

**WELLPOINT INC Date: 2013-05-15**

**1a To re-elect Sheila P Burke**

**Oppose**

Non-Executive Director. Independent by the company, not independent by PIRC as she has been on the board of the company and its predecessors for over nine years. There is insufficient independence on the Board.

**1b To re-elect George A. Schaefer, Jr.**

**Oppose**

Non-Executive Director. Independent by the company, not independent by PIRC as he has been on the board of the company and its predecessors for over nine years. There is insufficient independence on the Board.

**1c To re-elect Joseph R. Swedish**

**For**

**2 Appoint the auditors**

**For**

**3 Approve Pay Structure**

**Oppose**

As a result of SEC legislation that has entered into force (Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act), the company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. Our biggest concern relates to the balance of performance and reward.

**4 Shareholder proposal to require semi-annual reporting on political contributions and expenditures**

**For**

The shareholders request the board of directors to report, updated semi-annually, on all company political donations, including a) An accounting through an itemized report that includes the identity of the recipient as well as the amount paid to each recipient of the Company's funds that are used for political contributions or expenditures; and b) the title of the person or persons in the Company who participated in making the decisions to make the political contribution or expenditure. The board opposes this proposal, stating that they have disclosed all political donations. Regular disclosure of political donations is considered best practice, and the company has not disclosed all political donations that the shareholders are requesting. In particular, political contributions has been a particular issue at Wellpoint when the company was reluctant to explain why \$86 Million was transferred from the trade association to the US Chamber of Commerce. It is noted that the reports will not be strenuous if the company does not make significant contributions.