



## **SUPPLEMENTAL CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS**

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### **I. PURPOSE**

Inovalon Holdings, Inc. (“Company”) has a Code of Ethics and Business Conduct applicable to all directors and employees of the Company. The Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”), and other senior financial officers of the Company who have been designated by the CEO (together with the CFO, the "Senior Financial Officers") are subject to the following additional specific policies.

### **II. SCOPE**

This Policy applies to the Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”), and other senior financial officers of the Company who have been designated by the CEO.

### **III. POLICY STATEMENT**

- (a) The CEO and all Senior Financial Officers are responsible for full, fair, accurate, timely and understandable disclosure in the reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company. Accordingly, it is the responsibility of the CEO and each Senior Financial Officer promptly to bring to the attention of the Chief Legal Officer of the Company (the “Chief Legal Officer”) or the CEO any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings.

- (b) The CEO and each Senior Financial Officer must promptly bring to the attention of the Chief Legal Officer or the CEO any information he or she may have concerning (i) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize, and report financial data or (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures, or internal controls.
- (c) The CEO and each Senior Financial Officer must act with honesty and integrity in the performance of his or her duties at the Company, and must comply with laws, rules, and regulations of federal, state, and local governments and other private and public regulatory agencies that affect the conduct of the Company's business and the Company's financial reporting.
- (d) The CEO and each Senior Financial Officer must promptly bring to the attention of the Chief Legal Officer or the CEO any information he or she may have concerning evidence of a material violation of securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent of the Company, or any violation of this Supplemental Code of Ethics.
- (e) The CEO and each Senior Financial Officer will avoid actual or apparent conflicts of interest between personal and business relationships, such as holding a substantial equity, debt, or other financial interest in any competitor, supplier, or customer of the Company, or having a personal financial interest in any transaction involving the purchase or sale by the Company of any products, materials, equipment, services, or property, other than through Company-sponsored programs. Any actual or apparent conflicts of interest must be brought to the attention of the Chief Legal Officer or the CEO.
- (f) The Board of Directors of the Company ("Board") will determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of this Supplemental Code of Ethics by the CEO or the Senior Financial Officers. Those actions will be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Ethics. Those actions will include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits, and termination of the individual's employment.

#### **IV. WAIVER REQUESTS**

The Audit Committee of the Board will consider any request for a waiver of the Supplemental Code of Ethics and any amendments to the Supplemental Code of Ethics. Any waivers or amendments will be disclosed promptly as required by law.

#### **V. PROCESS REQUIREMENTS OR PROCEDURES**

The following procedures have been adopted by the Company to assist associates and Directors with compliance with this Policy.

- (a) The Company's Chief Compliance Officer ("CCO") is responsible for administering and directing compliance with the policies and procedures set forth in this Policy. Any questions relating to compliance with this Policy should be directed to the CCO. **Company employees should promptly report to the CCO any violations of this Policy.**
- (b) The Company considers violation of this Policy to be grounds for discipline, up to and including termination.

#### **VI. REVIEW SCHEDULE, REVISION PROCESS, AND APPROVAL AUTHORITY**

This Policy will be reviewed at least annually by the Policy Council and the Executive Sponsor. Revisions are subject to approval by the Board of Directors and the Executive Leadership Team, in conjunction with feedback from the Executive Sponsor.