

COVENTRY HEALTH CARE, INC.

NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose of the Nominating/Corporate Governance Committee

The Board of Directors has established the Nominating/Corporate Governance Committee of the Board to (1) identify individuals qualified to become members of the Board, consistent with the criteria approved by the Committee, (2) consider nominees made by shareholders in accordance with the Company's bylaws, (3) select, or recommend to the Board, the directors nominees for the next annual shareholders meeting, (4) develop and recommend to the Board a set of corporate governance principles applicable to the Company and oversee the Company's compliance with those principles and (5) oversee the evaluations of the Board, its Committees and management.

Members of the Nominating/Corporate Governance Committee

The Committee must be comprised of at least three and no more than five members of the Board. The Committee must be comprised solely of independent directors.

An independent director must not be an officer or employee of the Company or its subsidiaries and must not have any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and shall otherwise satisfy the applicable membership requirements set out in the rules of the New York Stock Exchange.

No Committee member shall have an interest in the Company that would preclude his or her ability to act on behalf of all the shareholders of the Company. The Committee member shall receive the compensation paid to him or her in his or her capacity as a member of the Board and as a member of the Committee, in each case as recommended by the Compensation Committee and approved annually by the Board.

No Committee member may participate in any discussion with respect to, or vote on, any matter in which he or she is not independent. If there is any basis for believing a Committee member is not independent, the facts and circumstances should be reported to the General Counsel and the Board, and the member should recuse himself or herself until the Board, or a committee of independent directors, has determined that the Committee member is independent.

The members of the Committee shall be nominated and elected by the Board. Each member of the Committee shall serve until such member's successor is elected and qualified or until such director's earlier resignation or removal. Any member may resign his or her position as a member of the Committee upon notice given in writing or by

electronic transmission to the Board. A member may be removed from the Committee upon the majority vote of the Board. If a Chair of the Committee is not appointed by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

Responsibilities of the Nominating/Corporate Governance Committee

The responsibilities of a member of the Committee are in addition to those responsibilities set out for a member of the Board. The General Counsel will prepare a memorandum on a regular basis setting forth the standards applicable to the members of the Committee under applicable laws and regulations.

In addition to the matters set forth herein, the Committee will perform such other functions as required by law, the listing requirements of any stock exchange on which the Company's securities are listed, the Company's Certificate of Incorporation or Bylaws, and Board resolution.

The Committee is responsible to the Board for the following activities:

- Establishing the criteria for selecting new members of the Board, which criteria shall include, among other factors that the Committee may deem appropriate, the person's experience as a director, current and past employment, and knowledge of the Company's business and industry;
- Retaining and terminating search firms for the purpose of identifying director candidates;
- Approving such search firm's fees and the terms of their engagement;
- Actively seeking persons qualified to be members of the Board and nominating them to the Board;
- Interviewing prospective candidates and recommending to the Board, the director nominees for the next shareholder meeting and nominees for any vacancies arising between shareholder meetings (subject to any contractual or other rights granted by the Company to third parties to nominate directors) ;
- Recommending to the Board whether to increase the number of directors, or, in the event of the death, disability, resignation, refusal to stand for reelection or removal of a director, whether to decrease the number of directors;
- Adopting and subsequently reviewing at least annually the Corporate Governance Guidelines of the Company and recommend appropriate changes to the Board;

- Overseeing the Company's adherence to the Corporate Governance Guidelines;
- Making recommendations to the Board in response to corporate governance issues that may arise;
- Reviewing the composition of the Board and all Committees at least annually to ensure that the Board and all Committees comply with all applicable laws, regulations, and the New York Stock Exchange listing requirements;
- Recommending to the Board the directors to be appointed to each Committee of the Board;
- Reviewing the skills, characteristics, independence and qualifications of the members of the Board and all committees at least annually;
- Reviewing the appropriateness of continued Board membership of a member who experiences a change in employment, board membership of another company, or other relevant matter;
- Establishing procedures for the performance evaluation of the Board and all Committees and, at least annually, receiving comments from all members of the Board and report to the Board with an assessment of the performance of the Board and all Committees; and

Meetings

The Committee shall meet at least on a quarterly basis and may from time to time require specially called meetings, as deemed necessary by the Chair of the Committee. The Chair of the Committee will preside at each meeting of the Committee and shall set the length of each meeting and the agenda of items to be addressed at each meeting.

Subcommittees

The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more of the members of the Committee. The Committee may delegate such authority to a subcommittee as the Committee deems appropriate.

Reporting

The Committee shall maintain written minutes of all meetings and consent actions, which shall be recorded or filed with the books and records of the Company and made available to the Board. The Committee will make regular reports to the Board with respect to its activities. Reports of significant matters presented at meetings of the Committee will be given by the Chair of the Committee to the Board, as required by law, regulations, or applicable stock exchange listing requirements.

Assistance from Others

The Committee may engage external advisors and compensation consultants, to the extent determined appropriate by the Committee, to facilitate the performance of the functions of the Committee. All external advisors engaged by the Committee shall report directly to the members of the Committee. Specifically, the Committee shall have the sole authority to retain and terminate any consultant to be used to assist in the search and evaluation of potential directors and members of Board committees and shall have the sole authority to approve the consultant's fees and other retention terms. The Committee has the same authority to retain other experts to advise or assist it, including independent counsel or others. The Committee may also request reports from the Chief Executive Officer, the Chief Financial Officer, the Vice President of Human Resources or any other officer of the Company.

Performance Evaluation

Each year, the Committee shall review and assess the adequacy and appropriateness of this charter and the Committee's own performance. The results of such evaluation and any proposed changes shall be presented to the full Board.