owner of any class of the Company's voting securities, at any time during a fiscal year shall be considered subject to this policy, even if the person has ceased to have such status during the year.

"Executive officer" is defined to mean the principal executive and financial officers of the Company, any vice president in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy making function, or any other person who performs similar policy making functions for the Company. Executive officers of subsidiaries may be deemed executive officers of the Company if they perform such policy making functions for the Company.

An "immediate family member" includes the spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and any person (other than a tenant or employee) sharing the household of a director, executive officer, director nominee or greater than five percent beneficial owner of voting securities.

A transaction participated in by the Company with a company or other entity that employs a Related Person or is controlled by a Related Person, or in which a Related Person has an ownership or financial interest material to such Related Person, shall be considered a transaction with a Related Person for purposes of this policy.

II. TRANSACTIONS AND ARRANGEMENTS COVERED BY THIS POLICY

For purposes of this Policy, "related person transaction" means a transaction or arrangement or series of transactions or arrangements in which the Company participates (whether or not the Company is a party) and a Related Person has a direct or indirect interest material to such Related Person. A transaction in which any subsidiary of the Company or any other company controlled by the Company participates shall be considered a transaction in which the Company participates.

A Related Person's interest in a transaction or arrangement should be presumed material to such person unless it is clearly incidental in nature or has been determined in accordance with this policy to be immaterial in nature such that further review is not warranted. A charitable contribution or pledge to an organization that is considered a Related Person shall be considered a related person transaction, other than one made pursuant to an established policy for the Company to match contributions made by directors or executive officers. An amendment to an arrangement that is considered a related person transaction (even though such arrangement has been reviewed under this Policy) shall, unless clearly incidental in nature, be considered a separate related person transaction.

Examples of related person transactions generally include sales, purchases or other transfers of real or personal property, use of property and equipment by lease or otherwise, services received or furnished and the borrowing and lending of funds, as well as guarantees of loans or other undertakings and the employment by the Company of an immediate family member of a Related Person or a change in the terms or conditions of employment of such an individual that is material to such individual. However, the following transactions or arrangements are not considered related person transactions for purposes of this Policy, given their nature, size and/or degree of significance to the Company:

- use of property, equipment or other assets owned or provided by the Company, including aircraft, vehicles, housing and computer or telephonic equipment, by a Related Person primarily for Company business purposes, if such use is subject to other policies of the Company regarding such use;
- reimbursement of business expenses incurred by a director or executive officer of the Company in the performance of his or her duties and approved for reimbursement by the Company in accordance with the Company's customary or published policies and practices;
- compensation arrangements for non-employee directors for their services as such that have been approved by the Board or a committee thereof; and
- compensation arrangements, including base pay and bonuses (whether in the form of cash or equity awards), for employees or consultants (other than a director or nominee for election as a director) for their services as such that have been approved by the Company's Management

Compensation Committee and employee benefits regularly provided under plans and programs generally available to employees; however, personal benefits from the use of Company- owned or -provided assets not used primarily for Company business purposes ("perquisites"), are considered related person transactions.

Subject to the provisions below for ongoing review of recurrent or continuing transactions or arrangements, a transaction or arrangement that has been approved in accordance with this Policy need not thereafter be treated as a related person transaction for purposes of the internal reporting and approval requirements of this Policy.

III. TRANSACTIONS TO BE REPORTED TO THE COMMITTEE

Except as otherwise provided in this Policy (including any delegation of review and approval authority), any (i) director, nominee for election as a director or executive officer who intends to enter into a related person transaction shall disclose that intention and all material facts with respect to such transaction to the Audit Committee of the Board (the "Committee") and (ii) any officer or employee of the Company who intends to cause the Company to enter into any related person transaction shall disclose that intention and all material facts with respect to the transaction to his or her superior, who shall be responsible for seeing that such information is reported to the Committee. Any such person proposing a related person transaction shall provide the information set forth below, in addition to any other information which is material under the circumstances to a review of the transaction. If a member of the Committee has an interest in a related person transaction and, after such Committee member excusing himself or herself from consideration of the transaction there would be fewer than two members of the Committee available to review the transaction and who do approve the transaction, the transaction shall instead be reviewed by an ad hoc committee of at least two independent directors designated by the Board (which shall be considered "the Committee" for purposes of this Policy).

The following information must be provided to the Committee:

- Details about the Related Person's interest in the transaction or arrangement
- A description of all individuals who have an interest (or perceived interest) in the proposed transaction or arrangement
- A description of the connection between the Company individual participating or deemed to participate in the transaction or arrangement and the proposed counter-party to the transaction or arrangement, including by way of equity interest, family relationship or otherwise, providing relevant details
- If the Company individual participating or deemed to participate in the transaction or arrangement is a board member of an entity counter-party, details of the compensation of such individual
- If the related person transaction represents a vendor relationship, details as to who was involved in the process of selecting and negotiating with the vendor and how the process occurred

- The business justification for the related person transaction, including comparative prices offered by competitors, comparative contract terms and the degree of competition prevailing in the relevant market
- A description of the relative percentage that the related person transaction represents to the business of both the Company and the counter-party

To assist the Company's officers and employees in identifying related person transactions, the Company's General Counsel shall maintain a listing of persons who are known to be five percent or greater beneficial owners of any class of voting security of the Company and, based on information available to it from questionnaires provided to it upon his or her appointment and at least annually thereafter, and other information provided by the Company's directors and executive officers and from other available sources of information, a listing of companies or other entities that employ a Related Person or are controlled by a Related Person, or in which a Related Person has an ownership or financial interest material to such Related Person, any relationships which a director, nominee or executive officer may have with a five percent or greater beneficial owner of any class of voting securities of the Company and of the members of the immediate family of a Related Person who might reasonably be expected to enter into a related person transaction with the Company.

IV. REVIEW, APPROVAL AND RATIFICATION BY THE COMMITTEE

The Committee will review all related person transactions and approve such transactions in advance of such transaction being given effect. Subject to the foregoing provision for the appointment of an ad hoc committee of the Board to act as the Committee, if a member of the Committee is involved in the transaction, the vote of such individual shall not be counted in determining whether the related person transaction is approved or ratified by the Committee; however, such person may be counted in determining the presence of a quorum at a meeting of the Committee acting on the transaction. Subject to the foregoing provision for the appointment of an ad hoc committee of the Board to act as the Committee, in the event the vote of the remaining members of the Committee is insufficient to constitute an act of the Committee, approval or ratification shall be by unanimous vote of the independent directors excluding any independent director who is involved in the transaction. At the discretion of the Committee, consideration of a related person transaction may be submitted to the Board.

The Committee shall have the authority to (i) determine categories of related person transactions that are immaterial and not required to be individually reported to, reviewed by, and/or approved or ratified by the Committee and (ii) approve in advance categories of related person transactions that (unless the Committee determines otherwise in a particular instance) need not be individually reported to, reviewed by, and/or approved or ratified by the Committee but may instead be reported to and reviewed by the Committee collectively on a periodic basis, which shall be at least annually, and shall not require ratification by the Committee.

In the event the Company in error enters into a related person transaction that requires pre-approval by the Committee, such transaction shall promptly upon discovery of such error be presented to the Committee (or its delegate) for its review and the Committee shall consider, and make a recommendation to management and/or the Board, as appropriate, whether rescission or

any modification of the transaction is appropriate and any disciplinary action or changes in the Company's controls and procedures that should be undertaken in connection with such error.

Annually, the Committee shall review any previously approved or ratified related person transaction that is continuing and determine based on the then existing facts and circumstances, including the Company's existing contractual or other obligations, if it is in the best interests of the Company to continue, modify or terminate the transaction.

V. DELEGATION

The Committee may delegate its authority to review, approve or ratify specified related person transactions or categories of related person transactions, other than a transaction involving a member of the Committee, to the chairman of the Committee where the Committee determines that such action is warranted between scheduled Committee meetings. Any determinations made by such Committee chairman pursuant to such delegated authority shall be presented to the full Committee for review not later than the next subsequent regular meeting of the Committee.

VI. STANDARDS

In connection with approving or ratifying a related person transaction, the Committee (or its delegate) shall, in its judgment, consider in light of the relevant facts and circumstances whether or not the transaction is in, or not inconsistent with, the best interests of the Company, including consideration of the following factors to the extent pertinent:

- the position within or relationship Of the Related Person with the Company;
- the materiality of the transaction to the Related Person and the Company, including the dollar value of the transaction, without regard to profit or loss;
- the business purpose for and reasonableness of the transaction, taken in the context of the alternatives available to the Company for attaining the purposes of the transaction;
- whether the transaction is comparable to a transaction that could be available on an arms-length basis or is on terms that the Company offers generally to persons who are not Related Persons;
- whether the transaction is in the ordinary course of the Company's business and was proposed and considered in the ordinary course of business; and
- the effect of the transaction on the Company's business and operations, including on the Company's internal control over financial reporting and system of disclosure controls or procedures, and any additional conditions or controls (including reporting and review requirements) that should be applied to such transaction.

VII. DISCLOSURE

It is the Company's policy that all related person transactions shall be publicly disclosed to the extent and in the manner required by applicable legal requirements and listing standards. The Committee may determine that public disclosure of a related person transaction considered by the Committee shall be made even where not so required, where the Committee considers such disclosure to be in the best interests of the Company and its security holders.

VIII. POLICY AMENDMENT; GENERAL

This Policy may be changed at any time by the Board. This Policy is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and By-Laws, it is not intended to establish by its own force any legally binding obligations or to confer any right on any person.