

**UNITEDHEALTH GROUP  
BOARD OF DIRECTORS  
COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER  
(as amended, January 31, 2006)**

**INTRODUCTION AND PURPOSE**

UnitedHealth Group Incorporated (the "Company") is a publicly-held company and operates in a complex, dynamic, highly competitive, and regulated environment. In order to assure the kind of informed decision making beneficial to the Company, much of the Board of Director's oversight occurs through its standing committees, such as the Compensation and Human Resources Committee (the "Committee"). The primary purpose of the Committee is (a) to assist the Board of Directors (the "Board") in discharging its responsibilities relating to compensation of the Company's executives, and (b) to prepare the report on executive officer compensation required by the Securities and Exchange Commission ("SEC") to be included in the Company's annual proxy statement.

**COMPOSITION**

The Committee shall be comprised of up to three or more directors as determined by the Board, each of whom the Board has determined meets the independence requirements of the New York Stock Exchange ("NYSE") and the Securities and Exchange Commission (the "SEC"). The members of the Committee are appointed by the Board at the annual organizational meeting of the Board and serve until their successors are duly appointed or until their retirement, resignation, death or removal by the Board. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

**MEETINGS**

The Committee shall meet at least two times per year, or more frequently as circumstances dictate. To the extent practicable, each of the Committee members shall attend each of the regularly scheduled meetings in person. A majority of the Committee members currently holding office constitutes a quorum for the transaction of business. The Committee shall take action by the affirmative vote of a majority of the Committee members present at a duly held meeting.

**RESPONSIBILITIES AND DUTIES**

The Committee shall undertake the following responsibilities and duties:

- Approve any new equity compensation plan or any material change to an existing plan where shareholder approval has not been obtained, and make recommendations to the Board with respect to the Company's non-CEO executive

officer compensation, and incentive compensation and equity-based plans that are subject to board approval.

- Oversee the administration of the Company's employee benefit plans, including the employee stock purchase plan.
- Oversee the administration of the Company's stock incentive plans and perform the functions of the Committee outlined in such plans.
- Establish the Company's employment arrangements with its Chief Executive Officer ("CEO") and conduct the annual CEO performance review. This performance review shall involve the review and approval of corporate goals and objectives relevant to CEO compensation and an evaluation of the CEO's performance in light of these goals and objectives. The Committee shall have sole authority to determine the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the CEO in past years.
- Oversee the Company's employment agreements with its executives.
- Oversee and make recommendations to the Board, as appropriate, on policies and practices related to total compensation for executives.
- Review the form and amount of director compensation at least annually, and make appropriate recommendations to the Board in light of the responsibilities assumed and the director compensation of similarly situated companies.
- Prepare an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with SEC rules and regulations.
- Report regularly to the Board on Committee actions and any significant issues considered by the Committee.
- Perform such other functions as assigned by law, the Company's Articles of Incorporation or Bylaws, or the Board.

## **DELEGATION**

The Committee may form and delegate authority to subcommittees, including single members, when appropriate. The Chair of the Committee shall have authority to approve the date, exercise price and number of option shares in connection with a stock option grant, and the date, grant price, and number of shares in connection with a stock appreciation rights award.

## **PERFORMANCE EVALUATION**

The Committee shall conduct 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 include a review of the adequacy of this charter and shall recommend to the Board any revisions to this charter deemed necessary or desirable, although the Board shall have the sole authority to amend this charter. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.

## **RESOURCES AND AUTHORITY**

The Committee shall have the resources and authority to discharge its duties and responsibilities, including retaining outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have the authority, to the extent it deems necessary and appropriate, to retain a compensation consultant to assist in the evaluation of director, Chief Executive Officer or senior executive compensation. The Committee shall have sole authority to retain and terminate any such consultant, including sole authority to approve its fees and other retention terms.