

# HMS•Holdings•Corp.

## CODE OF CONDUCT FOR DESIGNATED SENIOR FINANCIAL MANAGERS

HMS Holdings Corp. has a Code of Ethics applicable to all directors, officers and employees of the Company and its wholly owned subsidiaries. Designated Senior Financial Managers are also subject to the policies set forth in this Code of Conduct because of their role within the Company in addition to being subject to the Code of Ethics. Designated Senior Financial Managers means the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, and such other personnel of the Company or its wholly owned subsidiaries as may be designated from time to time by the Chairman of the Company's Audit Committee. This Code of Conduct is designed to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely and understandable disclosure in 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;
- Compliance with applicable governmental laws, rules and regulations;
- The prompt internal reporting of violations of the Code of Conduct to the appropriate person or persons indicated in this Code of Conduct; and
- Accountability for adherence to the Code of Conduct.

The following summarizes the responsibilities of Designated Senior Financial Managers for adherence to this Code of Conduct and the potential consequences of non-compliance:

- 1) The Designated Senior Financial Managers are responsible for full, fair, accurate, timely and understandable disclosure in the reports and documents that the Company files with or submits to the SEC and in other public communications made by the Company. Each Designated Senior Financial Manager shall promptly bring to the attention of the Audit Committee of the Board of Directors any material information of which he or she may become aware that effects or is reasonably likely to affect the disclosures made by the Company in its public filings and to otherwise assist the Audit Committee in fulfilling its responsibilities as specified in the Audit Committee's Charter.
- 2) Each Designated Senior Financial Manager shall promptly bring to the attention of the Audit Committee any information he or she may have concerning (a) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

- 3) Each Designated Senior Financial Manager shall promptly bring to the attention of the Chief Executive Officer, the President, or the Chief Financial Officer, and to the Audit Committee, any information he or she may have concerning any actual or potential violation of the Company's Code of Ethics or this Code of Conduct, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
- 4) Each Designated Senior Financial Manager shall promptly bring to the attention of the Chief Executive Officer, the President, or the Chief Financial Officer, and to the Audit Committee, any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business.
- 5) Any Designated Senior Financial Manager who violates this Code of Conduct is subject to disciplinary action, which may include termination of employment.