

UNITEDHEALTH GROUP NOMINATING ADVISORY COMMITTEE DESCRIPTION

INTRODUCTION AND PURPOSE

UnitedHealth Group Incorporated (the “Company”) is a publicly held company and operates in a complex, dynamic, highly competitive, and regulated environment. The Board of Directors of the Company has established the Nominating Advisory Committee (the “Advisory Committee”) to provide certain advice to the Governance Committee of the Board of Directors (the “Governance Committee”) on the appropriate characteristics and composition of the board of directors as set forth more specifically in this charter. All actions of the Advisory Committee are advisory in nature only and are non-binding on the Governance Committee or the Board of Directors. The members of the Advisory Committee will not be considered members of management or members of the Board or any committee thereof.

COMPOSITION

The Advisory Committee is expected to include approximately five individuals who are or represent a shareholder of the Company who holds a significant number of shares of the Company or who are representatives from the medical community. A majority of the members of the Committee shall be recommended by significant shareholders of the Company and at least one member shall be a representative of the medical community. The members of the Committee will be appointed by the Board of Directors to advise at the will of the Board of Directors, unless such member determines to no longer provide such advice.

MEETINGS

The Advisory Committee will convene as requested by the Governance Committee from time to time either in person or by telephone conference at a time that is mutually convenient to a majority of the members. Advisory Committee members shall not receive compensation for service on the Advisory Committee, but shall be eligible for reasonable out-of-pocket expense reimbursement for travel and related costs in connection with any in-person meetings.

CONFIDENTIALITY

The Company will take all steps necessary to ensure that Advisory Committee members will not have access to material nonpublic information of the Company and all communications between the Company and the members of the Advisory Committee must comply fully with Regulation FD and the Company’s internal policies. In that regard, in the event that the Company inadvertently discloses material nonpublic information to Advisory Committee members, it will promptly take such steps necessary to comply with Regulation FD and the Company's related policies. Materials and discussions that are held in connection with any Committee meetings shall also be considered confidential and shall not be disclosed by either the Company or any Committee members except as required by law or applicable regulations

The Company will provide Committee members with an advance opportunity to review any disclosure by the Company regarding the identity of the Committee members on the Company’s web site, proxy statement, press release or other publicly available written

materials. Unless otherwise required by law or applicable regulations, the Company shall not make any disclosures referred to in the preceding sentence to which any Committee member reasonably objects.

FUNCTIONS

Each member of the Committee shall undertake the following functions:

- Advise the Governance Committee on desired characteristics and composition of the board as a whole and of individual directors.
- Recommend director candidates for the Governance Committee to consider.

Each member of the Advisory Committee will provide his or her independent views, without regard to the views of any other member of the Advisory Committee. All viewpoints expressed in the Advisory Committee are advisory in nature only and the Governance Committee and Board of the Company intend to consider such viewpoints, but are under no obligation to follow any such viewpoints. In no event will the Advisory Committee have any right to nominate any candidate, or to use the Advisory Committee forum to nominate a director for election by the shareholders of the Company. Nomination of director candidates by shareholders is subject to and governed by the procedures set forth in the Company's bylaws, applicable Minnesota state law and SEC regulations.

Consistent with Regulation FD and the Company's internal policies, the Governance Committee will not inform the Advisory Committee of any decision to nominate any specific individual to serve as a director prior to public disclosure of the same information. By serving on the Advisory Committee, members are not deemed to endorse any director candidate nominated by the Company and are not required or expected to vote for the election of any director candidate. The determination of whether to vote for director candidates remains in the sole discretion of each shareholder and such voting intentions will not be the subject of any Advisory Committee discussions.

Service on the Advisory Committee is not intended and does not establish an employee or fiduciary relationship to the Company or its shareholders, or otherwise establish any rights or obligations. The Company will hold harmless Advisory Committee members for any claim alleging that their service on the Advisory Committee gave rise to such relationship, rights or obligations.

BENEFICIAL SHARE OWNERSHIP

The Company does not intend through the establishment of the Advisory Committee to assist in the creation of a group within the meaning Sections 13(d)(3) of the Securities Exchange Act of 1934, as amended, and for the SEC's rules thereunder, for the purpose of acquiring, holding, voting or disposing of equity securities of the Company. Therefore, each Committee member will not be deemed to have acquired any shares of common stock of the Company beneficially owned by the other Committee members solely by virtue of serving on the Committee. The Company expects that each Committee member will exercise his or her responsibilities to independently vote any shares of common stock of the Company beneficially owned by such member. The Company does not intend that an Advisory Committee member's shareholder rights (including voting rights) be affected by virtue of serving on the Advisory Committee.