

Centene's Combination with Health Net

July 2, 2015

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. 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



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 will prepare a registration statement on Form S-4 that will include a joint proxy statement/prospectus for the stockholders of Centene and Health Net to be filed with the SEC, and each will mail the joint proxy statement/prospectus to their respective stockholders and file other documents regarding the proposed transaction with the SEC. Centene and Health Net urge investors and stockholders to read the 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 will be able to 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.

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 will be set forth in the joint proxy statement/prospectus when it is filed with the SEC. 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.

Participants



Michael F. Neidorff

Chairman, President and Chief Executive Officer, Centene

Jay M. Gellert

President and Chief Executive Officer, Health Net

Jesse Hunter

Executive Vice President and Chief Business Development Officer, Centene

Jeff Schwaneke

Senior Vice President, Controller and Chief Accounting Officer, Centene

Ed Kroll

Senior Vice President, Finance and Investor Relations, Centene

Enhanced Capabilities for Delivering High Quality, Affordable Healthcare



- **Health Net adds over 6M members & key capabilities in growth products**
 - 1.7M Medicaid members; strengthens leading position in Medicaid
 - Enhances national leadership position in LTSS
 - 4 Star Medicare Advantage capability with \$3B in revenue and 275k members
 - Deep experience with Duals and other underserved populations
 - Attractive Exchange capabilities including 300k members
 - Brings complementary focus on targeted Exchange population
 - Innovative capabilities with value based product set built on leading provider network
 - Participation in additional government programs including VA and TRICARE serving over 2.8M members
- **Pro Forma 2015E Premium & Service Revenue of \$37B and Adj. EBITDA in excess of \$1.5B**

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 1st 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

Path to Closing

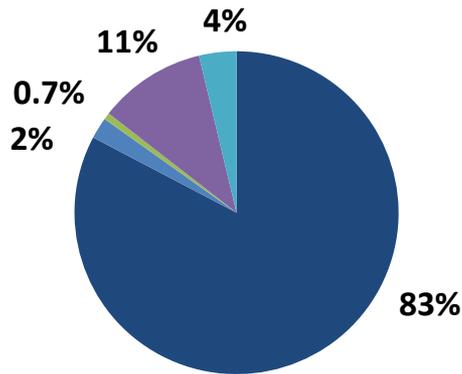
- Expect to close in early 2016
- Health Net and Centene shareholder approval
- Expiration of Hart-Scott-Rodino waiting period and customary State approvals

Diversifying into Adjacent Growth Markets

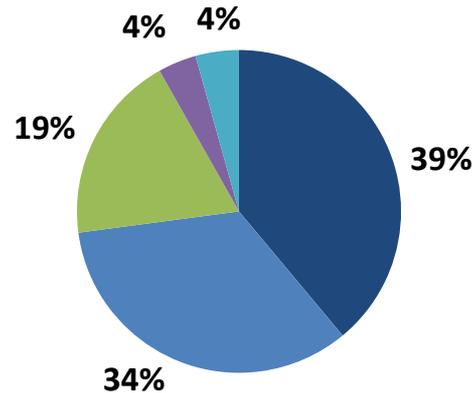
CENTENE[®]
Corporation

Hⁿ
Health Net[®]

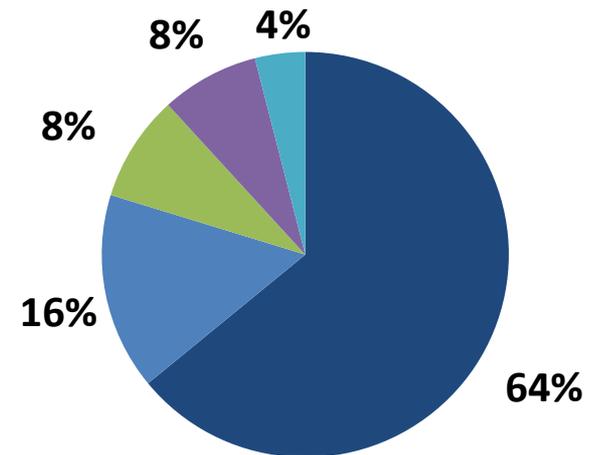
CENTENE[®] + **Hⁿ**
Corporation + Health Net[®]



2015E Revenue:
\$21 billion



2015E Revenue:
\$16 billion



2015E Pro Forma Revenue:
\$37 billion



Note: Estimated revenue represents Premium and Service revenue

Attractive Growth Opportunities

**Leader in
Medicaid**



**Increased
Medicare
Advantage
Presence**



**Enhanced
Opportunity for
Targeted
Exchange
Populations**



**Additional
Government
Health
Programs**



**Leverage
Specialty
Platform**



**National
Presence
5.7M Members**

**4 Star Plans
275k Members**

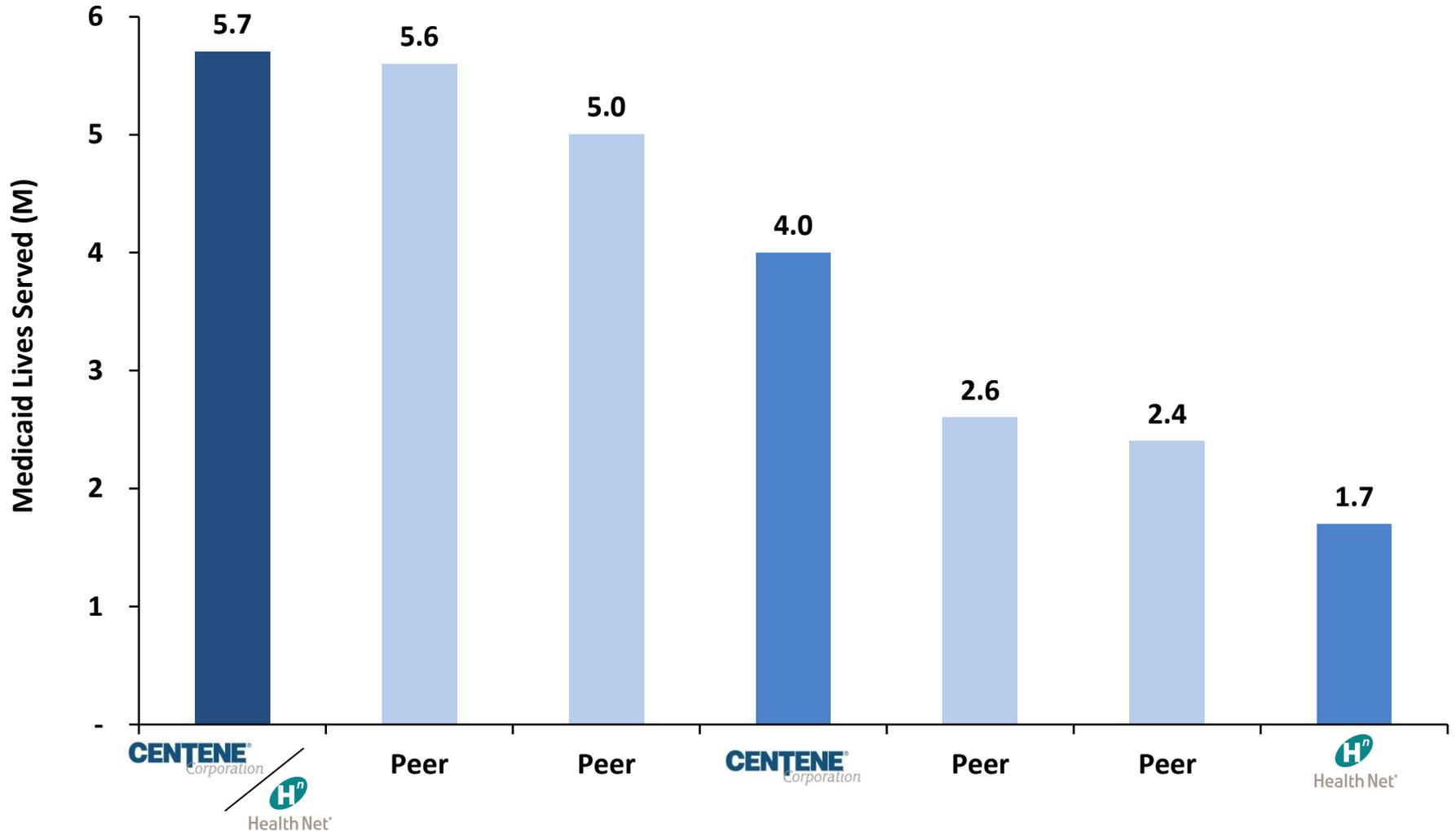
**Leader in
Quality
Affordable
Plans
Value Based
Networks**

**VA
TRICARE**

**Depth and
Breadth of
Integrated
Specialty
Products**

Medicaid Leadership

Combination Results in the Largest Medicaid Player



\$150M
in Year 2



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

Leveraging Core Capabilities Across Government Programs

Medicare
Advantage

Medicaid

Targeted Exchange

High Quality Value Based Networks

Integrated Specialty Solutions

Common Technology Platform

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%