



WEBMD HEALTH CORP

Employee Handbook

This Handbook applies to all-US based employees of WebMD Health Corp and its subsidiaries.

Table Of Contents

Topic		Page	Review/ Revision Date
Introduction			
	You and WebMD	5	1/14/2021
	Handbook Purpose	5	1/14/2021
	About WebMD	6	1/14/2021
General Policies			
	Code of Business Conduct	6	1/14/2021
	Reporting Violations of Law or WebMD Policy	6	1/14/2021
	Compliance Officer	7	1/14/2021
	Ethic Non-Retaliation Policy_s and Compliance Hotline	7	1/14/2021
	Open Door-Problem Solving Procedure	7	1/14/2021
	Non-Discrimination and Non-Harassment Policy	8	1/14/2021
	Reporting and Complaint Procedure	8	1/14/2021
	Immigration Law Compliance	9	1/14/2021
	Code of Employer & Employee Relations	9	1/14/2021
	Protection of Confidential Information	10	1/14/2021
	Confidentiality of Employee Medical Information	11	1/14/2021
	Confidentiality of Personal Health Information, Including Under HIPAA	11	1/14/2021
	Compliance with Insider Trading Laws; External Communications	12	1/14/2021
	Electronic Communications	12	1/14/2021
	Communications With Governmental Bodies and Regulatory Agencies	13	1/14/2021
	Participation in Associations	13	1/14/2021
	Outside Employment	13	1/14/2021
	On-Line Communications And Social Media	13	1/14/2021
	Records Retention	14	1/14/2021
	Drug and Alcohol Use	14	1/14/2021
	Credentials	15	1/14/2021
	Business Expense and Travel	15	1/14/2021
Workplace Practices			
	Equal Employment Opportunity	16	1/14/2021
	Affirmative Action	16	1/14/2021
	Affirmative Action under the Rehabilitation Act of 1973	16	1/14/2021
	Qualified Disabled Veterans and Veterans of the Vietnam Era Act _	17	1/14/2021
	Employee Practices	17	1/14/2021
	Training	18	1/14/2021
	Customer Relations	18	1/14/2021
	Religious Accommodation	18	1/14/2021
	Performance Improvement and Corrective Action	18	1/14/2021

	Dress and Personal Appearance	19	1/14/2021
	Smoking	19	1/14/2021
	Solicitation and Distribution	20	1/14/2021
	Attendance and Punctuality	20	1/14/2021
	Work Schedules/Flexible Work Arrangements	21	1/14/2021
	Time Keeping	24	1/14/2021
	Travel for Non-Exempt Employees	25	1/14/2021
	Security	26	1/14/2021
	Emergency Closings - Including Inclement Weather	27	1/14/2021
Recruitment and Employment			
	Hiring Procedures	27	1/14/2021
	Employee Referral Program	28	1/14/2021
	Employment of Relatives	28	1/14/2021
	Reemployment Eligibility	28	1/14/2021
	Service Credit	29	1/14/2021
	Employment Classifications	29	1/14/2021
	Overtime	29	1/14/2021
EMPLOYEE RECORDS AND INFORMATION			
	Access to Personnel Records _	32	1/14/2021
	Changes in Personnel Data	32	1/14/2021
	Confidentiality of Employee Medical Information	32	1/14/2021
PERFORMANCE AND COMPENSATION			
	Compensation Philosophy	32	1/14/2021
	Performance Appraisals _	33	1/14/2021
	Promotional Increases	33	1/14/2021
	Equity Awards	33	1/14/2021
	Pay Periods	34	1/14/2021
	Automatic Payroll Deposit	34	1/14/2021
	Federal Withholding Tax	34	1/14/2021
	Garnishments	34	1/14/2021
	Administrative Pay Corrections	34	1/14/2021
	Pay Transparency Nondiscrimination Provision	34	1/14/2021
BENEFITS TIME AWAY			
	Holidays	35	3/11/2021
	Religious Holiday Observance	36	3/11/2021
	Vacation Policy	36	3/11/2021
	Annual Accrual	36	3/11/2021
	Planning and Taking Vacation	36	3/11/2021
	Payment at Termination	36	3/11/2021
	During Inactive Status	37	3/11/2021
	Annual Accrual/Maximum Accrual (California)	38	3/11/2021
	Sick Leave	38	3/11/2021
	Bereavement Leave	39	3/11/2021
	Time Off to Vote	39	3/11/2021

	Jury and Witness Duty	40	3/11/2021
	Military Leave	40	3/11/2021
	Family and Medical Leaves	42	3/11/2021
	Exception for Key Employees	46	3/11/2021
	California Pregnancy-Related Disability Leave And Accommodation	46	3/11/2021
	California Paid Family Leave ("CPFL")	46	3/11/2021
	Personal Leave	46	3/11/2021
	Worker's Compensation	47	3/11/2021
	Benefits While on Leave	47	3/11/2021
	Return to Work After Leave	47	3/11/2021
BENEFITS		47	1/14/2021
CAREER OPPORTUNITIES			
	Career Advancement	48	1/14/2021
	Job Posting/Internal Transfers	48	1/14/2021
	Performance Appraisals	49	1/14/2021
LEAVING WebMD			
	Employment Separation	49	1/14/2021
	Severance Benefit Plan	50	1/14/2021
	Exit Interview	50	1/14/2021
	Return of Company Property	50	1/14/2021
	Employment References	51	1/14/2021

Introduction

You and WebMD

At WebMD we take pride in the positive impact your work has on people's lives. We have transformed the way that people now use information to make important health and wellness decisions.

As an organization, our vision is: "To become the most indispensable healthcare company in the world with a brand that's synonymous with health & wellness" And we aspire to that vision through our mission to "Improve health & wellness by empowering decision-making and motivating positive action"..

The impact that we have and will continue to make on the global community would not be possible without the capability and dedication of our employees to reach higher and deeper into everything they do. WebMD is proud to attract, identify and develop people such as you who possess the skills, conviction and attitude to make this happen.

We will achieve our mission by staying true to our values:

- Our customers (users, members & advertisers) are our top priority
- Be accountable, reliable and results-oriented
- Operate with integrity, credibility and treat everyone with respect
- Drive innovation and take informed risks
- Earn leadership everyday; demand excellence and strive for continuous improvement
-

It is our goal to build an inclusive culture where each individual has the opportunity to develop and make meaningful contributions to the success of WebMD

Handbook Purpose

This handbook has been prepared to help employees become familiar with WebMD Health Corp and its subsidiaries (which we refer to collectively as "WebMD" or sometimes as the "Company"). The Handbook will provide a quick reference when questions arise regarding employment and benefits.

This handbook explains WebMD's philosophies and describes in general terms, the employment guidelines adopted to date. It is designed to be an ongoing, useful resource for all employees throughout their employment with WebMD. Changing conditions may bring revisions to these policies and/or procedures, just as they have played a part in forming them. WebMD reserves the right to make any changes, additions or deletions without advance notice. Federal, state or local regulatory requirements supersede the information in this Handbook

IMPORTANT NOTICE

<p>This handbook is not a contract. It does not guarantee continued employment, nor does it guarantee any fixed terms and conditions regarding your employment or your benefits.</p>
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Your employment is not for any specific length of time and may be terminated at will, with or without cause and without prior notice, by the Company. Likewise, you may resign your employment for any reason at any time.

Nothing in this handbook is intended to result in noncompliance with established statutes, laws or regulations. If there are any conflicts between this handbook and any state, federal or foreign law or regulation, or the terms and conditions of applicable plans, e.g., health benefit plans, 401(k), etc., the law, regulation, or official text of the plan or insurance policy will govern. In addition, certain of WebMD's businesses or departments may adopt additional or more restrictive policies or procedures which are specific to their operations.

Some of the subjects described here with respect to benefits are covered in detail in official plan documents. Employees should refer to those documents for specific information, since this handbook only briefly summarizes those benefits. In the event the policies in this handbook differ from the official plan documents, the plan documents are controlling.

About WebMD

WebMD (NASDAQ: WMBD) is the most recognized and trusted brand of health information and the leading provider of health information services, serving consumers, physicians, healthcare professionals, employers and health plans through our public and private online portals and *WebMD the Magazine*. The WebMD Health Network includes WebMD, Medscape, MedicineNet, eMedicine, Health, RxList, theheart.org and drugs.com. Our consumer portals and mobile health applications empower consumers to take a more active role in their care by providing engaging, relevant and credible health and wellness information, personalized health assessment tools and access to online communities. Our physician portals and related mobile applications make it easier for physicians and healthcare professionals to access clinical reference sources, stay abreast of the latest clinical information, learn about new treatment options, earn continuing medical education credits and communicate with peers. In addition, through our WebMD Health Services business, we enable employers and health plans to provide their employees and plan members with access to personalized health and benefit information and decision support technology that helps them make informed benefit, provider and treatment choices. WebMD Health Services also provides telephonic health coaching services.

General Policies

Code of Business Conduct

WebMD's Code of Business Conduct strives to protect and enhance the Company's reputation for integrity by ensuring that all directors, officers and employees of WebMD and its subsidiaries understand how WebMD defines proper business conduct. A complete copy of WebMD's [Code of Business Conduct](#) can be found on the company intranet.

Reporting Violations of Law or WebMD Policy

As more fully discussed in our [Code of Business Conduct](#), you are required to report actual or potential violations of law and of WebMD policy to your supervisor, or other appropriate members of management (including members of the Human Resources Department for matters relating to employment practices), the Legal Department and, if not resolved to your satisfaction or if you believe it is otherwise appropriate, to the Compliance Officer described below. In addition, you are encouraged to raise any other issues or concerns you may have relating to compliance matters and ethical business practices, whether or not specifically addressed in WebMD's formal policies, and to seek guidance, from the departments and persons referred to above, on ethics and compliance matters whenever you have questions.

Compliance Officer

WebMD has designated a Compliance Officer who is responsible for administering the Code of Business Conduct and coordinating other compliance matters. The Compliance Officer will refer reports as he or she determines to be appropriate or, if required under the directives of the Board of Directors of WebMD (or a Committee of the Board), to the Board or an appropriate Committee of the Board. Please feel free to contact the Compliance Officer at any time, even for problems that may seem minor to you or even if you just have a question. If the Compliance Officer is not the right person to address your question or concern, he or she will assist you in identifying the right person.

The Compliance Officer is Lewis Leicher, He can be reached at 858-759-6008. You may also reach him by e-mail to lleicher@webmd.net. Alternatively you can write to Mr. Leicher in care of WebMD Health Corp 16092 San Dieguito Road, P.O. Box 676306, Rancho Santa Fe, CA 92067-6306.

Ethics and Compliance Hotline

WebMD has retained The Network, an independent company, to provide an Ethics and Compliance Hotline that allows you to make reports anonymously by telephone at the following number: 1-888-738-1853. The Network will forward reports made to it to the Compliance Officer. You may also make anonymous reports by writing to the Compliance Officer at the post office address provided above. Any reports made to the Compliance Officer or through the Hotline that relate to accounting, auditing, and internal auditing controls, disclosure practices, or securities law matters will be presented to the Audit Committee of the Board of Directors, which oversees compliance relating to those matters. More information about the Ethics and Compliance Hotline can be found on the Company intranet at [How to Report Compliance Issues – Hotline Info](#).

Non-Retaliation Policy

WebMD is committed to providing a workplace conducive to open discussion of its business practices. It is our policy to protect employees who make reports, in good faith, of potential violations of our Code of Business Conduct, the policies in this Employee Handbook, other company policies or applicable law, as described above. In addition, it is our policy to comply with all applicable laws that protect employees against unlawful discrimination or retaliation by their employer as a result of their lawfully reporting information regarding corporate fraud or other violations of law by WebMD or its employees.

Any employee who retaliates against another employee for reporting problems will be subject to disciplinary action, which may include termination of employment. If an employee believes that he or she has been subjected to any action that violates this [Non-Retaliation Policy](#), he or she should file a complaint with his or her manager, the Human Resources Department, the Legal Department or the Compliance Officer.

This [Non-Retaliation Policy](#) applies even if an allegation that was made in good faith ultimately turns out to be groundless. However, employees who file reports or provide evidence that they know to be false or without a good faith belief in the truth of such information will not be protected by this Non-Retaliation Policy and may be subject to disciplinary action, including termination of their employment.

Open Door—Problem Solving Procedure

If any employee has a problem with his or her job, work group or any aspect of employment with WebMD, he or she should speak with his or her manager first. The manager will make every effort to explain the matter and/or resolve the problem and to keep the employee advised as to what steps, if any, are being taken and why.

If it is not appropriate to take the issue to their manager or if the employee is not satisfied with the solution or explanation provided, employees may choose to discuss the problem with the next level of management or the local Human Resources representative. The employee may continue to pursue the

matter until it is resolved, without fear of reprisal, and it is expected that the inquiries will be made in a businesslike manner. A matter is considered resolved when the employee indicates satisfaction with the resolution, or elects not to pursue it any further, or when an Executive Vice President in conjunction with Human Resources, renders a decision. If any difficulties are encountered using this Open Door approach, the employee should contact his or her local Human Resources representative for further assistance.

Employees are encouraged to use this procedure to ensure their problems will be considered fairly and without fear of reprisal. In addition, the Company expects employees to use this procedure before using an external process to resolve a problem or complaint.

Non-Discrimination and Non-Harassment Policy

WebMD is committed to providing a work environment that is free of unlawful discrimination and harassment. WebMD strictly prohibits discrimination or harassment of any kind, whether based on race, religion, color, sex, age, national origin, mental or physical disability or handicap, marital status, veteran status, sexual orientation, genetic characteristic, or any other characteristic protected by applicable federal, state or local law. As an employee we also encourage you to report any violations of this policy to Human Resources, including any conduct by an employee, vendor, client, contractor, freelancer or customer.

Harassment may take many forms, but the most common forms include:

- Verbal conduct such as epithets, derogatory jokes or comments, slurs or unwanted sexual advances, invitations or comments;
- Visual conduct such as derogatory and/or sexually-oriented posters, photography, cartoons, drawings or gestures; this includes material that may be forwarded by email. See the [Electronic Communications Policy](#).
- Physical conduct such as assault, unwanted touching, or blocking normal movement because of sex, race or any other protected characteristic.

Sexual harassment in any form is strictly prohibited. Sexual harassment occurs when submission to or rejection of unwelcome sexual conduct is used as a basis for employment decisions or when submission to sexual advances is a condition for receiving employment benefits, promotions, raises, etc. Sexual harassment also occurs when unwelcome sexual conduct unreasonably interferes with job performance or creates an intimidating, hostile or offensive working environment, even if it does not lead to tangible or economic job consequences. Sexual harassment includes the harassment of women by men, of men by women and of same-sex gender based harassment.

All employees in California receive a state-mandated document upon hire with WebMD entitled “Sexual Harassment is forbidden by Law” and must sign an acknowledgement that they have received this written notification. California-based employees may view this employee information sheet regarding sexual harassment at [No Harassment](#).

Reporting and Complaint Procedure

It is the policy of WebMD that employees report all incidents of discrimination, harassment, or retaliation, regardless of the offenders’ identity or position. Individuals who believe they have experienced conduct that may be contrary to WebMD’s policy or who have concerns about such matters should promptly report their complaints to the Human Resources Department. Reporting harassment to The Network Speak Up Hotline is not sufficient since all information an employee provides to The Network is kept confidential. As set forth in the Non-Retaliation Policy, WebMD will not retaliate against any employee for asserting a complaint and will not tolerate retaliation by employees.

Any manager who learns of potential harassment or discrimination of any sort but does not report it for investigation, may be subject to disciplinary action.

Any reported allegations of harassment, discrimination or retaliation will be investigated promptly and thoroughly. The investigation may include individual interviews with the parties involved and, where necessary, with individuals who may have observed the alleged conduct or may have other relevant knowledge. Confidentiality will be maintained throughout the investigatory process to the extent consistent with adequate investigation and appropriate corrective action.

If, after an internal investigation the Company determines that harassment has occurred, the harasser may be subject to disciplinary action up to and including termination, as the Company believes appropriate under the circumstances. The complainant will be informed of the action taken against the harasser and what steps will be taken to prevent any further harassment. As set forth in the Non-Retaliation Policy, WebMD will not retaliate against any employee for asserting a complaint and will not tolerate retaliation by employees.

Immigration Law Compliance

WebMD is committed to employing only persons who are authorized to work in the United States and does not unlawfully discriminate on the basis of citizenship or national origin.

In compliance with the Immigration Reform and Control Act of 1986, each new employee, as a condition of employment, must complete the Employment Eligibility Verification Form I-9 and present documentation establishing identity and employment eligibility on the first date of their employment. Former employees who are rehired must also complete the form if they have not completed an I-9 with WebMD within the past three years, or if their previous I-9 is no longer retained or valid.

As a Federal Contractor, WebMD is required to also verify Employment Eligibility of all New Hires through the use of the Department of Homeland Security's E-Verify system.

Employees with questions or seeking more information on immigration law issues are encouraged to contact the Human Resources Department. Employees may raise questions or complaints about immigration law compliance without fear of reprisal.

Code of Employer & Employee Relations

It is the policy of the Company to implement fair and effective personnel policies and to require all employees to support the organization's best interests.

- 1. The Company is committed to a positive working relationship with its employees. Thus, the Company attempts to:**
 - Provide compensation and benefits commensurate with the work performed
 - Establish reasonable hours of work based on the Company's production and service needs
 - Monitor and comply with applicable federal, state, and local laws and regulations concerning employee safety
 - Offer training opportunities for those whose talents or needs justify the training
 - Be receptive to constructive suggestions about job duties, working conditions, or personnel policies
 - Establish appropriate means for employees to discuss matters of concern with their immediate supervisor or department head

2. The Company, as part of its commitment to providing customers with excellent products and services and to creating a productive work environment, expects all employees to conduct themselves in a professional manner by adhering to such rules of conduct as:

- Dealing with customers and suppliers in a professional manner
- Representing the Company in a positive and ethical manner
- Performing assigned tasks in an efficient manner
- Being punctual
- Demonstrating a considerate, friendly, and constructive attitude toward fellow employees
- Following the policies adopted by the Company

3. The Company retains the sole discretion to exercise all managerial functions, including but not limited to the rights to:

- Dismiss, assign, supervise, and discipline employees
- Determine and change starting times, quitting times, and shifts
- Transfer employees within departments or into other departments and other classifications
- Determine and change the size and qualifications of the workforce
- Determine and change methods by which its operations are to be carried out
- Determine and change the nature, location, goods produced, services rendered, quantity and continued operation of the business
- Assign duties to employees in accordance with the Company's needs and requirements and to carry out all ordinary administrative and management functions

Protection of Confidential Information

The protection of confidential business information and trade secrets is vital to the interests and the success of WebMD. Such confidential information includes, but is not limited to, the following examples:

- Compensation data
- Customer lists
- Terms of WebMD contracts, including, without limitation, customer contracts
- Customer preferences
- Financial information (both historical information and forecasts or projections)
- Budgets and plans (both short-term and long-term)
- Information regarding traffic to and usage of the Company's websites and other operational data
- Marketing strategies
- Technology

While some of the types of information listed above may become public in connection with WebMD's disclosures to investors under the securities laws, such disclosures may be made only by WebMD's "Authorized Spokespersons" as provided in the [Communications Policy](#) located on Employee Central.

Confidential information of the Company, whether about its business, its employees, or otherwise, should not be disclosed to anyone outside of the Company except as provided below.

Disclosures of certain types of confidential information to an outside party in connection with a business relationship or potential business relationship is permitted if done under the supervision of a member of the Legal Department, but only after the outside party has signed a non-disclosure agreement, approved

by the Legal Department, that imposes an obligation on the outside party neither to disclose nor use the information in an unauthorized manner

Due to the nature of our business, all employees, as a condition of their employment will be required to sign a non-disclosure agreement. Any employee who improperly uses or discloses trade secrets or confidential business information may be subject to disciplinary action, up to and including termination of employment and legal action, even if he or she does not actually benefit from the disclosed information. In addition, the Company is often subject to agreements that make the Company and its employees responsible for maintaining the confidentiality of information provided by third parties in their business relationship with us. Very often these agreements require the employees to protect that information with the same care that is applied to WebMD's own information. Most importantly, if you are provided with information that we have received under a confidentiality agreement and you have any question about what our obligations are, please discuss your questions with a member of the Legal Department. Further information may be found in WebMD's [Code of Business Conduct](#) and [HIPAA Privacy Policy](#) on the Company intranet. Any questions regarding these policies should be directed to WebMD's Legal Department, the Compliance Officer - Lewis Leicher or the Privacy Officer – Mike Glick, as applicable.

Confidentiality of Employee Medical Information

Employee medical records and information regarding employee medical conditions (“medical information”) is kept separate and apart from other employee records by the Human Resources Department. All medical information is strictly confidential and is only shared on a “need to know” basis. For more information please refer to the complete [HIPAA Privacy Policy](#) on Employee Central.

Confidentiality of Personal Health Information, Including Under HIPAA

In the course of business, WebMD may come into the possession of individually identifiable health information or other personal information about individuals. This is an area that is highly regulated, with evolving legal standards that place various obligations on WebMD and its employees regarding maintenance of the confidentiality of such information.

- Our HIPAA Privacy Policies govern how we use and disclose certain kinds of health information that is protected under the Health Insurance Portability and Accountability Act of 1996 (HIPAA) and its implementing Privacy Rule regulations.
- In addition, we may be subject to additional contractual obligations with respect to maintaining the confidentiality of such information.
- Finally, we have Privacy Policies posted on our Web sites that set forth standards regarding our use of information collected through those sites or through the programs that our private portals unit provides on behalf of employers and health plans.

Personal health information may be used and disclosed only as permitted under customer contracts, individual authorizations, applicable company policies and in accordance with the law. The legal requirements and policies that apply to the handling of personal health information, including processes that must be followed in the event of an unauthorized disclosure, may vary depending on the business unit, service provided and the applicable contracts. At a minimum any personal health information of an individual that an employee receives must be treated with the highest level of confidentiality and be used only as necessary for the performance of such employee's duties, and may not be disclosed, including to any other employee, except as required in connection with such duties or as authorized by the Chief Privacy Officer or another member of the Legal Department. Every employee is required to undergo regular training with respect to the requirements around personal health information.

Most importantly, whenever a question arises as to the application of privacy laws or regulations, employees should seek advice from our Chief Privacy Officer or other attorneys in the Legal Department and be guided by the advice received. . Further information may be found in WebMD's [Code of Business Conduct](#) and [HIPAA Privacy Policy](#) on the Company intranet.

External Communications

Under WebMD's Communications Policy, a small group of senior executives and communications specialists (WebMD's "Official Spokespersons") are responsible for all contacts with the media and with investors on behalf of WebMD. In addition, all WebMD press releases and all speaking engagements (including at conferences or trade shows) by WebMD employees must be pre-approved in accordance with the Communications Policy. For more information, please refer to the complete [Communications Policy](#) on Employee Central.

If you receive a call or other contact from a reporter, other media representative, industry researcher or analyst, securities researcher or analyst, or an investor or other securities market participant, you must NOT respond yourself. Instead, you must contact the individuals designated in the Communications Policy. They will arrange for the appropriate Official Spokesperson to respond.

WebMD routinely receives requests for varying kinds of information about the Company from governmental bodies or regulatory authorities and/or from non-company attorneys. All such inquiries should be referred to WebMD's Legal Department.

Electronic Communications

WebMD provides its employees and some independent contractors with access to electronic and telephonic communication systems, including but not limited to, e-mail, voice-mail, corporate Intranets, Internet access and Internet-based platforms ("Systems"), through our owned or leased property and to information that is prepared, composed, sent, received or stored using WebMD's Systems ("Electronic Communications"). WebMD retains the right to access, monitor and disclose the contents of an employee's or contractor's e-mail, voice-mail, hard drive or any other repository or records of Electronic Communications at any time for any reason whatsoever without notice to the employee or contractor. Employees may not use their personal e-mail, but rather are required to use WebMD's e-mail system when conducting all aspects of Company business. Misuse of these systems by employees or use of WebMD Systems by unauthorized persons is prohibited.

For more information please refer to the complete [Electronic Communications Policy](#) on Employee Central.

Communications with Governmental Bodies and Regulatory Agencies

All WebMD personnel who have occasion to communicate with local, state or federal governmental bodies (including legislative bodies) or regulatory agencies or their members or employees, for any reason whatsoever, (other than communications that relate solely to their role as a customer under an existing contract) must first obtain approval from WebMD's General Counsel, Robert Johnson, and then, if such a contact is approved, file a report with him. The form and substance of that report i.e. a Regulatory Agency Contact Form, can be obtained by contacting the Legal Department.

Participation in Associations

All WebMD employees who participate in association activities should work with WEBMD's General Counsel, Robert Johnson and his office on providing details on proposed and/or scheduled association meetings; pre-meeting documentation; planned presentations and post-meeting reports informing him on issues which may be of significance to WebMD and its core business. See the [Communications Policy](#) for additional information.

Outside Employment

Employees other than Directors and above, may hold outside jobs as long as they meet the performance standards of their job with WebMD and such positions are not with competitors or customers or otherwise likely to result in a violation of the Code of Business Conduct (see WebMD Code of Business Conduct) or any provision contained in an employment agreement or option agreement, to the extent applicable.

All employees will be judged by the same performance standards and will be subject to WebMD's scheduling demands, regardless of any existing outside work requirements. If WebMD determines that an employee's outside work interferes with performance or the ability to meet the requirements of WebMD as they are modified from time to time, the employee may be asked to terminate the outside employment if he or she wishes to remain with WebMD.

Employees who are considering outside jobs in addition to their WebMD employment are required to notify Human Resources of their intentions. Upon gaining employment in an outside job, the employee must report to their manager in detail, the specific job functions and requirements of the outside job. Management reserves the right to determine if the outside job presents a conflict of interest. In addition, if an employee is asked to sign an agreement in connection with such outside employment (such as non-competition, non-solicitation or confidentiality agreements), such employee shall be required to consult with WebMD's Legal Department prior to signing such an agreement.

On-Line Communications and Social Media

As an on-line publisher of medical, health and wellness information, WebMD carefully manages any information or communication associated with our brands. As such, we must ensure that any WebMD-linked communications or messaging is consistent with our editorial and publishing standards so that our users, advertisers and other stakeholders can maintain trust and confidence in our brands.

Except for the individuals who have specific approval from General Counsel or were hired to specifically perform these functions, employees are not generally permitted to participate in any social media in a manner that identifies them with WebMD. Please refer to the [Electronic Communications Policy](#) for more details on this restriction.

However, as the social media landscape continues to evolve, WebMD may take the opportunity to suggest or encourage specific use of these platforms for activities that may further the interests of the Company.

For individuals who are routinely authorized to take part in Online or Social Media Communication in which they post or present information on behalf of WebMD, whether internally or externally, including blogs, chat rooms, vlogs, message boards, wikis, microblogging, social networks, etc, we have internal guidelines and a policy to help ensure proper use. Please contact the Director of Public Relations or General Counsel if you

have questions or comments.

Records Retention Policy

Employees are required to comply with record retention policies and procedures that are distributed to employees. Even though our record retention policies provide for destruction or deletion of records after they have been held for a specified period, you may receive directives from the General Counsel's office that require that you not destroy or delete specified types of records or all records from a certain time period. The records that you are being directed to preserve may be the subject of an investigation or a litigation or may be required to be preserved for other legal reasons. Employees are required to comply with such directives. Any questions regarding record retention should be directed to WebMD's Legal Department.

Drug and Alcohol Use

It is the policy of WebMD to maintain a workplace that is free from the effects of drug and alcohol abuse. Certain of the Company's businesses or departments may have additional or more specific policies regarding drug and alcohol use.

1. Employees are prohibited from the use, sale, purchase, distribution, transfer, possession, or manufacture of illegal drugs, controlled substances, narcotics, marijuana or alcoholic beverages on Company premises or work sites, while conducting Company business, or when operating a WebMD -owned or rented vehicle. In addition, WebMD prohibits off-premises abuse of alcohol and controlled substances, as well as the possession, use, or sale of illegal drugs, when these activities adversely affect job performance, job safety, or the Company's reputation in the community.

*Moderate use of alcohol that is provided by the Company at company-sponsored functions off-site or on WebMD premises, which does not result in impairment, is permitted. Consumption of any beverage provided by WebMD is purely voluntary and it is the responsibility of each employee to participate in moderation. Approval for on-site alcohol use must be obtained in advance, in writing, from the head of Human Resources with a designated responsible party ensuring appropriate distribution and consumption.

2. The Company will not hire, subject to federal, state or local law restrictions, alcoholics or drug abusers whose current use of those substances prevents them from performing their jobs or who would constitute a direct threat to the property or safety of others. Whenever applicants for employment or employees are to be tested for the presence of illegal drugs or alcohol, they are to be informed in advance and in writing.
3. Any employee subject to the Drug-Free Workplace Act who is convicted of any criminal drug violation occurring in the workplace must report the conviction to the Human Resources Department within five business days, and the Human Resources Department will take appropriate action as required by law.
4. Employees, their possessions, and Company-issued equipment and containers under their control are subject to search and surveillance at all times while on Company premises or work sites or while conducting Company business.
5. Employees are not permitted to work when they are under the influence of drugs, narcotics, or alcohol. Managers who reasonably believe that any employee is under the influence of drugs, narcotics, or alcohol while at work is to immediately report the matter to Human Resources who will take appropriate action as it sees fit under the circumstance, including sending the employee for drug testing or to be examined by a physician.

6. If an employee is taking an over-the-counter or prescribed medication which might impair his or her ability to perform the job safely and effectively (for example, if there is a caution against using machinery or driving a vehicle while taking the medication and such activities are a required part of the employee's job), the employee must report the fact that they are taking such a medication, and its potential effects, to Human Resources, who will take any steps needed to determine, if necessary, whether the employee is fit to be at work.
7. An employee who is experiencing work-related or personal problems resulting from drug, narcotic, or alcohol abuse or dependency may request, or be required to seek, counseling help. Participation in counseling, including Company-sponsored counseling provided through the Employee Assistance Program (EAP) or required counseling as outlined by the employee's manager and Human Resources, is confidential, and will not have any influence on performance appraisals. Job performance, not the fact that the employee seeks counseling, is to be the basis of all performance appraisals.
8. An employee who is abusing drugs or alcohol may be granted a leave of absence to undertake rehabilitation treatment. The employee will not be permitted to return to work until certification is presented to the Human Resources Department that the employee is capable of performing his or her job. Failure to cooperate with an agreed-upon treatment plan may result in discipline, up to and including termination. Participation in a treatment program does not insulate an employee from the imposition of discipline for violations of this or other Company policies.
9. Employees may be subject to disciplinary action, up to and including termination, for violations of this policy.
10. Certain of our businesses, including WebMD Health Services, have adopted specific drug and alcohol policies that require pre-employment drug testing. Individuals being hired or internally transferred into those businesses are required to comply with relevant policies.

Credentials

Many of WebMD's employees hold licenses or degrees that are used or relied upon in connection with the performance of their duties. WebMD relies on such employee's representations that such degrees and/or licenses are valid. If an employee's license is subject to a disciplinary proceeding including exclusions, sanctions and/or debarment or is suspended or revoked, the employee is required to provide prompt notice to the HR Department and WebMD's General Counsel, Robert Johnson.

Business Expense and Travel

Employees may be required to travel to accomplish activities associated with the normal conduct of Company business. The Company will reimburse employees for necessary and reasonable expenditures. The Business Travel and Expense ("T&E") policies are established to provide clear and uniform guidelines and procedures and to achieve consistent and appropriate treatment for all employees throughout the Company.

Employees who are expected to travel on Company business should review the [Business Expense & Travel Policy](#) and be aware of all of its provisions. It is each employee's responsibility to be familiar with these policies. Certain business travel requires pre-approval via submission of a Travel Authorization Form. Refer to the Policy or the Travel page of Employee Central for authorization requirements.. Travel reports will be provided to management and any travel that fails to meet the Company travel guidelines

will require management approval and justification.

Accordingly, only bona fide business expenses as described in the policy will be reimbursed. If there is a question as to the appropriateness of a particular expense, the employee must seek prior approval from their manager or, in certain cases, senior management. Deviations from these policies, including failure to file accurate reports and receipts within the required 30 day period may result in non-reimbursement of expenses.

Notwithstanding anything to the contrary contained herein, in no event shall a reimbursement for a business expense be made by the Company after December 31st of the year following the year in which the employee or consultant incurred the business expense.

These guidelines are intended to meet control and audit objectives as well as the requirements of the tax authorities. In addition, there are reporting and accounting standards that must be met relative to such expenses. Effective control of expenses is a vitally important aspect of WebMD's business and the responsibility of each employee who travels and the manager who approves the expense. Failure to comply with the [Business Expense & Travel Policy](#) may result in disciplinary action, up to and including termination of employment.

Workplace Practices

Equal Employment Opportunity

Employment decisions at WebMD are based on merit, qualifications, and abilities. Our goal is to be fair with all employees and applicants. Consistent with that goal, it is our policy not to discriminate in employment opportunities or practices on the basis of race, color, religion, sex, national origin, age, physical or mental disability or handicap, medical condition, marital status, veteran status, sexual orientation, gender identity, genetic characteristic, or any other characteristic protected by applicable federal, state or local law. Discrimination or harassment of any applicant or employee based on these protected classifications is strictly prohibited and will not be allowed.

WebMD will make reasonable accommodations for qualified individuals with known disabilities as required by law. This policy governs all aspects of employment, including but not limited to selection, job assignment, compensation, discipline, termination, and access to benefits and training.

Any employee with questions or concerns about any type of discrimination in the workplace is encouraged to bring these issues to the attention of the Company through his or her manager, or the Human Resources Department. Anyone found to be engaging in any type of unlawful discrimination may be subject to disciplinary action, up to and including termination of employment.

Affirmative Action

WebMD has adopted an Affirmative Action Plan and is committed to making a good faith effort to achieve the objectives of the Plan. WebMD takes affirmative measures to recruit women, minorities, persons with disabilities, and protected veterans. The Company also takes positive actions to ensure that such employed individuals have an equal opportunity to advance in their careers. The Affirmative Action Plan is subject to inspection. If an employee would like to inspect the plan, please contact Corporate Human Resources.

Affirmative Action under the Rehabilitation Act of 1973

WebMD complies with Section 503 of the Rehabilitation Act of 1973, which requires certain employers to

provide equal employment opportunities to qualified individuals with a disability and to provide reasonable accommodations to applicants and employees with known disabilities as required by applicable law. It is WebMD's policy to recruit, hire, train and promote persons in all job titles, and ensure that all other personnel actions are administered, without regard to disability; and to ensure that all employment decisions are based only on valid job requirements. WebMD invites employees who believe that they may be covered by this policy and who would like to be considered under this Affirmative Action Program, to please complete the appropriate form in the Human Resources Department. An employee may inform the Company of his or her belief that he or she is covered by this program, and his or her desire to benefit under the program, at any time. Submission of this information is voluntary and refusal to provide it will not subject an employee to termination or disciplinary action. Information submitted about a disability will be kept confidential, except that (1) Human Resources, manager and managers may be informed regarding restrictions on the work or duties of individuals with disabilities, and regarding necessary accommodations, (2) first aid and safety personnel may be informed, when and to the extent appropriate, if the condition might require emergency treatment, and (3) government officials engaged in enforcing laws administered by OFCCP or the Americans with Disabilities Act, may be informed. The information provided will be used only in ways that are not inconsistent with section 503 of the Rehabilitation Act.

Qualified Covered Veterans

WebMD complies with the Vietnam Era Veteran's Readjustment Assistance Act of 1974, as amended which requires certain employers to take affirmative action to employ and advance in employment qualified and specified categories of veterans covered by the Act, prohibits discrimination against such veterans, and to provide reasonable accommodations to disabled veterans as required by applicable law. If an employee is a disabled veteran or veteran covered by this program and would like to be considered under the Affirmative Action Program, please complete the appropriate form in the Human Resources Department. An employee may inform the Company of his or her desire to benefit under this program at any time. Submission of this information is voluntary and refusal to provide it will not subject the employee to termination or disciplinary action. Information obtained concerning individuals shall be kept confidential, except that (1) Human Resources and managers may be informed regarding restrictions on the work or duties of disabled veterans and regarding necessary accommodations, (2) first aid and safety personnel may be informed when and to the extent appropriate, if the condition might require emergency treatment, and (3) government officials engaged in enforcing laws administered by OFCCP or the Americans with Disabilities Act, may be informed. The information provided will be used only in ways that are not inconsistent with the Vietnam Era Veteran's Readjustment Assistance Act of 1974, as amended.

Employee Practices

To ensure orderly operations and provide the best possible work environment, WebMD expects employees to engage in conduct that will protect the interests and safety of all employees and the Company.

It is not possible to list all the forms of behavior that are considered unacceptable in the workplace. In addition to the ethical matters specifically covered in the Code of Business Conduct, the following are examples of other issues that the Company takes seriously regarding employee conduct. Some of WebMD's businesses and departments may have policies that are specific to their environment beyond what is outlined here. Infractions of rules of conduct below (or others of similar nature), may result in disciplinary action, up to and including immediate termination of employment, at WebMD's sole discretion based on the applicable circumstances:

- Theft or inappropriate removal or possession of property
- Falsifying any work records, including, but not limited to, contracts, sales orders, time records, expense reports and employment applications
- Working under the influence of alcohol or illegal drugs
- Possession, distribution, sale, purchase, manufacture, transfer or use of alcohol or illegal drugs

on Company premises or work sites, while conducting Company business, or while operating employer-owned or rented vehicles or equipment

- Fighting or threatening violence in the workplace or against a co-worker
- Negligence or improper conduct, which may lead to damage of employer-owned or customer-owned property
- Insubordination or other disrespectful conduct
- Violation of safety rules
- Smoking in prohibited areas
- Sexual or other unlawful harassment
- Unauthorized use or disclosure of business “secrets” or confidential information
- Violation of personnel policies
- Unsatisfactory performance or conduct

For additional information regarding WebMD’s Code of Business Conduct, please review the policy online at [WebMD’s Code of Business Conduct](#).

Training

As part of WebMD’s Compliance Program, all employees will be assigned certain courses (either in a training session, on-line or in written form) regarding compliance with laws and WebMD policies in general. In addition, depending on your position, you may be assigned additional courses relating to specific compliance matters relevant to your job. WebMD believes that employee training is an effective tool not only for compliance purposes, but for career growth.

Employees must timely comply with all required training. Failure to comply may result in disciplinary action, up to and including termination of employment.

Customer Relations

It is the policy and a core value of WebMD to treat customers in a courteous and respectful manner at all times. To promote excellent relations with WebMD’s customers, all employees must represent WebMD in a positive manner and make customers feel appreciated when dealing with WebMD. A positive telephone contact with a customer can enhance goodwill, while a negative experience can destroy a valuable relationship.

In order to ensure compliance with this policy, WebMD may access and monitor employee telephone conversations made in the normal course of business. Any employee whose communications will be monitored will be asked to sign a consent form authorizing the monitoring. In addition, customers must be alerted if their calls are subject to monitoring.

Religious Accommodation

WebMD permits religious observance and practice as long as it does not prejudice or harass coworkers, customers or clients, and does not present an undue hardship on business operations.

For more information please refer to the complete Religious Holiday Observance Policy in this handbook.

Performance Improvement and Corrective Action

WebMD believes in providing the kind of environment, structure and tools to enable each employee to be successful. The Company’s management strives to evaluate each employee consistently and fairly against the position objectives as well as compared to the performance of his or her peers. WebMD also

strives to ensure that all employees are fully informed of all safety rules and workplace guidelines. Occasionally, situations arise in which an employee's performance or conduct does not meet expectations or minimum standards.

In such cases, WebMD may apply corrective action to address performance issues or conduct that violates the Company's rules or policies. Managers should work with their local Human Resources manager on corrective action issues. If corrective action is warranted, the manager may meet with the employee to identify the problem and discuss the necessary improvement. The employee may receive a warning. Other corrective action includes but is not limited to a written warning, performance improvement plan, termination, demotion.

The Company, in its discretion, determines what form of discipline is appropriate in each situation, depending on the circumstances. Immediate termination may result without use of any other corrective action.

If sufficient progress is not made or another incident occurs which violates the corrective course of action or any other standard of performance, immediate termination may result.

WebMD's policy of corrective action is discretionary and in no way limits or alters its policy of employment-at-will, nor is it intended to create any contractual guarantee that a particular disciplinary procedure will be followed in any case.

Dress and Personal Appearance

All employees are expected to dress in a manner that is business appropriate and consistent with good taste, hygiene and safety. While WebMD has no formal Company-wide dress code policy, certain businesses or departments may have specific requirements. Employees are expected to exercise good judgment and common sense, especially when their jobs require them to come in contact with customers, visitors and others outside the Company. Employees are not permitted to wear gym/workout clothes, torn, dirty, stained or revealing clothing of any type.

Cultural or religious practices or personal medical conditions that affect dress, grooming or hygiene will be taken into consideration if raised by employees and to the extent that such practices or conditions do not present an undue hardship on business operations.

Smoking

In order to comply with government regulations and in support of a safe and healthy work environment, the Company has prohibited smoking, including the use of e-cigarettes or similar devices, throughout its workplaces. Smoking is permitted only in designated outdoor areas. WebMD requests that all employees who smoke use the smoking receptacles provided in these areas.

This policy applies to all employees, consultants and visitors.

Any employee or applicant for employment who exercises or attempts to exercise any rights granted under this policy and applicable law will be protected from retaliatory action or from being subjected to any adverse personnel action for exercising or attempting to exercise his or her rights under the smoking policy. Please refer to the Non-Retaliation Policy. Suspected retaliatory action should be reported immediately to the Human Resources Department, who will then investigate the matter and take appropriate steps to address any such action.

Failure to comply with this policy may result in appropriate disciplinary action, up to and including termination at WebMD's discretion, depending upon the facts and circumstances.

Any questions regarding the smoking policy should be directed to the Human Resources Department.

Solicitation and Distribution

WebMD recognizes that employees may have interests in events and organizations outside the workplace. In an effort to assure a productive, safe and harmonious work environment, solicitation of any employees on behalf of any cause not sponsored by WebMD will not be permitted during the working time of either the employee solicited or soliciting. For purposes of this provision, "working time" does not include paid breaks or unpaid meal periods. Non-employees may not solicit anywhere, at any time, on Company premises.

Also, the distribution of literature, products or other non-business materials will not be permitted in work areas at any time, or by non-employees anywhere on the premises.

In addition, the posting of written solicitations on Company bulletin boards is not allowed. Postings are restricted to important Company information and required legal notifications.

The Company, in fulfilling its social responsibility, may sponsor fundraisers or appropriate activities, assist the community in disaster or other emergency situations, or participate in specific humanitarian causes.

Attendance and Punctuality

It is the policy of WebMD to require employees to report for work punctually and to work all scheduled hours and any required overtime. Excessive tardiness and poor attendance disrupt workflow and customer service and may result in disciplinary action, up to and including termination of employment. The following are general attendance and punctuality guidelines. Certain businesses or departments or areas may have specific guidelines based on business needs. Their manager will inform employees when other guidelines are to be followed.

Managers should notify employees of their starting, ending, and break times (as appropriate). Employees are expected to be engaged in carrying out their duties during all scheduled work time and should be ready to begin working at their scheduled starting time. Managers should review and ensure proper recording of all absences and time off, and, for non-exempt employees (those subject to the minimum wage and overtime requirements of the applicable wage and hour laws), any tardiness, early departure or overtime.

All employees are required to use the designated system (Ceridian Dayforce) for requesting and tracking time off. Hourly-paid/non-exempt employees are also required to accurately record their work hours.

Employees should notify their manager, as far in advance as possible whenever they are unable to report for work, know they will be late, or must leave early. The notice should include a reason for the absence and an indication of when the employee can be expected to report for work. If the manager is unavailable, notification should be made to the next higher level of management.

Non-exempt employees (those employees who are subject to the minimum wage and overtime provisions of the applicable wage and hour laws) will not receive compensation for time missed because of tardiness or early departure if the time missed exceeds 5 minutes after starting time or before quitting time. Failure to notify the Company properly of any absence may result in loss of compensation during the absence.

Non-exempt employees who are delayed in reporting for work more than 30 minutes and who have not notified their manager of their expected tardiness may not be permitted to work the balance of the work

day. In addition, at the discretion of management, employees who report for work without proper equipment or in improper attire may not be permitted to work. Employees who report for work in a condition considered not fit for work will not be allowed to work. In these instances and other similar situations, employees will not be paid for unapproved and unauthorized time away from work and the precipitating reasons for absence may result in disciplinary action, up to and including termination.

Non-exempt employees will not be required or permitted to work any period of time before or after scheduled starting or quitting times for the purpose of making up time lost because of tardiness, unauthorized absence, authorized absence, or any other reason if the result will be that the employee works more than forty hours during the workweek or more than eight hours in a day (for those employed in states providing daily overtime). Subject to the foregoing, Managers, at their discretion, may allow non-exempt employees to make-up lost time, but only if (1) the time is made up within the same workweek; (2) there is work available that the employee is qualified to do; and (3) there is adequate supervision available.

Employees must report to their manager after being late or absent, and give an explanation of the circumstances surrounding their tardiness or absence. When applicable, WebMD may request that an employee certify that they are fit to return to work. If employees are out sick, they may be asked for a physician's statement, including a release to return to work, which should be sent by the employee directly to the Human Resources Department.

Employees who are absent from work for three consecutive days without giving proper notice to the Company may be considered as having voluntarily quit. At that time, the Company may normally note the termination and advise the employee of the action by certified mail to the employee's home address as it is then on record in the Company's files.

Work Schedules

It is the policy of WebMD to establish the time and duration of working hours as required by workload and production flow, customer service needs, the efficient management of human resources and any applicable law.

The normal workweek is Saturday through Friday, beginning at 12:00 a.m. Saturday and ending at Friday night at 11:59 p.m., and consisting of forty hours*. The normal workday will consist of eight* hours of work with an unpaid meal period. Rest or coffee breaks are considered as time worked.

**Certain work groups/locations may have modified work hours or work weeks*

Each manager, in accordance with business requirements, will determine the schedule of hours for employees. The manager will inform employees of their daily schedule of hours of work, including meal periods and rest or breaks, and of any changes to the schedule that are considered necessary or desirable by the Company.

Upon request, accommodations will be made for lactating mothers. Such accommodations include a reasonable amount of break time and an appropriate location near the employee's work area. It is preferable that existing break periods be used; however, if additional time is needed, it may be provided on an unpaid, as needed basis.

Managers may schedule overtime or extra shifts from time to time as business necessity dictates. Managers will assign overtime to non-exempt employees as needed. Employees are not permitted to work overtime without the prior approval of their manager. For the purposes of overtime compensation, only hours worked in excess of forty during a workweek (or eight during a work day in states providing daily overtime) will be counted.

Employee attendance at meetings, training programs, etc, if required by the Company/management will be considered work hours, and therefore will be compensated time.

Flexible Work Arrangement (FWA) Guidelines

For the majority of WebMD positions, the typical full time work arrangement includes an office-based role with a work schedule of forty hours, consisting of 5 eight hour days with an unpaid meal period. Unless otherwise defined by business need or approved by management, the work day typically starts by 9 or 9:30 AM. Generally, employees are expected to work certain “core hours” (typically, 9:30-4:00) where all employees are expected to be available unless they are on paid time-off, unless a different schedule has been agreed to by an employee’s manager. This makes it easier to schedule meetings or ensure adequate coverage to meet business needs during peak periods of activity.

In addition to the typical work arrangement, the business may also need or support the following alternative work arrangements:

- **Flex-place:**

- Intermittent days: Employees may request an occasional day to work remotely to address a personal situation or if the person is a bit under the weather but still able to complete a days’ work; managers should consider the ability of the employee to meet business needs under such circumstances. As an example, will the employee have access to proper resources and will he/she be accessible to the internal and external contacts needed to function effectively? If the business needs cannot be adequately met, the manager can decline the request and may suggest that the employee take a vacation day (or sick day if appropriate) instead.
- Extended or ongoing period: Some positions may be conducive to a schedule that includes a mix of in-office and remote work. Such arrangements should be proposed to the manager in writing and must be approved by the Human Resources business partner and SVP for the employee’s business line. Approvals for such arrangements should take the following into consideration:
 - Business needs will be met to the same or higher standards when the individual is working remotely as when they are in the office
 - Other team members will not be expected to cover the remote employee’s work responsibilities and work responsibilities should not be shifted to support the remote work
 - Remote employees should be fully accessible during the work day, with the exception of the normal meal break or other brief periods as agreed with the line manager
 - Flex-place arrangements are not intended, and should not be used, to enable the employee to provide childcare or engage in other activities that could be a significant distraction during the workday. The work environment must be conducive to safe and productive work, uninterrupted conference calls, etc.
 - Managers may require employees to switch or skip remote work days with minimal notice in order to meet business needs
 - Flex-place arrangements are not guaranteed for any duration and may be altered/terminated at any time based on the needs of the business or the employee’s performance. Managers are requested (but not required) to provide 2 weeks’ notice of any ongoing change to the flex-place schedule
 - In general, WebMD will not provide additional equipment to support a flex-place arrangement; employees are expected to transport their laptop back and forth to the office and are responsible for internet and phone connectivity.

- Information security must be considered/addressed as part of the flex-place proposal if the employee has access to confidential/sensitive information

- **Remote/field-based positions:** These positions are based in an employee's home office and may have been established as such to enable proximity to customers (e.g. sales representatives) or may involve work that is very conducive to being carried out from a remote location with a limited or periodic need to travel to a WebMD office or client locations. In most cases, positions are established as office-based or "field" at the time of the job offer.
 - If an employee would like to request their office-based position be re-classified to a field-based position*, the employee must request the change in writing and define a plan that meets all business needs and ensures accessibility/collaboration. After initial approval by the manager, the request must also be approved by the HR business partner and SVP for the employee's business line. The approvals should be based on the same considerations as indicated for a Flex-place arrangement.
 - The Payroll department will determine appropriate tax withholding and whether the Company has already properly filed the necessary paperwork to allow for an employee to be based in that particular state.
 - In most cases, travel to the employee's prior work location will not be considered a reimbursable business expense unless the approved written plan includes that provision (which should have included estimated travel costs).
 - In general, if the employee has requested a re-classification of an office-based position to a field-based role and business needs later dictate that the position must be office-based, the employee will be considered to have voluntarily resigned and will not be eligible for separation benefits if they elect not to return to the office location. Managers are requested, but not required, to provide 2 weeks' notice of an ongoing change (4 weeks if the individual has relocated beyond a 2 hour one-way commute).

- **Flex-time:**
 - Work schedules may vary by the nature of the position and various business needs. There may be business advantages in certain groups or for certain positions to start significantly earlier or later than the typical work day. As an example, a position that includes interactions with those in other time zones may be well-suited to a shift in the work day.
 - When the impetus for the alternative work schedule is based on personal preference or needs, a written request should be provided to the line manager and 2nd level manager for approval. The request should include the proposed schedule as well as detailed plans to ensure business needs are being met or exceeded. Coverage by other employees (except in dealing with rare/unexpected incidents) is generally not an appropriate solution. In particular, customers should not be inconvenienced and outcomes cannot be adversely impacted by the schedule.
 - As with Flex-place, managers may:
 - Require attendance at meetings or for work activities that conflict with the alternative schedule. Managers are requested to provide advance notice to the extent possible
 - Alter or terminate the Flex-time arrangement as appropriate to business needs; such arrangements are not guaranteed for any specific period of time. Managers are requested to provide 2 weeks' notice, where possible, when terminating or indefinitely altering, the flex-time arrangement

- **General:**
 - WebMD is committed to supporting a productive and collaborative work environment. Flexible work arrangements are a tool to help balance work and personal needs but need to be administered in ways that ensure business needs are met without adversely impacting other colleagues or stakeholders. Managers and those working with an FWA are expected to regularly consider whether the FWA is aligned with those expectations.
 - Both Flex-place and Flex-time arrangements (as well as employee-initiated field arrangements) are predicated on the employee fully meeting performance expectations for the duration of the arrangement. Individuals not meeting expectations will generally not be permitted to continue these alternative arrangements. In addition, it is suggested that any such arrangement be considered to be a pilot upon approval, the initial length of which should not be longer than 90 days. At that point, determinations should be made as to whether the arrangement is successful and should be continued.
 - Any anticipated expenses associated with the flexible work arrangement (e.g. long-distance calls, fax, shipping) must be included in the approved flex arrangement documentation or they should not be submitted for reimbursement
 - All flexible work arrangements are considered on a case-by-case basis. WebMD reserves the right to grant or deny such requests in its sole discretion. In addition to these guidelines, individual departments or groups may have guidelines or practices that reflect the specific needs of their business.
 - Overtime-eligible employees must accurately record their work hours and follow departmental procedures for overtime approval
 - As indicated above, flexible work arrangements may be discontinued at any time at the discretion of WebMD management. Discontinuation of a flexible work arrangement will not be considered as a basis for eligibility for severance benefits.

*It is important to note that WebMD will provide reasonable accommodation for disabled employees and employees needing a religious accommodation. This policy is not intended to address such accommodation requests. Human Resources should be contacted to manage those requests.

Time Keeping

Employees who are in jobs that are classified as non-exempt from the overtime provisions of applicable wage and hour laws are required to complete time records. All non-exempt employees should be entering time into Dayforce on a daily basis. Employees will enter the time they arrive, the time they left for lunch, the time they came back, and the time they leave for the day. The system will automatically calculate the hours. All hours need to be entered by the end of the day Friday, the last day of the pay period for employees to be paid properly.

All overtime hours worked must be recorded and paid. If a manager knows that an employee is not reporting all overtime worked, the manager may face disciplinary action.

Employees are not permitted to sign in or begin work before their normal starting time or to sign out or stop work after their normal quitting time without the prior approval of their manager.

Employee time records should be checked and signed by the manager involved. Time away from work for which an employee is entitled to be paid (paid absences, paid holidays, or paid vacation time) should be entered by the manager on the time record. Authorized overtime also should be identified by the manager.

Unapproved absences should not be considered as hours worked for pay purposes.

Managers should inform employees if they will not be paid for certain hours of absence. Filling out another employee's time record or falsifying any time record is prohibited, and may result in disciplinary action up to and including termination. Compensatory time in lieu of overtime payments will not be permitted.

Employees who are in jobs that are classified as exempt from the overtime provisions of applicable wage and hour laws are not required to fill out hourly time records but may be required to account for daily attendance. WebMD's core working hours are from 7:00 a.m. to 7:00 p.m. Staffing needs and operational demands may necessitate variations in starting and ending times, as well as variations in the total hours that may be scheduled each day and week. Beginning and ending work hours are determined by local management.

Exempt employees should be entering their time off in the [Ceridian Dayforce](#) tracking system.

Travel for Non-Exempt Employees

At times it is necessary for non-exempt employees to travel either by land or air, from one location to another. This may be considered "working time" for which a non-exempt employee will be paid depending on the circumstances outlined below. When travel time is considered working time, it will be compensated at the employee's regular hourly rate, and will be included in overtime calculations, as appropriate.

The salaries of the employees classified as exempt cover all hours worked and no additional compensation is paid to an exempt employee for travel time.

An employee who travels from home before the regular workday and returns to his/her home at the end of the workday is engaged in ordinary home to work travel, which is not work time, nor is it paid travel time.

For those non-exempt employees who normally work at a WebMD location, when an employee is required to travel from the employee's WebMD location to a customer location, all travel time between the WebMD location and the customer worksite is paid time and should be reported as time worked. Travel time between an employee's regular WebMD location and another WebMD location should be treated in the same manner. If the employee travels directly from home to the customer worksite at the beginning of the workday, or travels directly home at the end of the workday, any time in excess of the employee's regular commute is paid travel time and should be reported as time worked.

For those non-exempt employees who normally work at home and whose jobs do not require travel to customer locations or other sites, all travel time to a customer location or other site on special assignment is paid travel time and should be reported as time worked.

For those non-exempt employees who do not normally report to a WebMD location and routinely travel from their homes to customer locations or other sites as a normal course of business, 45 minutes of travel time to the site and 45 minutes of travel time at the end of the day from the site, will be considered ordinary unpaid travel time and should not be reported as working time. Travel time in excess of 45 minutes at the beginning or end of the workday, and all travel time between customer worksites during the day, is paid travel time and should be reported as time worked.

Meal time while traveling is not paid and should not be reported as time worked.

All work performed by non-exempt employees while at another location on a trip should be reported as time worked and will be included in overtime calculations, as appropriate.

Time spent traveling on Saturdays and Sundays is counted as time worked.

WebMD will comply with all state and federal laws which require that payment of travel time be treated

more stringently than described above.

Security

WebMD believes there is nothing more important than the security of its employees or guests. The Company is determined to provide a work place free of violence or the threat of violence. To this end, any violent or threatening conduct, of any kind, directed against a co-worker, manager, guest or other individual on company property, will not be tolerated. Anyone who is the victim of any violent, threatening or harassing conduct or who observes such conduct taking place (whether the person perpetrating the conduct is a Company employee or a non-employee), is required to report the conduct to the Human Resources Department, or any other officer of the Company. All such complaints will be thoroughly investigated and the Company will take appropriate steps in an attempt to prevent any harm from occurring or being repeated. No adverse action will be taken against anyone who brings a good-faith complaint under this policy - Please refer to the [Non-Retaliation Policy](#).

Violent, threatening or harassing conduct includes, but is not limited, to the following:

- Threats of any kind
- Threatening, physically aggressive, or violent behavior, such as intimidation of or attempts to instill fear in others
- Other behavior that suggests a propensity toward violence, which can include belligerent speech, excessive arguing or swearing, sabotage, or threats of sabotage of Company property, or a demonstrated pattern of refusal to follow Company policies and procedures
- Defacing Company property or causing physical damage to the facilities.

One of the most important aspects of a safe and secure workplace is the identification of all individuals entering the facility, including employees and guests. Restricting unauthorized visitors provides for employee welfare, protects against theft, ensures security of equipment, protects confidential information, and avoids potential distractions and disturbances. This is accomplished through the use of a Corporate Identification Card and Visitor's Passes.

The function of the ID card is to positively identify all persons, employees and guests alike on corporate property as having a reason to be there. This process requires all guests to a facility to undergo an identification and verification process upon entering a facility. Guests are expected to sign a log that records their entry and exit date and time. They are to be escorted to their destination and employees are responsible for the conduct of their guests.

Employees should make it a practice to challenge people who are not wearing a valid ID or guest pass.

Employees who receive an access card (where applicable) to enter their facility should never loan an access card to anyone for any reason; and should not allow other people without an access card to follow them into their workplace. If an access card is lost or stolen, it should be reported immediately so it can be disabled.

All packages, briefcases, handbags and other conveyances carried into or out of Company buildings are subject to inspection.

Desks, lockers, file cabinets, workstations and other storage areas are also subject to inspection. Items found in violation of company policy or rules will be removed.

Employees should exercise reasonable care for the protection of both personal and Company owned property while on Company premises or away from the premise performing company business. Never leave valuable property unattended.

Employees wanting to take Company property or equipment off premises must have written authorization.

from their manager.

WebMD policy prohibits the possession, transfer, sale, purchase or use of illegal drugs on Company premises or work sites while conducting Company business.

Employees, contractors or guests, are prohibited from possessing firearms, other weapons or hazardous or dangerous materials on Company property, in Company vehicles or personal vehicles while conducting Company business.

Employees will probably have access to a variety of computer resources. Remember all computer resources are property of WebMD and should be used for business purposes only. For more information please refer to the complete [Electronic Communications Policy](#) on Employee Central.

Second only to our employees, information is WebMD's most valuable and critical asset and it must be protected. Inadvertent disclosure or loss could have a severe impact on WebMD. Employees must be familiar with Company proprietary information, its marking, handling, dissemination and destruction.

Employees are expected to know and comply with all WebMD security procedures. Any violations of those procedures or potentially dangerous situations should be reported to Corporate Security.

Violation of Corporate security procedures may result in disciplinary action, up to and including termination. Illegal acts, committed by employees, may be reported to law enforcement authorities.

Emergency Closings - including Inclement Weather

Employees generally are expected to report for work during inclement weather conditions if the Company does not declare an emergency closing. If the Company declares an emergency closing, exempt and non-exempt employees will be paid for their scheduled hours. In cases where the weather conditions are bad, but the office is not closed, employees should use caution and their best judgment traveling to/from work when road conditions are not optimal or if public transportation is unavailable in their area. Please contact your manager for approval to work from home. To be considered as a remote work day, employees must have access to the tools, technology and other resources necessary to do their jobs and are expected to work their full normal schedule. Individuals who are not able to work remotely may be granted an authorized paid absence if they have available accrued and unused vacation days. If they do not have paid vacation days available, non-exempt employees may be granted an authorized unpaid absence. Non-exempt employees who are late because of weather conditions will be given a chance to make up their missed time if work schedules and conditions permit. In all cases where an employee is not able to work their normal schedule in their normal work location, the manager should be notified as soon as possible to help ensure critical business needs are met.

Recruiting and Staffing

Hiring Procedures

WebMD Health Corp and its subsidiaries carefully select employees through application, personal interview, and background investigations. WebMD has identified certain positions for which additional background investigations and/or drug testing may be required, following a conditional offer of employment. WebMD relies upon the accuracy of information contained in the employee's resume and/or employment application, as well as the accuracy of other data presented throughout the hiring process and employment. Any misrepresentations, falsifications or material omissions in any of this information or data may result in WebMD's exclusion of the individual from further consideration for employment or, if the person has been

hired, termination of employment. Certain of our businesses, including WebMD Health Services, have adopted specific drug and alcohol policies that require pre-employment drug testing.

Employee Referral Program

Hiring and retaining talented people is one of WebMD's most important business objectives. WebMD wants to reward employees for referring qualified people for open positions within the Company. Experience shows that good employees have often come to WebMD through referrals by other employees. Generally, an employee below director level who refers a candidate for an open position and that person is hired, is eligible for a cash incentive award, as long as the employee does not have influence in the hiring process.

Not all positions are eligible for a cash incentive award. See Employee Central for more information on the [Employee Referral Program](#). While WebMD has a general employee referral program, some businesses or departments do not implement a paid referral plan although the employees of any segment may make referrals to segments that do implement such plans.

Employment of Relatives

The employment of relatives in the same area of an organization may cause serious conflicts and problems with favoritism and employee morale. WebMD does restrict the employment of relatives in certain positions due to business and financial audit control reasons. The HR Generalist should be informed of any relationships prior to the approval of an employment offer and they will evaluate the circumstance. Contract and Freelancers workers are also not permitted and are treated similarly as employees under this policy.

Relatives of WebMD employees may not be employed if the following occurs:

- The individual would work within the same department, reporting to the same supervisor;
- The individual would be working directly for or supervising a relative;
- The individual would be directly above the relative's immediate superior; or relationship in reporting;
- The individual would be working directly for the relative's immediate subordinate;
- The individual would work in the same group over which a relative has direct control; or
- Any other situation, which may present a conflict of interest, as determined by Human resources.

If the question to hire a relative is raised, HR will evaluate the position using the above criteria. HR will determine if the reporting relationship can be changed to meet the criteria, if it cannot, the relative will not be hired.

Prior to hiring a relative, HR needs to be consulted with in order to determine if there would be a policy violation. If a manager is made aware of a situation that already exists, they need to contact HR immediately.

Reemployment Eligibility

Consideration of a former employee for reemployment with WebMD is guided by the following criteria, among others:

- He or she was not terminated for cause
- His or her prior performance was considered satisfactory

- Human Resources approves of the rehire after reviewing the former employee's personnel file
- The last supervisor on record should be contacted to confirm past performance and circumstances around termination.

Service Credit

A former employee who is reemployed will have his or her status considered as a rehire. As a rehire reemployed within one year of termination, he or she will receive credit for prior service in the form of an adjusted hire date. This date will be used to calculate the vacation accrual rate and most other service-based benefits. The adjusted hire date determines the months of service credit the former employee will receive upon rehire.

A former employee reemployed after one year of the termination date will be considered a rehire, with no prior service credit.

Service credit is determined by the Adjusted Service Date Calculation formula below.
Adjusted Service Date Calculation:

Example:

Original Date of Hire: 1/4/2010
Original Termination Date: 2/14/2015
Rehire Date: 1/15/2016

Days not employed by WebMD: 335 (must be less than 365 days to get adjusted service credit)

Add the number of days not employed to the original hire date
Adjusted Hire Date: 12/4/2010

Any equity and non-equity awards previously granted to a rehired employee shall not be reinstated and will follow the terms of the applicable agreement or plans.

Employment Classifications

The following classifications determine an employee's overtime and benefit eligibility.

WebMD classifies employees into categories determined by regular hours worked and the requirements of the Fair Labor Standards Act (FLSA). State law generally provides for essentially similar requirements, however, some states have more strict requirements that will take priority. At the time of hiring, employees are classified as either full-time or part-time, and are also told whether they qualify for overtime pay. Each employee is designated as either NON-EXEMPT or EXEMPT from the overtime requirements of the federal and state wage and hour laws. If an employee is not sure of the job classification into which his or her position fits, the employee should ask his or her supervisor or Human Resources.

1. EXEMPT/ NON-EXEMPT:

Exempt Employees

Certain employees are exempt from the minimum wage and overtime requirements of the Fair Labor Standards Act (FLSA) and applicable state laws. As a general rule, employees in Exempt jobs are paid a pre-determined salary for any week in which they perform work, regardless of the number of hours worked or the quality of performance. Exempt jobs are generally those in executive, administrative, professional or outside sales positions.

It is the responsibility of the Human Resources Department to determine whether a job is properly classified as exempt.

Non-Exempt Employees

Employees in positions who do not fall into the categories noted above are generally classified as non-exempt under the specific provisions of federal and state laws. Non-exempt employees also may be paid a pre-determined weekly salary; however, they must be paid overtime for any hours worked over 40 per week (or over a specified number of hours in a day for those employed in states providing daily overtime).

2. FULL/PART-TIME

For the purposes of Benefits eligibility see the [Better Yourself Health Manager](#) and the Benefits Overview on Employee Central, each employee fits into one of the following job classifications.

Regular Full-Time Employee

Employees who are regularly scheduled to work WebMD's full-time schedule (at least 30 hours per week) are classified as regular full-time employees. Generally, these employees are eligible for WebMD's benefit packages, subject to the terms, conditions and limitations of each benefit program.

Regular Part-Time Employees

Employees who are regularly scheduled to work less than 30 hours per week, but at least 20 hours per week are classified as regular part-time employees. Regular part-time employees are eligible for some benefit programs sponsored by WebMD, subject to the terms, conditions and limitations of each benefit program.

Part-Time Employees

Part-time employees are those who are regularly scheduled to work less than 20 hours per week. Part-time employees receive all legally mandated benefits to the extent required by provisions of state and federal laws, but are ineligible for all of WebMD's other benefit programs.

Temporary Employees

Temporary employees may be hired to assist in the completion of a specified project. Employment assignments in this category are of a limited duration, generally not to exceed 6 months. Employment beyond any initially stated period does not in any way imply a change of employment status. Temporary employees retain that status unless and until modified by a written change. While they do receive all legally mandated benefits to the extent required by provisions of state and federal laws, they are ineligible for all of WebMD's other benefit programs.

3. PART-TIME EXEMPT EMPLOYEES

It is WebMD's policy to allow part-time status for identified business requirements and/or approved personal work/family needs. Exempt salaried employees working on a part-time basis will maintain their exempt status only if stringent requirements are met. The regulations to the FLSA require that exempt employees must receive their entire part-time salary for any week in which they perform any work without regard to the number of days or hours worked. There can be no hourly or overtime payments to part-time exempt employees. Abuse of days or time off should be addressed with the same corrective action process followed for full-time exempt employees. Given these requirements, the following procedures must be followed for part-time exempt employees.

A part-time exempt employee should be scheduled to work a standard set of hours (e.g., 26 hours per

week) and paid a flat salary that represents the percentage of the time to be worked as compared to the full-time salary. For example, a \$60,000 per year employee scheduled to work 26 hours (sixty-five percent of 40 hours) will earn sixty-five percent of full salary, or \$39,000. Just as a full-time exempt employee's salary cannot be adjusted if there are swings in actual hours worked, a part-time exempt employee's salary cannot be adjusted (i.e. 30 hours worked one week and 32 hours the next). A closely managed schedule is the key to minimize fluctuations in time worked and to keep the salary paid and hours worked equitable. Should future work assignments dictate a significantly different work schedule than what is currently used, the schedule may be reassessed. Such reassessments should be prospective only and should not be made more often than every four months.

**Information regarding benefits and eligibility can be found on the [Better Yourself Health Manager](#).*

Overtime

When operating requirements or other needs cannot be met during regular working hours, employees may be scheduled to work overtime hours. When possible, advance notification of these mandatory assignments will be provided. All overtime work must receive the Manager's or department head's prior authorization. Company-requested overtime assignments will be distributed as equitably as practical to all employees qualified to perform the required work.

Overtime compensation is paid to all non-exempt employees in accordance with federal and state wage and hour regulations. Overtime pay is based on actual hours worked. Time off on sick leave, holidays, vacation leave or any leave of absence will not be considered hours worked for purposes of performing overtime calculations. A workweek is defined as beginning at 12:00 a.m. Saturday and ending at 11:59 p.m. Friday.

Regular Rate of Pay

Regular Rate of Pay will be paid on a bi-weekly rate (26 pays) for exempt employees and an hourly rate for non-exempt employees. Non-exempt employees, whose regular working hours are either the second or third shift will be compensated at the higher pay rate.

Non-exempt employees will be compensated for overtime as follows: For hours worked in excess of 40 hours in one workweek, overtime will be paid at a rate of one and one-half times the regular rate of pay. In California, however, overtime will be paid at a rate of one and one-half times the regular rate of pay for any hours worked over 8 in a single workday. Additionally, in California, for time exceeding twelve hours in a single work day, overtime will be paid at two times the regular rate of pay.

If an employee is required to work on a paid holiday that falls on a regularly scheduled workday, non-exempt employees will receive their straight-time rate for the hours worked that day, in addition to holiday pay.

WebMD adheres to all federal and state regulations regarding working hours and payment thereof. It is the responsibility of the manager to see that working hours and privileges are not abused.

Exempt employees function at a high level of professional responsibility and are expected to work such hours and at such times as are necessary to carry out their duties. That may, at times, entail work beyond the regular workday or on holidays. The salaries of employees classified as exempt are intended to compensate them for all time worked, including any time in excess of regular workdays. Accordingly, exempt employees do not receive additional pay if they work beyond the regular work day, in excess of 40 hours per week or on a holiday.

Employee Records and Information

Access to Personnel Records

The Human Resources Department maintains digital records for each employee. These records are the property of WebMD and access to the information they contain is restricted. Records include such documents as job application, resume, records of training, documentation of performance appraisals and salary increases, as well as other employment records. Generally, only managers and management personnel of WebMD who have a legitimate reason to review information in a record are allowed to do so.

Any employee who wishes to review his or her record is welcome to do so. Many elements of the record are readily available to the employee via our HR information system (Dayforce) or our Performance Management tool. For items the employee is not able to access, the employee should contact the Human Resources Department and, with reasonable advance notice, may review his or her own record with the assistance of a Human Resources representative or an individual designated by WebMD, subject to state law.

Changes in Personnel Data

It is the responsibility of each employee to notify WebMD of any errors in his or her personnel files or changes in personal data, personal mailing addresses, telephone numbers, number and names of dependents, emergency contacts, educational accomplishments, and other such relevant information. This information should be accurate and current at all times. You can make changes online through the [Dayforce](#) link on the [Employee Central](#) home page.

Confidentiality of Employee Medical Information

Employee medical records and information regarding employee medical conditions (“medical information”) is kept separate and apart from other employee records by the Human Resources Department. All medical information is strictly confidential and is only shared on a “need to know” basis. It is against the law to disclose protected health information. For more information please refer to the complete [HIPAA Privacy Policy](#) on Employee Central.

Comp Programs

Compensation Philosophy

Our compensation philosophy is to provide total compensation and benefit opportunities at a level that is competitive with those companies with which we compete for business results and employees. To ensure that we continue to meet our corporate compensation objectives, and attract, retain, develop, and motivate qualified individuals, WebMD has developed and implemented a compensation system that is intended to be internally fair, externally competitive, and responsive to each employee’s skill level, performance, contributions and achievement.

This philosophy will be executed through a compensation program designed to support the Company’s business strategies by aligning individual compensation with the successful achievement of specified business objectives at the Company and business segment level. Our growth and the maturity of our industry will also influence this strategy.

WebMD will regularly review its compensation practices against those of similar companies to ensure competitiveness and maintain consistency with our philosophy.

Performance Appraisals

WebMD uses a focal date process for the review of performance and salary and the recommendation of merit pay increases. “Focal” means that all eligible employees are reviewed at the same time. WebMD

recognizes the need to periodically review the work of each of its employees to provide both motivation and guidance. Performance appraisals are to be structured in order to measure an employee's value to the organization by evaluating his or her performance against the objectives of the position, as well as how his or her overall performance compares to his or her peers.

If an employee has not received a performance appraisal at a time when the employee believed he or she should have received an appraisal, the employee should contact Human Resources immediately for assistance.

More information about Performance Appraisals visit [Performance Management and Objective Setting](#) on Employee Central.

Annual Bonus Program

As part of an employee's compensation package, the Company may award annual bonuses. The amount of such bonus, if any, will be determined in the Company's sole and absolute discretion and is payable only if the employee is employed on the applicable payment date (unless the employee is subject to written agreement or a written bonus plan that provides for different treatment) and is at a satisfactory level of performance.

Promotional Increases

Promotional increases are used to compensate an employee for an increase in assigned responsibilities and accountabilities. A promotional increase can vary based on the manager's estimate of the magnitude that the new accountabilities have over and above the former accountabilities. In all cases, the management team will work with Human Resources and Compensation to determine the appropriate pay level for the new position by examining the employee's skill set, internal equity and the external market.

Equity Awards

The Company may grant equity awards, such as stock options and restricted stock, as part of an employee's compensation package. Equity awards require approval of the Compensation Committee of the Board of Directors, or its designee, prior to the award being granted to the employee. Unless otherwise expressly authorized by the Compensation Committee or its designee, no employee, regardless of position, has the authority to commit to or communicate equity awards to any employee.

Pay Periods

All employees are paid bi-weekly for a total of 26 paychecks per year. Each paycheck will include earnings for all work performed through the end of the payroll period. Adjustments for vacation, sick time, time off without pay and overtime will normally be reflected in the paycheck for the next pay period.

In the event that a regularly scheduled payday falls on a holiday, employees will receive pay on the last day of work before the holiday.

Automatic Payroll Deposit

Employees may have pay directly deposited into their bank accounts if they provide advance electronic authorization to WebMD. Typically, one or two payroll cycles are required before the automatic deposit takes effect. Direct Deposit Forms are completed with New Hire paperwork. Employees can view pay statements, direct deposit and tax forms through Ceridian Dayforce.

Employees may specify up to 3 accounts to deposit their pay. These accounts may be an employee's savings and/or regular checking accounts.

Direct Deposit will automatically cease upon notification of an employee's separation from the company.

Federal Withholding Tax

In accordance with Federal, state, and local tax laws and regulations, the Company withholds income tax on a scale determined by the exemptions listed on the W-4 form that each employee completes when hired. An Employee can change the number of exemptions, by accessing payroll forms in Ceridian Dayforce

The amount of state tax withheld varies based upon the state in which the employee lives and works.

Taxes are also withheld to finance Social Security and Medicare. The rate for this tax is set by federal law and can change from year to year. The Company contributes an equal amount of the Social Security tax deducted from each employee's paycheck.

Garnishments

Garnishment of Wages refers to a legal procedure requiring WebMD to withhold portions of an employee's earnings to satisfy an outstanding debt. WebMD will comply with all federal, state and court ordered required deductions and withholdings.

Questions concerning why deductions were made from a paycheck should be directed to the Payroll Department.

Administrative Pay Corrections

WebMD takes all reasonable steps to ensure that employees receive the correct amount of pay in each paycheck and that employees are paid promptly on the scheduled payday.

In the unlikely event that there is an error in the amount of pay, the employee should promptly bring the discrepancy to the attention of the Payroll Department so that corrections can be made as quickly as possible.

Pay Transparency Nondiscrimination Provision

The contractor will not discharge or in any other manner discriminate against employees or applicants because they have inquired about, discussed, or disclosed their own pay or the pay of another employee or applicant. However, employees who have access to the compensation information of other employees or applicants as a part of their essential job functions cannot disclose the pay of other employees or applicants to individuals who do not otherwise have access to compensation information, unless the disclosure is (a) in response to a formal complaint or charge, (b) in furtherance of an investigation, proceeding, hearing, or action, including an investigation conducted by the employer, or (c) consistent with the contractor's legal duty to furnish information. 41 CFR 60-1.35(c)

Benefits Time Away

WebMD makes various paid and unpaid leaves of absence available to employees. These leaves are designed to promote personal well-being and to support employees' efforts to balance work, family and personal responsibilities.

Paid time off is not included in the calculation of an employee's regular rate nor will it be counted as hours worked for the purpose of overtime calculation.

Holidays

WebMD will grant 10 days of holiday time off to employees generally consisting of:

- New Year's Day (January 1)
- Martin Luther King, Jr. Day (third Monday in January)
- President Day (February)
- Memorial Day (last Monday in May)
- Independence Day (July 4)
- Labor Day (first Monday in September)
- Thanksgiving (fourth Thursday in November)
- Day after Thanksgiving
- Christmas (December 25)
- Flexible Holiday (date to be selected by employee, with manager approval)

WebMD will grant paid holiday time off to all eligible employees immediately upon assignment to an eligible employment classification. Eligible employee classification(s):

- Regular full-time employees
- Regular part-time employees scheduled to work a minimum of 20 hours per week

If a recognized holiday falls during an eligible employee's approved vacation or sick leave, the employee will be compensated with holiday pay for the applicable day(s) rather than utilizing vacation or sick leave.

If a regular part-time employee is not regularly scheduled to work on the day of the week that the holiday falls on, he/she will not receive pay for the holiday. If the holiday falls on a regularly scheduled work day for the part-time employee, then he/she would receive the "holiday hours" scheduled for that day. For example, if an employee works 4 hours a day, the holiday pay would be 4 hours.

If a full-time regular employee works a flexible schedule, whereby he/she works 10 hours a day, 4 days a week, the employee would be entitled to receive all holiday pay similar to all regular full-time employees, regardless of whether the holiday falls on a regularly scheduled work day. (i.e. Employee works 10 hours a day, Tuesday through Friday. The Company paid holiday falls on a Monday. The employee, based on approval from his/her manager, would take an agreed upon holiday during that week. The employee should not exceed 40 hours pay due to the holiday (30 Regular, 10 holiday).

If a non-exempt employee is out for an unapproved absence the day before and/or after a paid holiday, the holiday will not be counted as hours worked for that week, and the employee will not receive holiday pay. An employee may be requested to provide a doctor's note to substantiate an absence due to illness the day before or after a holiday in order to receive holiday pay.

Please refer to the Overtime section of this handbook for information on how compensation is calculated for employees who are required to work on a holiday.

Religious Holiday Observance

The Company recognizes that religious holidays can be an important aspect of an individual's spirituality and, as a result, an employee may require time off for religious observance. The Company will reasonably accommodate an employee's request for observance of the holiday, unless it would be an undue hardship to provide such an accommodation. Requests should be submitted by the employee to his or her manager in advance of the holiday, preferably at least two weeks. An individual may elect to take religious holiday time off without pay or use accrued vacation time.

US/Canada Vacation Policy

WebMD is committed to a culture of wellness for our employees. We believe that employee wellness and productivity benefits from regular time away from work responsibilities so we encourage employees to take their annual allotment of vacation each year. However, we also recognize that personal or business needs may sometimes benefit from deferring a portion of that vacation into the following calendar year. Employees in the US or Canada may carry over up to 5 days' vacation into the following calendar year, with that carryover remaining available through July 31st. Any prior year vacation remaining after July 31st will be forfeited (as with all policies, Federal and State regulations will supersede vacation policy as appropriate).

Annual Accrual

Accrual begins at a rate of 1 day per month, credited on the last day of each calendar month. Part-time employees accrue vacation on a pro-rated basis on his or her scheduled weekly hours. Employees will accrue vacation according to the following schedule:

Years of Eligible Service	Accrual Rate per Month (converted to hours)	Annual Accrual Rate
First Year	8.00	Up to 12 days (based on hire date)
Beginning of Year 2	8.66	13 Days
Beginning of Year 3	9.33	14 Days
Beginning of Year 4	10.00	15 Days
Beginning of Year 5	10.66	16 Days
Beginning of Year 6	13.33	20 Days

Each employee's length of eligible service is calculated on the basis of his or her anniversary date. This is the 12-month period of continuous service that follows each anniversary of the hire date.

Planning and Taking Vacation

To take vacation, employees should submit their request in advance using the Time-off or e-time system and receive approval from their manager. Vacation approval incorporates a number of factors associated with the business needs of the Company, including staffing requirements at particular times as well as the vacation plans of other employees. The Company reserves the right to approve or decline a request based on those factors. Vacation time is paid at the employee's base rate at the time the vacation is used. It does not include overtime or other special forms of compensation such as incentives, commissions, or bonus payments.

An employee may request to use vacation days not yet accrued by submitting a vacation request via the Ceridian Dayforce System. The employee's supervisor may approve an advance of up to five (5) vacation days (as long as the approved amount does not exceed the total annual accrual). The amount of vacation advanced will later be deducted from an employee's available vacation balance as it accrues.

Payout of Unused Vacation Time

Upon termination of employment, employees will be paid for current year unused vacation time that has been earned through the last day of work. Except as required by law, vacation carried over from the prior

calendar year will not be paid upon termination from the Company. If, at termination, the amount of vacation advanced to an employee exceeds the amount of vacation accrued, the Company reserves the right to deduct the vacation advance from the employee's wages, bonus, expense reimbursements or other funds owed the Company, including from any final paycheck.

Recording Vacation Time

All employees are required to request and record vacation via the designated time-off management system and managers should be verifying compliance. If it is determined that an individual has not been accurately using the time-off system, no vacation time will be carried over into the following year and any vacation payout upon termination will be determined by WebMD management and Human Resources.

In the event of any inconsistency between this memo and the official policy document, the terms of the official policy document, as interpreted by the policy administrator in its sole discretion, will prevail. Under all circumstances, federal, state and local law will control the application and interpretation of this policy.

During Inactive Status

An employee will not accrue vacation time while on inactive status due to an approved leave of absence, including personal leave, disability leave, military leave, or family and medical leave (FML). If an employee returns from an approved FML or military leave, the vacation accrued during up to 12 weeks of the qualified leave will be credited to their balance. Leave is not accrued or reinstated for other leaves or inactive periods or for FML/military leave in excess of 12 weeks.

Please note that California employees are governed by a separate vacation policy, defined below.

WebMD Vacation Policy (for employees residing in California)

Maximum Accrual

The maximum accrual limit for a California employee is their annual accrual rate per year plus an additional 5 days (see maximum accrual column in above table). Employees can combine unused vacation time from the prior year and accrued vacation time in the current year up to the maximum accrual. Employees are encouraged to manage their vacation accrual through the use of the WebMD Time Off system.

California employees can continue accruing new vacation time throughout the year unless they hit the ceiling of their maximum accrual rate. If the maximum accrual rate is reached the employee will stop accruing new vacation time until such time as they take vacation and reduce their vacation balance below the maximum accrual. An employee cannot go back and recapture the accrual time lost during the period of time they were at the maximum accrual rate.

Example:

Jane Doe is beginning her second year of employment in 2019 and will accrue 13 days during the year. Additionally, assume she has carried over 4.00 days. Her carry over (4 days) and her 2019 accrual (13 days) bring her total accrual for the year 2019 to 17 days, which is below the maximum accrual rate for 2019 of 18 days. Therefore, the maximum accrual will not impact Jane Doe during 2019.

Then assume Jane takes seven days vacation in 2019. In 2020 Jane enters the year with 10 accrued unused vacation days. Jane accrues at a rate of 14 days in 2020. Therefore, at the end of August if she hasn't taken any vacation days she will have reached the maximum accrual and therefore stops accruing new vacation time until such time as she takes vacation and lowers her balance below the maximum accrual.

Annual Accrual/Maximum Accrual (California)

Accrual begins on the first day of employment at a rate of 1 day per month. Part-time employees accrue vacation on a pro-rated basis based on his or her scheduled weekly hours. Employees will accrue vacation according to the following schedule.

Years of eligible service	Accrual rate Per month	Accrual rate per year	Maximum Accrual
First Year of Service	8.00 Hours	12 Days	17 days
Beginning of Year 2	8.66 Hours	13 Days	18 days
Beginning of Year 3	9.33 Hours	14 Days	19 days
Beginning of Year 4	10.00 Hours	15 Days	20 days
Beginning of Year 5	10.66 Hours	16 Days	21 days
Beginning of Year 6	13.33 Hours	20 Days	25 days

Each employee's length of eligible service is calculated on the basis of his or her anniversary date. This is the 12-month period of continuous service that follows each anniversary of the hire date.

Sick Leave

WebMD provides sick leave benefits to all regular employees (working 20 or more hours per week) for periods of temporary absence due to illnesses or injuries.

Eligible employees may use paid sick leave benefits for an absence due to their own illness or injury or that of a family member. A family member under the sick leave policy is defined as: spouse, domestic partner, children (including employee's children, domestic partner's children or step children), parents, stepparents and parents-in-law. Exempt and non-exempt employees receive ten (10) sick days per year. Sick leave for new employees will be prorated based on the month in which the employee is hired. Sick time for a part-time employee (working at least 20 hours per week) will be pro-rated based on his or her scheduled weekly hours.

Employees who are unable to report to work due to illness or injury must notify their manager and should do so before the scheduled start of their workday, if possible. The manager must also be contacted on each additional day of absence.

A physician's statement may be requested verifying the condition preventing the employee from working and its beginning and expected ending dates. Such verification may be requested for other sick leave absences as well and may be required as a condition to receiving sick leave benefits. Sick leave must be used during the waiting period of any medical or disability leave before any other paid time off (such as vacation and/or a floating holiday).

Company paid sick days will be calculated based on the employee's base pay rate at the time of absence, and will not include any special forms of compensation, such as incentives, commissions, bonuses or shift differentials.

As an additional condition of eligibility for sick leave, an employee on an extended absence must apply for any other compensation and benefits, such as short or long term disability or workers' compensation. Once an eligible employee has been absent from work for 5 business days due to his or her own illness, the employee must apply for short term disability and will be subject to the terms and conditions of the short term disability policy. Sick leave (and then vacation leave) benefits will be used to pay any waiting period that an employee must satisfy under any state disability insurance, workers' compensation or WebMD -provided disability insurance programs. Sick leave (and vacation leave) cannot be used to supplement any benefit received under any

such state disability insurance, workers' compensation or WebMD -provided disability insurance program.

Sick leave benefits are intended solely to provide income protection for the circumstances defined above (or in accordance with local statutory requirements) and may not be used for any other absence. Unused sick days will not be paid out at the end of the year, nor may they be carried forward into the next calendar year, nor are they paid out upon termination (unless local or state requirements indicate otherwise)

New York City Earned Sick Leave Law and similar laws in other cities and states, requiring employers to provide paid sick time to employees working in those locations, are intended to **function in conjunction with the Company's Sick Leave policy as set forth in this Employee Handbook**. Certain of the statements in the Notice of Rights for the NYC law (regarding domestic employees and employees covered by a collective bargaining agreement) are not applicable to WebMD. Other statements (regarding amount of sick leave, accrual, and carryover of sick time) also do not apply, as WebMD's current policy otherwise complies with or exceeds what is required by the Law – and WebMD's policy will continue to govern. Specifically, (i) employees receive 10 paid sick days (not 40 hours/5 days) on January 1st of every year (and therefore, employees do not have to accrue sick leave over the course of the year) and (ii) there is no carryover or payout of unused sick leave (since employees receive a new allotment of sick days on January 1st of every year). However, where any provision of relevant regulations are more expansive as compared to WebMD's policy – and therefore an employee's use of sick time will be governed by such regulations, including the NYC law's provisions related to (i) who is eligible for sick time (those employees who are hired to work more than 80 hours a year in New York City), (ii) the reasons for which sick time can be used, and (iii) who is considered a "family member" under the Law.

Bereavement Leave

Employees may take time off due to the death of an immediate family member. Employees should notify their manager immediately for purposes of this policy. WebMD defines "immediate family" as the parent, stepparent, in loco parentis, child (including miscarriage), stepchild, grandparent, grandchild, brother, sister, aunt, uncle, cousin, brother-in-law, or sister-in-law of the employee, their spouse or their domestic partner.

Paid time off for up to 5 days may be granted per occurrence to allow the employee to attend the funeral and make any necessary arrangements associated with the death. The days need not be consecutive.

Time records should designate "bereavement" on the appropriate days. Employees may, with their managers' approval, use any available paid leave for additional time off as necessary.

This is a friendly reminder, during this difficult time, WebMD provides EAP resources for your benefit to you and all members of your household.

Time Off to Vote

WebMD encourages every United States citizen to participate in the election process by voting. If an employee cannot get to the voting precinct due to his or her work schedule or if the precinct is not open sufficient hours outside of his or her work schedule to permit the employee time to vote,

the Company may provide up to two hours of paid time off, at the beginning or end of the workday, unless otherwise required by state law. Time off to vote must be scheduled at least two working days prior to any election unless otherwise required by law.

Jury and Witness Duty

WebMD encourages employees to fulfill their civic responsibilities by serving on jury or witness duty when required (“jury duty”). Employees may take whatever time off is required to serve as a witness or on a jury. The Company will pay employees’ salary for up to 30 days of jury duty per year, unless otherwise required by state law. Absent state law to the contrary, non-exempt employees will not be compensated for time served beyond 30 days per year; exempt employees will be compensated beyond 30 days only in the event that they work a portion of each workweek following the first thirty days. This policy will also be extended to employees who are under subpoena to testify as witnesses.

Jury duty pay will be calculated at the employee’s base pay rate times the number of hours the employee would otherwise have worked on the day of absence.

Employees are required to show the jury duty summons to their manager as soon as possible so that the manager may make arrangements to accommodate their absence. Of course, employees are expected to report for work whenever the court schedule permits. An employee must submit a statement from the clerk of courts upon the completion of his or her jury duty.

WebMD may suggest that an employee ask that jury service be deferred to a later date if earlier service would create an extreme hardship for the Company.

Military Leave

WebMD is committed to protecting the job rights of employees absent on military leave. In accordance with federal and state law, it is the Company’s policy that no employee or prospective employee will be subjected to any form of discrimination on the basis of that person’s membership in or obligation to perform service for any of the Uniformed Services of the United States. Specifically, no person will be denied employment, reemployment, promotion, or other benefit of employment on the basis of such membership. Furthermore, no person will be subjected to retaliation or adverse employment action because such person has exercised his or her rights under this policy. If any employee believes that he or she has been subjected to discrimination in violation of this policy, the employee should immediately report it to Human Resources.

All WebMD employees who need to be away from work to fulfill active military service obligations in the United States Army, Navy, Air Force, Marines, Coast Guard, the Reserve components of these organizations, the Army National Guard, the Air National Guard, the commissioned corps of the Public Health Service, any other category of persons designated by the President in time of war or national emergency, or any other organized and duly authorized state militia, may be eligible for a military leave of absence in accordance with federal (USERRA) and state laws.

PROCEDURES/GUIDELINES

Requests for Military Leave

The employee will provide his or her immediate supervisor or the Human Resources Department with verbal or written notice that the employee will be engaging in military service, including where feasible, a copy of the orders directing the military duty, unless the employee is prevented from doing so by military necessity or other circumstances. If possible, employees are requested to provide such notice at least 30 days in advance of active military service. Failure to provide adequate notice may render the employee ineligible for the rights and benefits described in this policy.

SALARY CONTINUATION

Temporary Military Leave

Eligible employees who must be absent from their job for a period of not more than 10 working days each year in order to participate in temporary military duty (i.e., military training or fitness for duty obligations) are entitled to as many as 10 days of military leave pay, which is the difference between an employee's base pay from WebMD and the military pay the employee receives. An employee may not use accrued paid vacation during the temporary military leave of absence (i.e., receive vacation pay in addition to military pay).

Extended Military Leave

Eligible employees who must be absent from their job for a period of more than 10 working days are eligible to receive military leave pay, which is the difference between an employee's base salary from WebMD and the military pay the employee receives during the employee's approved military leave. This military leave pay will be paid for the first 6 months of any qualifying military leave. Thereafter, any such military leave is unpaid. An employee may not use accrued paid vacation during the paid portion of the military leave of absence (i.e., receive vacation pay in addition to military pay). However, an employee may, but is not required to, use accrued paid vacation during the unpaid portion of the military leave of absence.

CONTINUATION OF BENEFITS

If an employee is absent from work due to military service, the Company will continue group health plan coverage for the employee and covered dependents for up to 24 months under the same terms and conditions as if the employee had continued to work. The employee must pay, per pay period, the premium normally paid by the employee. Other benefits will be handled in accordance with the relevant benefit plan documents and with USERRA and other applicable federal and state laws.

REEMPLOYMENT

An employee who returns to work upon release from a period of military service will be reemployed as required under the USERRA reemployment provisions, or any applicable state law. As a general rule, an employee who takes an approved military leave of absence and properly returns to work will be reemployed by WebMD in the position the employee would have held had he/she remained continuously employed, or in a position of like seniority, status and pay, assuming the employee is qualified for the position or can become qualified after reasonable efforts by WebMD.

Employees reemployed following military leave will receive seniority and other benefits determined by seniority that the employee had at the beginning of the military leave, plus any additional seniority and benefits the employee would have attained, with reasonable certainty, had the individual remained continuously employed. In addition, an employee's time spent on active military duty will be counted toward eligibility for FMLA leave upon return to his or her job at WebMD.

Required Notification

An employee who intends to return to work at WebMD following completion of a military leave of absence must provide notice of such intent in accordance with the following procedure and schedule:

1. If service is less than 31 days or for the purpose of taking an examination to determine fitness for service - the employee must report for reemployment at the beginning of the first full regularly scheduled working period on the first calendar day following completion of

service and the expiration of eight hours after a time for safe transportation back to the employee's residence.

2. If service is for 31 days or more but less than 181 days - the employee must submit an application for reemployment with the Human Resources Department no later than 14 days following the completion of service.
3. If service is over 180 days - the employee must submit an application for reemployment with the Human Resources Department no later than 90 days following the completion of service.
4. If the employee is hospitalized or convalescing from a service-connected injury - the employee must report for reemployment (if the service was less than 31 days), or submit an application for reemployment (if the service was more than 30 days) to the Human Resources Department at the end of the necessary recovery period (which may not exceed two years following completion of service).

Required Documentation

An employee must provide military discharge documentation upon the employee's reapplication for employment that establishes the timeliness of the application for reemployment and length and character of the employee's military service.

EXCEPTIONS TO REEMPLOYMENT

In general, an employee will not be entitled to reemployment rights and the other benefits of this policy if any of the following conditions occur:

1. The employee has failed to return to work or apply for reemployment in a timely manner.
2. The Company's circumstances have so changed as to make reemployment impossible or unreasonable.
3. The employee's employment prior to the military service was merely for a brief, non-recurrent period and there was no reasonable expectation that the employment would have continued indefinitely or for a significant period.
4. The employee did not receive an honorable discharge from military service.
5. The employee's cumulative period of service with the Company has exceeded 5 years.

WebMD reserves the right to change or modify this policy in its discretion at any time in accordance with the requirements of applicable law or for any other lawful reason.

Family and Medical Leaves*

What is Family and Medical Leave and Who is Eligible:

In accordance with the federal Family and Medical Leave Act of 1993 ("FMLA"), Family and Medical Leave is available to eligible employees who wish to take time off from work duties for certain qualifying reasons. Specifically, FMLA leave is available:

- Following childbirth, adoption or placement of a foster child;

- To care for a child, spouse, or parent with a serious health condition;
- Because of the employee's own serious health condition that renders him or her unable to perform one or more essential functions of his or her position; or
- To address certain qualifying exigencies arising out of the military active duty or call to active duty status of the employee's spouse, son, daughter, or parent.

A serious health condition is defined as an illness, injury, impairment or physical or mental condition that involves inpatient care in a hospital, hospice or residential medical care facility, or continuing treatment by a health care provider. WebMD includes domestic partner within its definition of family members.

To be eligible for a Family and Medical Leave (FML) under the FMLA*, an employee must:

- Have worked for WebMD for at least 12 months
- Have worked at least 1,250 hours during the 12 months immediately preceding the commencement of the requested leave
- Work at a location with at least 50 WebMD employees within 75 miles of that work site.

Eligible employees may request up to a maximum of 12 weeks of Family and Medical Leave within a 12-month period. The 12-month period will be measured backward from the first day an eligible employee's Family and Medical Leave begins. Any combination of Family and Medical Leave and medical leave may not exceed this maximum limit except as otherwise provided by state law.

**Many states have family and disability regulations; Human Resources will work with employees and our leave administrator, CIGNA, to ensure all local requirements and benefits are met.*

Pay and Benefits During Disability** and Family and Medical Leave:

The Family and Medical Leave Act does not include compensation for the qualified period. However, in order to assist WebMD employees in meeting their personal and family needs, the following benefits are available for eligible leaves:

- Disability leave benefits (including pregnancy/maternity disability) as defined in the WebMD Short-term Disability Benefits Plan, available on the *Better Yourself* website "Benefits" tab
- For individuals who are approved for Family and Medical Leave (FML) that exceed any approved short-term disability (STD) leave benefits (or if they are not eligible for disability benefits), they will receive up to 5 days paid FML at a rate of 85% of base salary. 5 sick days (if available) and 5 accrued vacation days (if available) should be used prior to paid FML.

***Note that the eligibility for WebMD's Short-term Disability leave benefit begins the first of the month following date of hire so it is possible to receive disability leave benefits without qualifying for Family and Medical Leave*

Except as described above, Family and Medical Leave is generally unpaid leave. However, if leave is taken for an employee's own serious health condition, then any earned or accrued paid time off (such as sick leave (used first) -when appropriate as per our sick policy provisions, and vacation as applicable under such policies) must be used during any otherwise unpaid Family and Medical Leave. (In California and other states with pregnancy leave laws, if the leave is for the employee's pregnancy-related disability, and the employee is not eligible for FMLA, then the employee will not be required to use vacation, but may do so at her option). If leave is taken for a reason other than an employee's own serious health condition, then any available vacation must be used, and use of sick time will be according to Company policy, prior to start of unpaid leave.

Subject to the terms, conditions and limitations of the applicable plans, WebMD will continue to provide health insurance benefits for the full period of the approved Family and Medical Leave. Employees will need to continue to pay the employees' share of the premiums.

Vacation accruals and holiday benefits will be suspended during any unpaid portion of a Family and Medical Leave, and will resume upon the employee's return to active employment. Upon return to active employment, vacation time that would have been accrued during the unpaid portion of FML will be credited to the employee's balance.

Applying for Family and Medical Leave or Disability Leave:

Employees who believe they may qualify for Family and Medical Leave and/or disability leave payments should contact WebMD's FML/disability leave administration provider at 1-866-MYWEBMD (1-866-699-3263) for more information or to initiate a request for approval of such leave.

If the need for Family and Medical Leave is foreseeable, employees should contact the leave administrator by calling 1-866-MYWEBMD at least 30 days' prior. Failure to provide such notice may be grounds for delaying the leave. Where the need for leave is not foreseeable, employees are expected to notify the administrator at the above toll-free number as soon as practicable, generally within 1 to 2 business days of learning of the need for leave. In notifying the administrator of the need for leave, the employee should include the anticipated date(s) and duration of the requested leave. Employees are required to make reasonable efforts to schedule a foreseeable leave to avoid disruption of WebMD operations, subject to the approval of the appropriate health care provider.

If a leave is requested because of an employee's or a covered family member's serious health condition, then the employee and the relevant health care provider must supply appropriate medical certification supporting the need for leave and the anticipated time frame. The medical certification must be provided to the administrator prior to the commencement of the leave or within fifteen (15) days after it is requested, or as soon as reasonably possible under the circumstances. Failure to provide requested medical certification in a timely manner may result in denial or delay of leave until it is provided. Under certain circumstances, WebMD, at its expense, may require a second and third medical examination. Subject to applicable laws, WebMD also may require medical recertification periodically during the leave.

Leave taken for the birth, adoption, or foster care placement of an employee's child must be concluded within one year following the child's birth or placement, and WebMD reserves the right to require that such leave be taken in a single block (i.e., intermittent leave may not be permitted under these circumstances). Married and domestic partner employee couples may be restricted to a combined total of 12 weeks leave within any 12-month period for childbirth, adoption, placement of a foster child, or to care for a parent who has a serious health condition.

Additional Information:

For purposes of "qualifying exigency" leave (due to military active duty or call to active duty status of the employee's spouse, son, daughter, or parent), the term "active duty or call to active duty status" refers to a member of the National Guard or Reserves who is under a call or order to active duty (or has been notified of an impending call or order to active duty) in support of a contingency operation. It does not refer to a member of the Regular Armed Forces. Examples of qualifying exigencies include attending certain military events, arranging or providing for alternative child care or school, addressing certain financial and legal arrangements, addressing issues arising from short-notice deployment, attending certain counseling sessions, and attending post-deployment reintegration briefings.

Leave for a serious health condition may be taken intermittently or on a reduced time basis only if the schedule is needed for medical reasons. Employees are required to make a reasonable effort to schedule

medical treatment so as not to unduly disrupt WebMD's operations, subject to the approval of their health care provider, or the health care provider of their family member, as appropriate. In addition, if an employee is on an intermittent or reduced schedule leave that is foreseeable due to planned medical treatment, WebMD may temporarily transfer the employee to an available alternative position with equivalent pay and benefits which better accommodates the recurring leave.

So that the return to work can be properly scheduled, while on Family and Medical Leave the employee is requested to provide the administrator at least two weeks advance notice of the date he or she intends to return to work. Generally, when a Family and Medical Leave ends, the employee will be reinstated to the same position, if it is available, or to a job with equivalent pay, benefits, and other terms and conditions of employment for which he or she is qualified. However, employees have no greater rights to reinstatement or to other benefits and conditions of employment than if they had not taken the Family and Medical Leave. As provided by law, under certain circumstances, reinstatement following Family and Medical Leave may be denied. In addition, any right to reinstatement ends if an employee fails to return to work at the end of an approved leave, subject to applicable laws.

All employees wishing to return from a Family and Medical Leave granted for their own serious health condition will be required to provide a certification from their health care provider of their fitness to return to duty, with or without restrictions. This documentation will generally be requested by, and provided to, the FML administrator.

Failure to report to work on the first day following the end of the approved leave period will be deemed to be a voluntary resignation. WebMD may, in some circumstances, recover from the employee any employer contributions made for health care premiums during the family leave. (This does not apply to situations in which key employees are denied restoration as described below.)

Military Caregiver Leave:

Employees may also take leave to care for a covered service member who has a serious injury or illness. A "covered service member" is a current member of the Armed Forces, including a member of the National Guard or Reserves, who is undergoing medical treatment, recuperation or therapy, is otherwise in outpatient status, or is otherwise on the temporary disability retired list, for a serious injury or illness incurred in the line of duty on active duty. In order to qualify for leave to care for the covered service member, the employee must be the spouse, son, daughter, parent, or next of kin of the service member. Unlike other forms of FMLA leave, an employee may take **up to twenty-six (26) weeks of military caregiver leave** per service member or per injury/illness during a twelve month period, beginning on the first day of leave.

Greater Protections Provided by Certain State Laws:

Several states have their own medical leave laws, which run concurrent with federal FMLA, or in some situations provide for additional leave time. If state law provides greater benefits than the federal FMLA, then the employee will be provided with the benefit of whichever law provides greater rights. Some states that have family and medical leave laws are California, Connecticut, District of Columbia, Massachusetts, Minnesota, New Jersey, Oregon, Tennessee, Vermont and Wisconsin. Any leave taken pursuant to this policy, other Company policies, or law which qualifies as leave under the FMLA or any state law will be counted against the employee's available leave under the applicable Company policy and law, as well as the available leave under the FMLA or state law. Determination concerning eligibility for and coordination of federal and state leaves is handled by the Company's leave of absence Administrator. The Administrator can be reached at 1-866 MYWEBMD.

This policy will be interpreted and applied in accordance with applicable federal, state and local laws, and to the extent that this policy may conflict with those laws, they are controlling over this policy. Further, WebMD retains all available rights and defenses under applicable law, whether or not specifically set forth in this policy.

Exception for Key Employees

Key employees are defined as the highest paid 10% of employees within a 75-mile radius of the facility at which they are employed. Under certain circumstances, key employees may be denied reinstatement upon return from a Family and Medical Leave. Key employees will be notified by WebMD in advance if the company intends to deny restoration to that employee in accordance with FMLA regulations.

California Pregnancy-Related Disability Leave And Accommodation

Under California law, a California employee disabled due to pregnancy, childbirth or related medical conditions is eligible for an unpaid leave of absence of up to four months for the period of such disability. Depending on the circumstances, this leave may run concurrently with or in addition to leave provided under the Family and Medical Leave Policy. California employees who may be eligible for Pregnancy Disability Leave should contact the leave administrator at 1-866-MYWEBMD for more information.

California Paid Family Leave (“CPFL”)

California Paid Family Leave (“CPFL”) is a wage replacement benefit available to California employees who are covered under California’s State Disability Insurance (“SDI”) program. This benefit is available to eligible California employees who wish to take time off from work duties to care for a child, spouse, domestic partner, or parent with a serious health condition, or to bond with a minor child within one year of birth, adoption, or foster care placement. CPFL provides wage replacement benefits, but it does not provide job protection or reinstatement rights.

Under the California law, employees are eligible to receive approximately 55% of their wages (up to a cap specified by state law) for six weeks in a twelve month period after a seven day waiting period has passed. Employees must use any accrued but unused vacation time, if available, during the seven day waiting period. Once the seven day waiting period has been satisfied and CPFL benefits begin, employees must use accrued but unused sick or vacation hours to make up the remaining 45% of pay (sick time should be used first, and, once exhausted, vacation time may then be used). If accrued but unused sick time and vacation time are exhausted during the CPFL period, then the employee will receive only the payment from the State of California – there will be no WebMD subsidy.

California employees who may be eligible for California Paid Family Leave should contact the administrator at 1-866-MYWEBMD for more information. For additional details please visit <http://www.edd.ca.gov/direp/pflpub.asp>. All eligibility determinations and subsequent payments are administered through the state of California, not by WebMD.

Personal Leave

A Personal Leave (“PL”) may be requested for a variety of personal reasons, including personal business, family reasons, and emergencies, to provide additional time after release from a medical or family leave or to pursue other personal interests. Granting of PL is at the discretion of the Company.

WebMD employees eligible to request PL are those full-time and part-time employees who have completed 12 months of employment or have worked a minimum of 1,250 hours in the 12 months prior to requesting the leave. Generally, there are no intermittent or reduced work schedules allowed on Personal Leave.

WebMD will attempt to return the employee to the job he or she held prior to leave or an equivalent position; however, there is no guarantee of reinstatement following PL. Employees on PL are not entitled

to salary continuation and must use accrued vacation time on such leave. When vacation time is exhausted, the remainder of the leave will be unpaid. Medical, Dental and Vision insurance will cease at the same time the employee exhausts their paid vacation time. The employee may continue coverage beyond that time for employee and dependent coverage, pursuant to COBRA. The continuation of other Company benefits will be in accordance with the relevant official plan documents.

An employee is required to submit a written request to initiate a PL, notifying his or her immediate manager and Human Resources representative as far in advance of the anticipated leave as possible to ensure business coverage. In cases where personal leave is to follow Family and Medical leave, the Personal Leave should be requested on or before the commencement of the FMLA. Following management's consideration of the request, the employee will be notified as to whether the request has been approved. Once the employee's request has been approved, the employee must contact the administrator at 1-866-MYWEBMD to report the Personal Leave and provide the administrator the manager's approval. In order to return to work, the employee is required to notify his or her manager either in verbal or written form.

The maximum duration of a Personal Leave is six months from the commencement of the leave. If the employee does not return to work on the first day after expiration of approved leave, it will be deemed a voluntary termination.

Workers' Compensation

WebMD is committed to providing a safe and healthy working environment for employees and visitors, and will meet or exceed all government safety and health laws and regulations. Unfortunately, regardless of the care taken to avoid them, accidents and illnesses do occur in the workplace. If an employee sustains an injury or illness, caused by the job, that requires medical, surgical or hospital treatment, he or she may be covered by WebMD's workers' compensation insurance program. To ensure availability of workers' compensation benefits, employees must immediately notify their local Human Resources of any work related injuries or illnesses.

Benefits While on Leave

To ensure uninterrupted benefits coverage while on these types of approved leave which provide for continuation of all or some benefits, employees are required to make the normal contribution or pay the premium for employee and dependent coverage, either through payroll deductions, where possible, or by separate check, except in the case of Personal Leave, where the employee may continue coverage and pay full premiums pursuant to COBRA. See the [Better Yourself Health Manager](#) website for more information.

Return to Work After Leave

Upon return to work, the employee is entitled in most cases to return to his or her original or a comparable position. WebMD should be notified of the intent to return at least 5 days in advance. A medical certificate authorizing the return to work is required (if applicable).

Benefits

WebMD provides numerous benefits at nominal or no expense to its employees. These may include:

- [Insurance benefits for medical, dental and vision coverage](#)
- [Basic Life insurance](#)

- [Accidental Death and Dismemberment insurance](#)
- [Business Travel Accident insurance](#)
- [Supplemental life insurance coverage for employee, spouse and children](#)
- [Short-term Disability insurance](#)
- [Long-term Disability insurance](#)
- [Hyatt Legal Plan](#)
- [401\(k\) Savings Plan](#)
- [Flexible Spending Account](#)
- [Employee Assistance Program \(EAP\)](#)
- [Adoption Assistance](#)
- [Tuition Reimbursement – terms and conditions contained in the Tuition Reimbursement Program and Application available on Employee Central.](#)
- [Paid Vacation and Sick time off](#)
- [Ten \(10\) holidays per year](#)
- [Paid and unpaid leaves of absence](#)

Details about WebMD's Benefits can be found in the [Better Yourself Health Manager](#) website and [Benefits Overview](#) on the Company Intranet. An employee's right to any Company benefits can only be determined by referring to the official plan documents. In the event the policies in this handbook differ from the official plan documents, the plan documents are controlling. The provision of any Company benefits shall not be held or construed to create a promise of employment or future benefits. Further, the Company reserves the right to amend, modify or terminate, in whole or in part, any or all of the provisions of its benefit plans.

Employees who have questions about WebMD benefits should contact BenefitASSIST, WebMD's benefits customer service center, via telephone at 1-866- MYWEBMD (1-866-699-3263 Option 1).

Career Opportunities

Career Advancement

Advancement opportunities may occur throughout an employee's career with WebMD. An employee's knowledge, skills, performance and personal initiative are key factors, which will affect his or her ability to advance within the Company.

The Company is committed to promotion from within. Open positions are posted on the Company's Intranet.

Job Posting

WebMD encourages employees to further their careers with the Company and makes an effort to promote qualified candidates from within whenever possible. The Company's online job posting site lists positions available throughout the Company and offers employees the opportunity to request consideration for those positions.

Generally, employees should be in their current position for at least one year before applying for a new position. In addition, employees must have a good performance and attendance record and have advised their Manager of their interest in another role.

Performance Appraisals

The Company believes that regular and continuous feedback and reviews are a constructive means of improving the performance of both the employee and the Company. An employee will normally receive an annual performance evaluation. However, these reviews may be more frequent, at management's discretion.

As part of the performance management process, an employee should provide a self-assessment regarding his or her achievements, strengths and areas for improvement throughout the performance period. An employee's manager will then validate and counsel that employee on his or her overall job performance, attendance records and other relevant areas. This time is also used to establish goals and objectives for the next review period. Additionally, all employees are encouraged to gather input from colleagues, team members and clients throughout the performance period. They are also encouraged to express ideas and comments about the Company and their jobs.

To conclude a performance review process, an employee is expected to formulate a developmental plan. The objective is to document action steps needed to develop or acquire competencies and to bridge future performance gaps. The developmental plan will be used to identify appropriate resources to achieve the stated goals. The plan should be revised in due course as business needs and situations change.

Leaving WebMD

Employment Separation

Terminations will be treated in a confidential, professional manner by all concerned. Just as an employee can terminate his or her employment with the Company at any time and for any reason, the Company can terminate an employee at any time and for any reason. This policy of "employment at will" means that the continued employment of any person is at the option of Company management and the individual employee. WebMD does not guarantee permanent employment or employment for any specific term, nor will the Company adhere to or enforce any promises of permanent or specific-term employment made to an employee by any person. Employment with WebMD is normally terminated through one of the following actions:

1. Voluntary termination — termination is initiated by the employee. An employee is considered to have voluntarily terminated his or her employment if the employee:
 - provides WebMD with a written or oral resignation
 - is absent from work for three consecutive days without notification to the supervisor
 - fails to return to work from an approved leave of absence at the expiration of the leave
 - retires

2. Involuntary termination — termination is initiated by the Company. An employee is considered to have had his or her employment involuntarily terminated in the following types of circumstances:
 - Reduction in staff — when the company chooses to terminate employment due to lack of work, downsizing of a facility department, or any change in the relationship of WebMD with a particular company
 - Unable to meet job requirement — when an employee is unsuited for or incapable of meeting job requirements
 - Termination — when an employee is terminated for poor job performance, inappropriate behavior, or policy violation.

3. Death of an employee.
4. Disability — when, on the basis of medical evidence, an employee is totally and permanently disabled and unable to perform his or her essential job functions, even with reasonable accommodation.
5. Any reason or no reason at all — employment at WebMD is always “at will” for both employer and employee and can be terminated by the employee or employer at any time and for any reason or for no reason at all.

An employee may be dismissed at any time, for any reason, at the sole and absolute discretion of Company management. In the case of dismissal, WebMD may, but is not required to, give notice of its intent to dismiss an employee. When a reduction in force is necessary or one or more positions are eliminated, WebMD may exercise its own discretion in identifying which employees will be laid off. Where applicable, the Company will notify employees of pending layoffs in accordance with all legal requirements.

Employees are responsible for all property, materials or written information issued to them or in their possession or control. WebMD property will be returned by employees on or before their last day of work. Where permitted by applicable laws, WebMD may withhold from the employee’s check or final paycheck the cost of any items that are not returned when required. WebMD may also take all actions deemed appropriate to recover or protect this property.

Severance Benefit Plan

In the event that an employee’s employment with WebMD is involuntarily terminated in connection with a reorganization or reduction in force, resulting in a period of unemployment, he or she may be eligible for benefits under the WebMD Severance Benefit Plan.

Exit Interview

Generally, an employee who voluntarily terminates his or her employment will receive an exit interview with a Human Resources representative. In this meeting the terminating employee will have the opportunity to give feedback on his or her experience at WebMD and about the reasons for leaving. This feedback can assist the Company in determining if there are problem areas or issues that should be addressed or corrected. The information gathered in exit interviews is confidential to Human Resources and is shared with only the highest level management if it is deemed that sharing this information will lead to needed improvement or change.

During all termination interviews, the employee will be reminded of the continuing obligations to avoid misuse or disclosure of WebMD proprietary information. Also during the termination interview, the employee will receive information about the status of current benefits and benefits continuation. The interview may include a discussion of eligibility for rehire, as well as whom to contact in Human Resources if there are any questions.

Return of Company Property

Arrangements to return all Company property must be made on or before your exit or termination interview or returned to your immediate supervisor on or before your last day of employment. The following list is not all-inclusive but instead provides some of the more common examples of Company property that must be returned when leaving WebMD Corporation.

- Computer hardware (e.g., PCs, Laptops, Printers)
- Computer software

- Cellular telephones and blackberries (or similar devices)
- Keys
- Security Cards
- Cameras, video equipment, video tapes
- Company ID
- Any peripherals or materials used within the scope of your job

Additionally, any outstanding travel expenses and/or Company-issued credit card balances must be settled before the last day of employment with WebMD Corporation. All expense reports and requests for reimbursement must be submitted prior to the last day of employment, in the case of a voluntary termination, and within thirty business days of the last day of employment, in the case of an involuntary termination.

Employment References

Employees of WebMD are forbidden from directly providing employment verification or references to parties outside of the organization. It is the Company's policy, when contacted for a verification of previous employment with WebMD the caller should be given The Work Number – www.theworknumber.com or 1-800-367-5690 using Employer Code 13556 to verify only the dates of employment, position(s) held and wage verification. No other information, such as performance evaluations, disciplinary action(s) or the reason for separation/termination will be disclosed without the former employee's prior signed authorization.

It is critical that employees exercise extreme caution when requested by people outside WebMD to discuss former employees. Because many companies, such as ours, will only verify job title and dates of employment for their former employees, many prospective employers often try to circumvent the normal process by calling former employees' co-workers to obtain information. Grave potential liability to the Company and to the employee personally could result from such responses, even positive ones. Anyone who is the recipient of this type of inquiry must inform the caller that it is against Company policy for any WebMD employee to discuss, in any manner, former or current employees. They should be referred to The Work Number listed above.