

# **UNITEDHEALTH GROUP INCORPORATED BOARD OF DIRECTORS COMMUNICATION POLICY**

**Adopted February 3, 2009**

## **Introduction**

UnitedHealth Group Incorporated (the "Company") is a publicly-held company that operates in a complex, dynamic, highly competitive and regulated environment. The Board of Directors (the "Board") values the input and insights of the Company's shareholders and believes that effective Board-shareholder communication strengthens the Board's role as an active, informed and engaged fiduciary. To facilitate communication, this policy outlines the procedures for communicating with the Board.

The Nominating and Corporate Governance Committee of the Board (the "Nom-Corp. Gov. Committee") will oversee this policy and Board-shareholder communications. The Nom-Corp. Gov. Committee will periodically review this policy and recommend any changes to the Board.

## **Communications from the Board**

The Board believes regular communications are an important part of creating an open, candid, and productive dialogue. The Board will annually communicate about the Board, the Company's corporate governance practices and the Board's views on proposals submitted for shareholder consideration through a proxy statement filed with Securities and Exchange Commission ("SEC"), provided either electronically or by mail to shareholders and posted on the Company's website.

Each director nominee attends the annual meeting of shareholders in person, absent a compelling reason. At each annual meeting, Chairs of each standing Board committee will be available to respond to shareholder questions. The Board encourages shareholders to attend the Company's annual meeting as it provides a valuable opportunity to discuss the Company, its corporate governance and other important matters.

On behalf of the Board, the Secretary to the Board engages in a regular outreach effort to engage shareholders and other interested parties in a dialogue about the Company's corporate governance practices. The Secretary to the Board provides regular reports to the Nom-Corp. Gov. Committee regarding the key themes and results of the outreach.

Shareholders will receive other communications about the Company in the form of the Company's filings with the SEC, earnings releases, press releases and Company presentations at investor conferences.

The Board also will respond to written communications on appropriate topics outlined in "Communications to the Board." The Board may also engage in other forms of communications upon request. The following sections of this policy provide information on how to communicate with the Board and the procedures followed by the Board when communicating with shareholders and other interested parties.

## **Communications to the Board**

The Board believes questions or concerns related to the following are appropriately addressed to the Board:

- Board succession planning process;
- CEO succession planning process;
- Executive compensation;
- Corporate governance; and
- General Board oversight, including accounting, internal accounting controls, auditing and other related matters.

If you would like to communicate with the Board regarding one of these matters, you may send a letter by regular mail to the following address:

c/o UnitedHealth Group Incorporated  
P.O. Box 1230  
Minneapolis, MN 55440-1230  
ATTN: Secretary to the Board  
Re: [see below]

Please indicate in the "Re:" line on the envelope whether your concern is directed to the Board, the non-management directors as a group, a specific Board committee or a specific director. Most communications should be addressed to the Nom-Corp. Gov. Committee. All concerns regarding accounting, internal accounting controls, auditing and other related matters should be addressed to the Audit Committee.

Information regarding the composition of the various committees of the Board, including the current chair of each committee can be found on the Company's website at [www.unitedhealthgroup.com](http://www.unitedhealthgroup.com).

The Board believes that matters dealing with the Company's general business operations, current and future financial results, strategic direction and similar matters are most appropriately addressed by management. The Board expects that management will provide regular updates to investors regarding the Company's business strategy and performance.

## **Procedures for Handling Communications to the Board**

The Board has designated the Secretary to the Board as its agent to receive and review written communications addressed to the Board, any Board committee or any director or requests for teleconferences, in person meetings or other forms of communication with the Board, any Board committee or any director. The Secretary to the Board may communicate with the sender for necessary clarification.

As an initial matter, the Secretary to the Board will determine whether the communication is a proper communication for the Board. Any communications alleging fiscal improprieties or complaints about internal accounting controls or other accounting for auditing matters will be forwarded immediately to the Chief Legal Officer and Internal Auditor. If the Chief Legal Officer and Internal Auditor determine that such communications are significant or possibly material to the Company, such communication will be promptly forwarded to the Chair of the Audit Committee. The

Secretary to the Board will promptly forward any communications alleging misconduct by management, or legal, ethical or compliance issues to the Chairman of the Board and the Chair of the appropriate Board committee. The Secretary to the Board will share all other written communications with Board, the appropriate Board committee or the appropriate director(s) on a quarterly basis. Responses to written communications will generally be provided in writing from the Chair of the Nom-Corp. Gov. Committee.

The Board, the appropriate Board committee or appropriate director(s) will consider each request for a teleconference, in person meeting or other form of communication on a case-by-case basis. Factors that will be considered include, without limitation, whether the matter relates to a topic of broad concern that the Board can publicly discuss, whether the matter could have a material impact on the Company's performance or stock price, the size and/or number of shareholders making the request, availability of the applicable Board member(s) and the willingness of the group to invest the significant time required to prepare for such further communication.

All Board-shareholder communication events should be attended by the appropriate personnel for discussing corporate governance and other relevant matters. Board members, regardless of their financial literacy, should be supported by management and other UnitedHealth Group employees when communicating with investors.

The Board-shareholder communication will be limited to the predetermined topics identified in the meeting's agenda. In all communications, the Board will comply with all applicable laws, including Regulation FD as well as the rules and regulations of the SEC and the New York Stock Exchange. All Board-shareholder communications should be attended by legal counsel to advise on Regulation FD compliance.

The Secretary to the Board will not forward to the Board, any Board committee or any director communications that are of a personal nature or not related to the duties and responsibilities of the Board, including, without limitation, junk mail and mass mailings, business solicitations, routine customer service complaints, new product or service suggestions, and opinion survey polls. The Secretary to the Board will maintain a log of any such communications not shared with the Board, which any director may review upon request, except that such log will not contain any business solicitations, opinion surveys or similar information. The Secretary to the Board will review the log annually with the Chair of the Nom-Corp. Gov. Committee.

### **Ongoing Preparation for Shareholder Communication**

The Nom-Corp. Gov. Committee will receive regular reports from management of the Company regarding the following topics: communications between management and shareholders; typical investor concerns and questions posed to the Investor Relations department; emerging issues and pertinent corporate governance matters.