

HEALTHSPRING, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
CHARTER

STATEMENT OF PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to:

- Periodically review and assess the composition of the Board of Directors (the “Board”) of HealthSpring, Inc. (the “Company”) and its committees;
- Identify individuals qualified to become members of the Board, consistent with the criteria approved by the Board;
- Select, or recommend that the Board select, the persons to be nominated by the Board for election as directors and for appointment to Board committees;
- Select, or recommend that the Board select, the persons to be elected by the Board to fill any vacancies on the Board;
- Develop and recommend to the Board, and evaluate, the Company’s Corporate Governance Guidelines and otherwise take a leadership role in shaping and evaluating the corporate governance policies and procedures of the Company; and
- Oversee the evaluation of the Board and management.

STRUCTURE AND MEMBERSHIP

1. Number. The Committee shall consist of at least three members of the Board of Directors.

2. Independence. Except as otherwise permitted by the applicable rules (including the transition rules) of the New York Stock Exchange, each member of the Committee shall be an “independent director” as determined in accordance with the applicable rules of the New York Stock Exchange.

3. Chair. Unless the Board designates a Chair of the Committee, the Committee shall elect a Chair by majority vote.

4. Compensation. The compensation of the Committee members shall be as determined by the Board of Directors.

5. Selection and Removal. Members of the Committee shall be appointed by the Board. The Board may remove members of the Committee from such committee, with or without cause.

AUTHORITY AND RESPONSIBILITIES

General

1. The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.

Board and Committee Membership

2. Selection of Director Nominees. Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Committee shall be responsible for (i) identifying and evaluating individuals qualified to become Board members, consistent with criteria approved by the Board, and (ii) recommending to the Board the persons to be nominated by the Board for election as directors at the annual meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. The Committee shall review the qualifications of incumbent directors to determine whether to recommend them as nominees for re-election to the Board. The Committee shall also review and consider candidates who may be suggested by any director or executive officer of the Company, or by any stockholder of the Company if made in compliance with the Company's certificate of incorporation, bylaws, and applicable law.

3. Criteria for Selecting Directors. The Board's criteria for selecting directors are as set forth in the Company's Corporate Governance Guidelines. The Committee shall use such criteria and the principles set forth in such Guidelines to guide its director selection process. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole.

4. Search Firms. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director nominees, including sole authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

5. Selection of Committee Members. The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.

6. Report Regarding Nominating Committee Functions and Communications Between Security Holders and Boards of Directors. The Committee shall be responsible for the preparation of the disclosures required by Paragraphs (d)(2) and (h) of Item 7 of Schedule 14A to be included in the company's proxy statement relating to nominating committee functions and communications between the Company's stockholders and the Board. The Committee also shall be responsible for reviewing periodically, and at least on an annual basis, the Company's policies

and procedures underlying such disclosures and, where the Committee deems it appropriate, recommending to the Board changes to such policies and procedures.

Corporate Governance

7. Corporate Governance Guidelines. The Committee shall, periodically as it deems appropriate, review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

8. Compliance Program. The Committee shall be responsible for the oversight of and shall annually review and reassess the adequacy of the Company's ethics and compliance programs, including the Company's Code of Ethics and Business Conduct, and recommend any proposed changes to the Board for approval.

9. General. The Committee shall serve as a resource for directors in developing their full and common understanding of their roles and responsibilities as directors. The Committee will, in conjunction with senior management, provide guidance and assistance in orienting new directors as the Board's membership evolves and in providing information to the Board regarding continuing director education issues and resources.

Evaluation and Compensation of the Board; Succession Planning

10. Evaluation of the Board. The Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation, and be responsible for preparation of an assessment of the Board's performance, to be discussed with the Board.

11. Director Independence. The Committee shall review the "independence" of each non-management director, as such term is interpreted under the applicable provisions of the Securities Exchange Act of 1934, as amended, the rules promulgated thereunder and the applicable rules of the New York Stock Exchange.

12. Succession of Senior Executives. The Committee of the Board shall be responsible for working with the Chief Executive Officer to plan for Chief Executive Officer succession, as well as to develop plans for interim succession for the Chief Executive Officer in the event of an unexpected occurrence and to ensure that adequate succession plans are in place for other members of the Company's executive management and other key personnel within the Company. Succession planning may be reviewed more frequently by the Committee as it deems warranted.

PROCEDURES AND ADMINISTRATION

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities and may act by written consent without a meeting. A majority of the Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at the meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate under the circumstances.

3. Reports to the Board. The Committee shall report regularly to the Board.

4. Charter. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. Independent Advisors. The Committee shall have the authority to engage such independent legal and other advisors, as it deems necessary or appropriate, to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

6. Access to Management. The Committee shall have full access to the Company's executives and personnel as necessary to carry out its responsibilities.

7. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee, or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

8. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance.

9. NYSE Certification. After each change in the composition of the Committee, the Committee shall direct the Company to prepare and provide to the NYSE such written confirmations regarding the membership and operation of the Committee as the NYSE rules require.

Additional Powers

10. The Committee shall take such other actions or have such other duties as may be required by law, assigned by the Company's Bylaws or Corporate Governance Guidelines, or delegated by the Board of Directors.