

**UNITEDHEALTH GROUP  
BOARD OF DIRECTORS  
EXECUTIVE COMMITTEE CHARTER**  
(as amended, February 3, 2004)

**INTRODUCTION AND PURPOSE**

UnitedHealth Group (the "Company") is a publicly-held company and operates in a complex, dynamic, highly competitive, and regulated environment. To assist the Board of Directors ("Board") in fulfilling its responsibilities and also to allow the Company to move quickly to make decisions when necessary, the Company has created an Executive Committee. The Executive Committee exercises all of the powers of the Board between meetings of the entire Board.

**COMPOSITION**

The Executive Committee shall be comprised of three or more directors. 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 and qualified. No Chair of the Committee shall be appointed unless a Chair is elected by the full Board or as the members of the Committee otherwise determine. The Committee's membership shall always include the Chairman of the Board and the Company's Chief Executive Officer.

**MEETINGS**

The Committee shall meet as frequently as necessary or appropriate. 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**

Between meetings of the entire Board, the Executive Committee has all the powers and can exercise all of the duties of the Board of Directors in managing the Company's business, subject to any limitations imposed by Minnesota law, the rules of the New York Stock Exchange, Inc., the Company's Articles of Incorporation, or its Bylaws.

**DELEGATION**

The Committee may form and delegate authority to subcommittees, including single members, when appropriate.

**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.