

**UNITEDHEALTH GROUP
BOARD OF DIRECTORS
NOMINATING COMMITTEE CHARTER**
(as amended January 31, 2006)

INTRODUCTION AND PURPOSE

UnitedHealth Group (the “Company”) is a publicly-held company and operates in a complex, dynamic, highly competitive, and regulated environment. The business and affairs of the Company are governed by (or under the direction of) a Board of Directors (“Board”), so that the recommendation and selection of qualified individuals to be Board members is crucial to the successful operation of the Company. The Nominating Committee (the “Committee”) is responsible for analyzing, on an annual basis, important Board member skills and characteristics, and recommending to the Board appropriate individuals for nomination as Board members. This analysis will encompass issues of diversity, age, skills (such as an understanding of health care issues, management of large public companies, academic, political, financial, or medical background), familiarity with ethical and corporate governance issues which the Company faces in the current environment, and other relevant factors. The Committee will make these determinations in the context of the perceived needs of the Company at the time. The Committee is also responsible for developing and recommending to the Board of Directors a set of corporate governance guidelines applicable to the Company.

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 annually at a place and time determined by the Chair, or more frequently as necessary. 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:

- Identify and recommend to the Board individuals for the Board to nominate for election as directors at the Company's annual meeting of shareholders, or, if applicable, at a special meeting of shareholders.
- Formulate policies and procedures for identifying and evaluating director nominees, including consideration of nominees recommended by shareholders.
- Identify and recommend to the Board individuals for the Board to appoint to fill vacancies existing on the Board.
- Evaluate the Board's overall composition and the performance of individual directors at least annually.
- Administer the process outlined in the Company's bylaws concerning shareholder nominations for director candidates.
- Review periodically as it deems appropriate, but at least annually, the standards to be applied by the Board in making determinations as to whether a director should be deemed "independent" under the rules of the NYSE and the SEC, recommend to the Board any modifications to these standards that the Committee deems desirable, and provide to the Board the Committee's assessment of which directors should be deemed independent directors under the then-current standards and under any recommended modifications to the standards.
- Make recommendations to the Board from time to time as to changes that the Committee believes desirable to the size of the Board or any committee thereof.
- Conduct an annual evaluation of the performance of the Board and communicate this evaluation to the full Board. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.
- Guide the directors in the evaluation of corporate governance as and when appropriate.
- Develop and recommend to the Board a set of corporate governance principles applicable to the Company and review these principles at least annually.
- 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 TO SUBCOMMITTEES

The Committee may, in its discretion, 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.

RESOURCES AND AUTHORITY

The Committee shall have the resources and authority appropriate 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 sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.