

UICI

NOMINATING & GOVERNANCE COMMITTEE CHARTER

I. ORGANIZATION

There shall be a committee of the Board of Directors (the “Board”) of UICI (the “Company”), which shall be called the Nominating & Governance Committee.

II. PURPOSE

The Nominating & Governance Committee shall (1) identify individuals qualified to become Board members consistent with criteria approved by the Board and recommend that the Board select the director nominees to be voted on at the next annual meeting of shareholders; (2) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) oversee the evaluation of the board and management; and (4) review succession plan of the Chief Executive Officer and other key officer positions.

III. COMMITTEE MEMBERSHIP AND PROCEDURE

The Nominating & Governance Committee shall consist of no fewer than three members. Each member of the Nominating & Governance Committee shall satisfy the independence requirements of the New York Stock Exchange. The Board shall appoint the members of the Nominating & Governance Committee, considering the views of the Chairman of the Board and the Chief Executive Officer, as appropriate. The members of the Nominating & Governance Committee shall serve until their successors are appointed and qualify and shall designate the Chairman of the Nominating & Governance Committee. The Board shall have the power at any time to change the membership of the Nominating & Governance Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements established by the New York Stock Exchange. Except as expressly provided in this Charter, the by-laws of the Company or the Corporate Governance Guidelines of the Company, the Nominating & Governance Committee shall fix its own rules of procedure.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

- The Nominating & Governance Committee shall seek out possible candidates and otherwise aid in attracting highly qualified candidates as directors; interview and screen individuals qualified to become board members in light of the qualification and selection criteria; review potential conflicts of prospective Board members; make recommendations to the Board to fill vacancies all in accordance with the Corporate Governance Guidelines adopted by the Board; and shall be available to other directors for consultation concerning candidates as directors.
- The Nominating & Governance Committee shall recommend to the Board, prior to each annual meeting of shareholders, a slate of nominees for election or reelection as Directors by the shareholders of the Company at the annual meeting, based upon recommendations of Directors, officers, employees, shareholders and others.

- The Nominating & Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating & Governance Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- The Nominating & Governance Committee shall assure that the Secretary of the Company maintains a list of all candidates proposed and considered; to the extent reasonably practicable, prepares a brief biographical sketch with respect to each candidate so proposed; maintain minutes of the proceedings of the Nominating & Corporate Governance Committee; and responds to each person who has proposed a candidate as to the action taken by the Nominating & Governance Committee with regard to such candidate.
- The Nominating & Governance Committee shall oversee the annual evaluation of the Board and review, at least annually, the structure of the Board to assure that the proper skills and experience are represented on the Board.
- The Nominating & Governance Committee shall periodically review and recommend to the full Board the size of the Board.
- The Nominating & Governance Committee shall develop and recommend to the Board Corporate Governance Guidelines and shall consider any requests for waivers from the Company's Corporate Governance Guidelines. The Company shall make disclosure of such waivers as required by both the New York Stock Exchange and the Securities and Exchange Commission.
- The Nominating & Governance Committee shall periodically review and recommend any modifications to the Board of the Code of Business Conduct and Ethics and consider any requests for waivers from the Company's Code of Business Conduct and Ethics. The Company shall make disclosure of such waivers as required by both the New York Stock Exchange and the Securities and Exchange Commission.
- The Nominating & Governance Committee shall make regular reports of its activities to the Board. The Board shall annually review the performance of the Nominating & Governance Committee.
- The Nominating & Governance Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
- The Nominating & Governance Committee may form and delegate authority to subcommittees when appropriate.
- The Nominating & Governance Committee shall review periodically with the Chairman and the Chief Executive Officer succession plans relating to the position of Chief Executive Officer and other key officer positions, and make recommendations to the Board with respect to the selection and development of individuals to occupy those positions.

- The Nominating & Governance Committee shall perform such other functions that from time to time may be assigned by the Board.