

# Organization & Compensation Committee Charter

## *Purpose*

The primary function of the Organization & Compensation Committee is to administer all components of the Company's executive officer compensation program that applies to the Chief Executive Officer ("CEO") and all other officers as defined by Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (the CEO and other Section 16 officers are collectively referred to herein as "Executive Officers"). Also, the Committee reviews the Company's management development planning status and policies, including succession planning, and makes recommendations concerning outside director compensation.

## *Composition*

The Organization & Compensation Committee will be composed of at least three directors, all of whom satisfy the definition of "independent" under the listing standards of the New York Stock Exchange. All Committee members shall also be "non-employee directors" as defined by Rule 16b-3 under the Exchange Act and "outside directors" as defined by Section 162(m) of the Internal Revenue Code. The Committee members will be appointed by the Board and may be removed by the Board in its discretion. The Chairman of the Organization & Compensation Committee shall be designated by the Board out of those members appointed to the Committee. The Chairman shall preside at meetings of the Organization & Compensation Committee.

## *Responsibilities*

The Organization & Compensation Committee shall:

1. Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the board), determine and approve the CEO's compensation level based on this evaluation. In determining the incentive components of CEO compensation, the Committee may consider a number of factors, including, but not limited to, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.
2. Review and approve all elements of compensation paid to the Company's current or prospective Executive Officers, including without limitation, (a) annual base salaries, (b) annual incentive opportunities, including both cash-based and equity-based awards and opportunities, (c) any employment, change-in-control or severance programs and agreements, (d) any special or supplemental compensation or benefits, including supplemental retirement benefits and any perquisites to be provided during and/or after employment.
3. Oversee the Company's compliance with the compensation reporting requirements and other rules of the Securities and Exchange Commission ("SEC") and the New York Stock Exchange ("NYSE"), including without limitation, (a) the Committee's review of the "Compensation Discussion and Analysis" and

Annual Compensation Committee Report, in each case to be included in the Company's proxy statements filed with the SEC, (b) stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and (c) the requirement under NYSE rules that, with limited exceptions, stockholders approve equity compensation plans.

4. Conduct an annual performance evaluation of the Committee and annually evaluate the adequacy of its charter, with any proposed changes being recommended to the Board for approval.
5. Administer the Humana Inc. 2011 Stock Incentive Plan or successor stock compensation plans ("Stock Plans"), including approving equity-based grants for Executive Officers and other individuals for whom such approval is required.
6. Administer the Humana Inc. Executive Management Incentive Compensation Plan (MIP), and other substantially similar or successor incentive compensation plans.
7. Make a recommendation to the Board with respect to proposed changes in compensation and benefits for Non-Employee members of the Board.
8. Monitor compliance of Executive Officers and Non-Employee Directors with relevant stock ownership guidelines.
9. Review and discuss with management the Company's compensation plans and policies for all employees (including the Executive Officers) with respect to risk management and risk-inducing incentives.
10. Review with management periodically, as it deems appropriate, management succession and inclusion and diversity practices.

### ***Manner of Acting***

The Committee shall meet at least two times annually, and more frequently as may be required under the circumstances. Meetings of the Committee may be called by the Committee's Chairman, or if there be no Chairman, with the approval of two Committee members. A majority of the members of the Committee present (in person or by telephone) at any duly authorized meeting of the Committee shall constitute a quorum, and approval by a majority of the quorum is necessary for Committee action. Minutes shall be recorded of each meeting held. When appropriate, action may be taken by written consent in lieu of a meeting of the Committee.

### ***Delegation***

The Committee may delegate any of its responsibilities and duties to one or more members of the Committee, or to any officer of the Company, except to the extent that such delegation would be inconsistent with the requirements of the rules and regulations of the SEC or the listing rules of the NYSE.

### ***Outside Advisors***

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain a compensation consultant and other advisors to assist in the performance of its duties, but with respect to any compensation consultant only after taking into consideration all factors relevant to the advisor's independence from management, including those specified in Section 303A.05(c) of the NYSE Listed Company Manual. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant or other advisor retained by the Committee, and shall have sole authority to retain and terminate any such compensation consultant or other advisor, including sole authority to approve fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisers employed by the Committee and for ordinary expenses of the Committee.

### ***Reports***

The chairman of the Organization & Compensation Committee (or in his or her absence such other Committee member as the Committee may select) shall report on behalf of the Committee to the full Board at each regularly scheduled meeting with respect to any action taken by the Committee if any meetings of the Committee have been held (or action otherwise taken) since the date of the previous Board meeting. The minutes of meetings held or other record of action taken may be submitted to the Board of Directors for review in lieu of any such report.