

ADVISORY VOTE ON EXECUTIVE COMPENSATION

RESOLVED, that shareholders of UnitedHealth Group request the board of directors to adopt a policy that provides shareholders the opportunity at each annual shareholder meeting to vote on an advisory resolution, proposed by management, to ratify the compensation of the named executive officers (“NEOs”) set forth in the proxy statement’s Summary Compensation Table (the “SCT”) and the accompanying narrative disclosure of material factors provided to understand the SCT (but not the Compensation Discussion and Analysis). The proposal submitted to shareholders should make clear that the vote is non-binding and would not affect any compensation paid or awarded to any NEO.

SUPPORTING STATEMENT

Former UnitedHealth Group CEO William McGuire recently agreed to pay \$30 million and forfeit 3.7 million stock options as part of what the *Wall Street Journal* has referred to as, “one of the largest executive-pay givebacks in history.” The prominence of this and other high profile cases has led to increasing investor concern over ballooning executive compensation. It has also led to frustration over the current lack of any formal mechanism for investors to express opinions on the compensation of named executive officers.

Evidencing this concern, votes on “Say on Pay” resolutions in 2008 averaged 43% in favor, with ten resolutions receiving the support of a majority of shares voted. Nine leading public companies have now agreed to an advisory vote. Following Aflac’s first advisory vote in 2008, the company’s Chairman and CEO said, "An advisory vote on our compensation report is a helpful avenue for our shareholders to provide feedback on our pay-for-performance compensation philosophy and pay package."

The influential proxy voting advisory service RiskMetrics Group recommends voting in favor of “Say on Pay” resolutions, noting: “RiskMetrics encourages companies to allow shareholders to express their opinions of executive compensation practices by establishing an annual referendum process. An advisory vote on executive compensation is another step forward in enhancing board accountability.”

RiskMetrics is not alone in its support of allowing investors to have a say on pay. In April 2007, the U.S. House of Representatives passed a bill to allow annual advisory votes by a 2-to-1 margin. During the 2008 presidential campaign, Senators Obama and McCain both voiced support for say on pay. In Europe, the EU Commission has recommended that the directors’ remuneration policy be submitted to a vote to increase accountability.

The Council of Institutional Investors, which has also endorsed advisory votes on pay, has stated that, “Executive compensation is the most critical and visible aspect of a company’s governance.” Shortly after the options-backdating scandal that led to the resignation of former Chair and CEO William McGuire, current CEO Stephen Hemsley offered assurances that UnitedHealth would, “be unrelenting in achieving the highest standards for governance and integrity.” (BusinessWeek.com, 10/18/06, “The Ties UnitedHealth Failed to Disclose”) We urge our board to uphold this promise by instituting this best-practice governance reform and allowing shareholders to have a say on pay.