

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, including candidates nominated by stockholders in accordance with the Company's bylaws, qualified to become members of the Board, consistent with the criteria approved by the Board, (2) recommend to the Board, the director nominees for the next annual stockholders meeting, (3) develop, recommend to the Board, and regularly evaluate a set of corporate governance principles applicable to the Company, and (4) oversee an evaluation of the Board 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, as defined below.

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 for listed companies.

No Committee member shall have an interest in the Company that would preclude his or her ability to act on behalf of all the stockholders of the Company. A Committee member shall receive the compensation paid to him or her in their 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 the discussions with respect to, or vote on, any matter unless he or she is independent with respect to such matter. If there is any basis for believing a Committee member is not independent with respect to such matter, the facts and circumstances should be reported to the General Counsel and to 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 with respect to such matter.

The members of the Committee shall be appointed by the Board. Each member of the Committee shall serve until such member's successor is appointed or until such member'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 sitting members 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. Each member of the Committee will be compensated separately for his or her service.

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 independence under applicable standards, experience as a director, current and past employment, and knowledge of the Company's business and industry;
- In the Committee's discretion, 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 which includes candidates properly nominated by stockholders;
- Interviewing and evaluating prospective candidates and recommending to the Board the director nominees for the next stockholder meeting and nominees for any vacancies arising between stockholder meetings;
- Evaluating and making appropriate recommendations to the Board regarding the number of directors on the Board, including increases or, in the event of the death, disability, resignation, refusal to stand for reelection or removal of a director, decreases in such number;
- Adopting and subsequently reviewing at least annually the corporate governance principles of the Company and recommending appropriate changes to the Board;
- Overseeing an evaluation of the Board and management;
- Reviewing the composition of the Board and its Committees at least annually to ensure compliance with the New York Stock Exchange listing standards and other applicable corporate governance requirements;
- Reviewing periodically the charter of each Committee of the Board and making recommendations to the Board for the adoption of or revisions to the Committee charters;

- Recommending to the Board the directors to be appointed to each Committee of the Board;
- Monitoring and advising the Board regarding the independence of the members of the Board and its Committees on a regular basis, and at least annually in connection with the Company's corporate governance disclosures;
- 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;
- Reviewing conflicts of interest, related party transactions and waivers of the Company's related party transactions policy; and
- Performing any other activities consistent with this Charter, the Company's Certificate of Incorporation, Bylaws and governing law as the Committee or the Board deems necessary or appropriate.

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. The Committee shall meet in executive session at such times as the Chair or the Committee may determine.

Subcommittees

The Committee may, by resolution passed by a majority of the members of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more of the members of the Committee, and each such committee must have a published charter. 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 New York 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 Committee's 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.