

WELLPOINT, INC.
COMPENSATION COMMITTEE CHARTER

Adopted November 30, 2005

I. Purpose of Committee

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of WellPoint, Inc. (the “Company”) is (a) to assist the Board in discharging its responsibilities relating to compensation and benefits provided by the Company to its executive officers (which are to be determined by the Compensation Committee in its sole discretion) and other employees (except to the extent delegated by the Board to another committee of the Board) and (b) to produce an annual report on compensation for inclusion in the Company’s proxy statement, in accordance with the rules of the Securities and Exchange Commission (the “SEC”).

II. Committee Membership

The Committee shall consist of three or more members of the Board, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise “independent” under the rules of the New York Stock Exchange (the “NYSE”). Members shall be appointed by the Board and shall serve at the pleasure of the Board and for such term as the Board may determine.

III. Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically at least twice a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken, by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

IV. Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. To establish the Company’s general compensation philosophy and to oversee and approve the development, adoption and implementation of compensation plans and programs (except to the extent delegated by the Board to another committee of the Board);
2. To authorize and approve an employment agreement for the Chief Executive Officer (the “CEO”) of the Company and, upon consideration of the recommendations of the CEO, such other executive officers of the Company as it may in its discretion deem appropriate;
3. To review and approve corporate goals and objectives relevant to the compensation of the CEO and other executive officers, to evaluate the performance of the CEO and

other executive officers in light of such goals and objectives, and to set the compensation level of the CEO and other executive officers based on such evaluation. In performing the foregoing functions, (a) the chairperson of the Committee will solicit comments from the non-employee members of the Board regarding the performance of the CEO and other executive officers, which may be received either in an executive session of the Committee or in writing, and (b) the Committee may take into consideration any recommendations of the CEO with respect to the other executive officers. Final determinations regarding the performance and compensation of the CEO will be conducted by the Committee in an executive session of the Committee. In determining the CEO's and other executive officers' compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs and other executive officers at comparable companies, the awards given to the CEO and other executive officers in past years, all with a focus on delivering competitively superior long-term results, aligning the CEO's and other executive officers' interests with shareholder interests, and motivating the CEO and other executive officers to remain with the Company;

4. To review and approve compensation programs applicable to the executive officers and other employees of the Company (except to the extent delegated by the Board to another committee of the Board);
5. To establish incentive compensation plans and equity-based plans and to discharge any responsibilities imposed on the Committee by any of these plans;
6. To oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs (except to the extent delegated by the Board to another committee of the Board) to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code;
7. To prepare an annual Report of the Compensation Committee on Executive Compensation for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules;
8. To prepare and issue the evaluation required under "Performance Evaluation" below;
9. To regularly report on its activities to the Board; and
10. To perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

V. Delegation to Subcommittee or Officers

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are (i) “Non-Employee Directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time, and (ii) “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code, as in effect from time to time. Further, the Committee may, in its discretion, delegate all or a portion of its duties and responsibilities with respect to compensation of employees (other than compensation of executive officers) and broad-based benefit plans and programs to one or more officers of the Company.

VI. Performance Evaluation

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall also recommend any improvements to the Committee’s Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate.

VII. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants retained to assist in the evaluation of CEO or executive officers’ compensation, this authority shall be vested solely in the Committee.