

STANDARDS OF INDEPENDENCE

An “independent” director is a director whom the Board of Directors has determined has no material relationship with WellPoint, Inc., or any of its consolidated subsidiaries (collectively, the “Company”), either directly, or as a partner, shareholder or officer of an organization that has a relationship with the Company.

- A. The following individuals shall not be deemed an “independent” director of the Company:
1. A director who is an employee or whose immediate family member is an executive officer of the Company until three years after the end of such employment relationship;
 2. A director who receives or whose immediate family member is an executive officer of the Company and receives more than \$120,000 during any twelve-month period in direct compensation from the Company (other than director or committee fees and pension or other forms of deferred compensation for prior service, provided such compensation is not contingent in any way on continued service) until three years after he or she ceases to receive more than \$120,000 during any twelve-month period in such compensation;
 3. (a) A director who is a current partner or employee of a firm that is the Company’s internal or external auditor; (b) a director whose immediate family member is a current partner of such a firm; (c) a director whose immediate family member is a current employee of such a firm and personally works on the Company’s audit; or (d) a director who was, or a director whose immediate family member was, within the last three years a partner or employee of such a firm and personally worked on the Company’s audit within that time;
 4. A director who is employed or whose immediate family member is employed as an executive officer of another company where any of the Company’s present executives serve on that company’s compensation committee until three years after the end of such service or employment relationship; or
 5. A director who is an executive officer or an employee, or whose immediate family member is an executive officer, of another company that makes payments to or receives payments from the Company for property or services in an amount which in any single fiscal year, exceeds the greater of \$1,000,000 or 2% of such other company’s consolidated gross revenues until three years after falling below such threshold.

An “immediate family member” includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who share such person's home.