

# Majority Vote Policy

In accordance with the Corporation's Bylaws, if none of our stockholders provides the Corporation notice of an intention to nominate one or more candidates to compete with the Board's nominees in a director election, or if our stockholders have withdrawn all such nominations by the tenth day before the Corporation mails its notice of meeting to our stockholders, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election.

The Board shall nominate for election as director only candidates who agree to tender, promptly following the annual meeting at which they are elected as director, resignations that will be effective upon (i) the failure to receive the required vote at any future meeting at which they face re-election and (ii) Board acceptance of such resignation. The Board shall nominate for re-election as directors only candidates who have tendered resignations that will be effective upon (i) the failure to receive the required vote at any future meeting at which they face re-election and (ii) Board acceptance of such resignations. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with this paragraph. A resignation tendered in accordance with this paragraph must provide that it may not be withdrawn unless the Board eliminates this policy on majority voting in director elections.

If an incumbent director fails to receive the required vote for re-election, and submits his or her resignation, the Nominating & Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Commit-

tee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating & Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.

### Form of Director Resignation Letter

[Date]

Humana Inc.  
The Humana Building  
500 West Main Street  
Louisville, Kentucky 40202  
Attention: General Counsel

Dear Sir:

In accordance with the Majority Vote Policy of Humana Inc. (the "Corporation"), I hereby tender my resignation as a director of the Corporation, provided that this resignation shall be effective only in the event that (i) I fail to receive a sufficient number of votes for re-election at any future meeting of the stockholders of the Corporation and (ii) the Board accepts this resignation following my failure to be re-elected at such meeting. If the Board decides not to accept my resignation following my failure to be re-elected at such meeting, this resignation will not be effective unless and until I fail to receive a sufficient number of votes for re-election at a subsequent meeting of the stockholders of the Corporation and the Board accepts this resignation following such subsequent meeting.

This resignation will be deemed withdrawn if and when the Board eliminates its policy regarding majority voting in director elections. However, this resignation may not be withdrawn by me at any other time.

Very truly yours,

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Director

*January 4, 2007*