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PRESS RELEASES

HIGHMARK INC. CLOSES MERGER WITH BLUE CROSS OF NORTHEASTERN PENNSYLVANIA

HIGHMARK INC.

PITTSBURGH and WILKES-BARRE, Pa (June 1, 2015) — Today, Highmark Inc. closed its merger with Blue Cross of Northeastern Pennsylvania (BCNEPA) after securing approval from the Pennsylvania Insurance Department. The merged company will operate as Highmark Blue Cross Blue Shield and continue to provide health insurance coverage and administrative services to nearly 550,000 individuals in the 13 counties of northeastern Pennsylvania.

"This merger is a natural progression of the successful business relationship that Highmark and BCNEPA have maintained for decades to best serve the health care needs of the residents of northeastern and north central Pennsylvania," said Highmark Health Plan President Deborah Rice-Johnson. "We anticipate continued success in the region and look forward to providing our members with improved quality, accessibility and affordability of health care."

In the near term, BCNEPA members' benefits will not change. Over time, Highmark Blue Cross Blue Shield will use its resources, tools and advanced technologies to enhance the products and services offered to members.

The merged company will maintain the strong presence of a Pennsylvania-based, not-for-profit health insurer in northeastern Pennsylvania. Its size and scale will enable it to fund the infrastructure investments necessary to operate efficiently, comply with governmental requirements, develop new products and services, and better meet the future needs of northeastern and north central Pennsylvania consumers, employers, physicians and hospitals.

"This is an exciting time for our company," said Denise S. Cesare, President & CEO of the former BCNEPA. "This merger will allow us to better address the challenges of a dynamic and continually changing health insurance market."

As part of the merger agreement, Highmark has agreed to maintain operations and substantial staffing levels in the region, and to create a local advisory board that will include former BCNEPA board members to maintain the region's voice in major issues for at least four years. Additionally, Highmark will add four representatives from the former BCNEPA board to the Highmark board. Immediately prior to the merger, BCNEPA made charitable contributions aggregating \$90 million to the AllOne Foundation and AllOne Charities to support health and wellness efforts across northeastern Pennsylvania.

Highmark has a substantial track record of successful relationships and mergers with other Blue Cross and Blue Shield companies, including affiliations with Blue plans in Delaware and West Virginia.

ABOUT HIGHMARK INC.

Highmark Inc. is among the ten largest health insurers in the United States and is the fourth-largest Blue Cross and Blue Shield-affiliated company. Highmark and its diversified businesses and affiliates operate health insurance plans in Pennsylvania, Delaware and West Virginia that serve 5.3 million members. Its diversified health businesses serve group customer and individual health needs across the United States through dental insurance, vision care and other related health businesses. Highmark is an independent licensee of the Blue Cross and Blue Shield Association, an association of independent Blue Cross and Blue Shield companies. For more information, visit www.highmark.com.

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