

Cigna Corporation
Amended and Restated Board Practices
(As approved by the Board of Directors on October 23, 2013)

The Board and Committees periodically review their practices with the goal of increasing their effectiveness, and thereby maximizing shareholder value. Over the years, the Board and Committees have regularly modified their practices, and will continue to do so if the Directors believe that changes to their practices are in the best interests of Cigna shareholders. The following are the current practices.

Board Structure

The Board has established the size of the Cigna Corporation Board of Directors at eleven members. The Board and its Corporate Governance Committee each periodically consider the appropriate size of the Board.

Director Selection

The Corporate Governance Committee is responsible for reviewing, advising, and reporting to the Board regarding the Board's membership and Director selection. In fulfilling that responsibility, the Committee has developed and periodically reviews director selection criteria and, as part of the director recruitment process, takes into consideration the responsibilities of Cigna directors. The criteria for director selection are as follows:

- Directors must represent all shareholders.
- Directors must demonstrate good judgment and strong commitment to ethics and integrity.
- Directors must be free of conflicts of interest.
- Directors must possess the ability to analyze complex business and public policy issues and provide relevant input regarding the Company's business strategy.
- Directors must have demonstrated a high degree of achievement in their respective fields.
- Directors must contribute to the overall diversity (in its various forms) of the Board of Directors.

In addition to the criteria listed above, the Committee and the Board strive to ensure that the Board is comprised of individuals who together possess a wide range of relevant experience, capabilities and professional attributes, among them:

- financial acumen;
- ability to assess different risks and impact on shareholder value;
- insight into the process of developing key employees;
- awareness of consumer market trends and developing and delivering high-quality products and services that respond directly to customer needs and expectations;
- familiarity with channels of distribution;
- knowledge of and insight into government relationships, legislative and regulatory initiatives, policy-making and processes;
- familiarity with processes for developing and implementing effective human resources policies and practices;
- experience with the challenges of operating businesses in the global marketplace; and
- familiarity with business strategy enablement through the use of information technology

In connection with director selection, the Committee and the Board also take into account the following responsibilities of members of the Company's Board:

- Good understanding of Cigna’s businesses and the importance of increasing shareholder value;
- Effectively contributing to the Board’s assessment of strategy and risk;
- Active, objective and constructive participation at Board and committee meetings;
- Review and understanding of advance briefing materials;
- Sharing of one’s expertise, experience, knowledge and insights as they relate to the matters before the Board;
- Advancing of Cigna’s objectives and reputation;
- Effectively contributing to the Board’s evaluation of executive talent, compensation and succession planning;
- Availability to the Chief Executive Officer and senior management for consultation and engagement outside of Board and Committee meetings on matters affecting Cigna; and
- Regular attendance at meetings of the Board.

The Corporate Governance Committee welcomes shareholder suggestions for Board nominees. Shareholders desiring the Committee to consider their suggestions for Board nominees should submit their suggestions together with appropriate biographical information and qualifications to the Committee. Correspondence may be addressed to Cigna Corporation, Corporate Secretary, 1601 Chestnut Street, TL16, Philadelphia, Pennsylvania, 19192. The Corporate Governance Committee generally considers nominees in October for the following Annual Meeting. Accordingly, suggestions for Board nominees should be submitted by October 1st to ensure consideration at the following Annual Meeting. Shareholder suggestions for Board nominees are evaluated using the same criteria described above.

In accordance with Cigna’s By-Laws, if none of our stockholders provides Cigna 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 day before Cigna mails its notice of meeting to our stockholders, a nominee must receive more votes cast for than against his or her election or reelection in order to be elected or reelected 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 election or reelection. The Board shall nominate for election or reelection 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 reelection and (ii) Board acceptance of such resignation. 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 Board Practice. A resignation tendered in accordance with this paragraph must provide that it may not be withdrawn unless the Board eliminates this Practice on majority voting in director elections.

Board Leadership

An independent Chairman shall preside over the meetings of the Board of Directors and meetings of the shareholders of the Corporation. The Chairman shall serve as principal liaison between the members of the Board and management and shall have the responsibilities described below:

- **Board Meetings.** The Chairman shall work with the Chief Executive Officer to develop a schedule of Board meetings, and shall confer regularly with the Chief Executive Officer and the Committee Chairs to develop agendas for the meetings of the Board and to ensure that any necessary follow-up occurs after Board and Committee meetings. The Chairman shall have the authority to call meetings of the Board and the Executive Committee and shall chair the executive sessions of the Board’s independent members.

- Board Management. The Chairman shall facilitate discussion among the members of the Board on key issues and concerns and shall advise the Chief Executive Officer with respect to the quality, quantity and timeliness of the flow of information from management that is necessary for the directors to fulfill their duties.
- Relationship with Senior Management. The Chairman shall act as the principal liaison between the independent directors and the Chief Executive Officer. The Chairman shall counsel the Chief Executive Officer on issues of interest or concern to members of the Board and shall, along with the other independent members of the Board, evaluate the Chief Executive Officer's performance and meet with the Chief Executive Officer to discuss the Board's evaluation. The Chairman shall also lead the Board in Chief Executive Officer succession planning.
- Board Governance. The Chairman shall interview all director candidates in conjunction with the Corporate Governance Committee's director recruitment process and shall assist the Board and management in assuring compliance with and implementation of these Board Practices.
- External Stakeholders. The Chairman may represent the Company in interactions with external stakeholders and employees at the discretion of the Board.

Director Orientation and Education

New Directors participate in an orientation program overseen by the Corporate Governance Committee that includes information on the Corporation's strategic plans, its significant financial, business and risk management issues, organizational and management structure and compliance programs, and may include visits to Cigna's key facilities to the extent practical. They meet with the Chief Executive Officer and staff officers at the time they join the Board. Upon election to a Committee, they meet with that Committee's staff officer and are provided with more committee-specific training and resource materials.

The Board is regularly updated on Cigna's business, strategies, customers, operations and employee matters as well as external trends and issues that affect the Company. In addition, Directors are encouraged to attend continuing education courses at Cigna's expense.

Independence

Cigna has a strong commitment to a Board composed principally of independent, non-employee Directors. Cigna Corporation has never had more than two employee Directors.

To be considered independent under the New York Stock Exchange rules, the Board must affirmatively determine that a Director has no material relationship with Cigna (either directly or as a partner, shareholder or officer of an organization that has a relationship with Cigna). In affirmatively determining the independence of any Director who will serve on the People Resources Committee, the Board must consider all factors specifically relevant to determining whether a Director has a relationship with Cigna which is material to that Director's ability to be independent from management in connection with the duties of a being a compensation committee member, including, but not limited to: the source of compensation of the Director, including any consulting, advisory or other compensatory fee paid by Cigna to such director; and whether the Director is affiliated with Cigna. Material relationships may include, but are not limited to, commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships.

In addition, Audit Committee members may not accept directly or indirectly any consulting, advisory or other compensatory fee from Cigna, and may not be affiliated persons of Cigna. Audit Committee members may receive Directors' fees in the form of cash, equity or other in-kind consideration ordinarily available to Directors under Cigna's non-employee Director compensation program, and fixed amounts of compensation for prior service with

Cigna.

The Board will broadly consider all relevant facts and circumstances in making independence determinations. These determinations will be made annually and disclosed in Cigna's proxy statement. The Board has established these guidelines to assist it in determining Director independence.

(a) A Cigna Director is not independent if:

- (i) the Director is, or has been within the last three years, an employee of Cigna, or an immediate family member (defined for purposes of these Board Practices as a spouse, parent, child, sibling, mother or father-in-law, son or daughter-in-law, brother or sister-in-law or anyone (other than a domestic employee) who shares the Director's home) is, or has been within the last three years, an Executive Officer of Cigna;
- (ii) the Director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from Cigna, other than Director and 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);
- (iii) the Director is a current partner or employee of Cigna's external auditor or an employee of Cigna's internal audit department, or an immediate family member is a current partner, of Cigna's external auditor or an employee of Cigna's internal audit department;
- (iv) the Director or an immediate family member was within the last three years (but is no longer) a partner or employee of Cigna's external auditor or an employee in Cigna's internal audit department and personally worked on Cigna's audit within that time;
- (v) the Director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of Cigna's present executives at the same time serves or served on that company's compensation committee; or
- (vi) the Director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, Cigna for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or two percent of the other company's consolidated gross revenue.

(b) The following commercial or charitable relationships are not material and do not impair a Director's independence:

- (i) if a Director is an executive officer of another company in which Cigna owns a voting securities interest, and the amount of Cigna's interest is less than five percent of the class of voting securities of that company;
- (ii) if a Director is an executive officer of another company that owns a voting securities interest in Cigna, and the amount of the other company's interest is less than five percent of the class of voting securities of Cigna;
- (iii) if a Director is an executive officer of another company that is indebted to Cigna, or to which Cigna is indebted, and the total amount of either company's indebtedness to the other is less than five percent of the total consolidated assets of the company where the Director serves as an executive officer;
- (iv) if a Director serves as a member of the Board of Directors or serves in a position with similar duties and responsibilities (such as a trustee) of another organization that makes payments to or receives payments from Cigna in the ordinary course of business;

- (v) if a Director's immediate family member serves as an employee or director (but does not serve as an executive officer, or partner or in another position with principal policy-making responsibilities) of an organization that makes payments to or receives payments from Cigna in the ordinary course of business; or
 - (vi) if a Director or an immediate family member serves as an executive officer, director or trustee (or equivalent) of a not-for-profit organization, and Cigna's discretionary contributions to the organization in any of the last three fiscal years are less than the greater of \$1 million or two percent of that organization's annual gross revenue. (Cigna's automatic matching of employee charitable contributions will not be included in the amount of Cigna's contributions for this purpose.)
- (c) The following relationships are not material and do not impair a Director's independence:
- (i) a Director or an immediate family members purchasing insurance, services or other products of Cigna, or using Cigna's financial services, all on terms and conditions similar to those available to other similarly situated persons;
 - (ii) a Director's membership in the same professional association, social, fraternal or religious organization or club as an Executive Officer or other Director of Cigna;
 - (iii) a Director's current or prior attendance at the same educational institution as an Executive Officer or other Director of Cigna;
 - (iv) a Director's service on the board of directors of another public company on which an Executive Officer or other Director of Cigna also serves as a Director, except for prohibited compensation committee interlocks; or
 - (v) a Director who is an executive officer of a public company that also uses the Corporation's independent registered public accounting firm.
- (d) For any relationship outside the guidelines in (b) and (c) above, the determination of whether the relationship is material or not, and therefore whether the Director would be independent or not, shall be made by the Directors who satisfy the independence guidelines set forth in (a), (b) and (c) above. Cigna would disclose in its proxy statement the basis for any Board determination that a relationship was immaterial. There is no presumption that relationships outside the guidelines in (b) and (c) are material.

Notwithstanding any provision in these guidelines to the contrary, loans to, or guarantees of obligations of, Directors and their immediate family members are prohibited.

Limit on Directorships

Directors must first notify the Chair of the Corporate Governance Committee and the Chairman of the Board prior to accepting additional for-profit or not-for-profit public directorships. Each director who is also a chief executive officer of a public company may not serve on more than one public company board in addition to service on Cigna's Board and the board of directors of his/her employer (for a total of three public company directorships); and each director who is not a chief executive officer of a public company may not serve on more than four boards of public companies in addition to service on Cigna's Board (for a total of five public company directorships). Any director who is a member of the Board of Directors as of the effective date of this provision and who serves on a number of boards of directors exceeding the limitations described above shall have five years from the effective date of this provision to comply with its requirements.

In addition to the guidelines above, Directors must consult with the Chair of the Corporate Governance Committee

and the Chairman of the Board prior to agreeing to serve on more than three public company audit committees.

Code of Ethics

Directors are subject to applicable provisions of the Cigna Code of Ethics. Among other things, Directors must conduct themselves in a manner that avoids actual or apparent conflicts of interest.

Independent Advisors

The Board and its Committees are able to access and retain appropriate independent advisors as they deem necessary or appropriate.

Meetings of the Board of Directors

The Board meeting schedule and agenda are developed with direct input from Directors. The duration of each meeting varies as business needs dictate.

Briefing materials generally are distributed at least a full week in advance of the Board and Committee meetings. The briefing materials include regular reviews of operating results, competitive performance, performance against plan and background information for the presentations and discussions to occur at the upcoming meetings. Periodically, Board meetings are devoted primarily to strategy issues.

The independent members of the Board meet at regularly scheduled executive sessions without management present. The Board also holds executive sessions with the Chief Executive Officer (an employee Director) without any other members of management present.

Committee Structure, Meetings and Roles

There currently are four working Committees of the Board: Audit, Corporate Governance, Finance, and People Resources. The four working Committees consist of Directors who meet the New York Stock Exchange's standards for independence. In addition, Audit Committee members meet the Securities and Exchange Commission's standards for independence. At least one Audit Committee member will be an audit committee financial expert, as defined by the Securities and Exchange Commission. Directors may attend the meetings of any Committee in addition to the meetings of the Committees to which they are assigned. The Chairman of the Board, while generally not a member of any Committee, has the right to attend the meetings of any of the Committees, be counted for quorum and vote on any issues presented for the Committee's approval.

The Executive Committee of the Board is advisory in nature and is not considered a working Committee of the Board. The Executive Committee meets as circumstances warrant and all directors will be notified in advance and invited to participate in all Executive Committee meetings. In addition, the Board has, at various times, created *ad hoc* committees to focus on particular issues.

Each Committee, including the Executive Committee, has a Chairperson who is an experienced independent Cigna director who acts as leader for the Committee. In addition, each working Committee is assigned a member of senior management to act as a staff officer. The staff officers attend the working Committee meetings and Board meetings. This gives Directors a range of contact people within the Company with whom they are familiar.

On an annual basis and in consultation with the Committee's staff officer, each working Committee agrees upon a meeting schedule (including frequency and length of meetings) and tentative agenda for the upcoming year. Agenda items are added and deleted during the course of the year at the request of the Committee Chairs and as business developments warrant.

All of the working Committees meet at regularly scheduled executive sessions without management present. In addition, the Audit Committee meets in executive session with the independent auditors (outside the presence of management) at least quarterly, as well as individually with the Chief Financial Officer, General Auditor and Chief Risk Officer and the General Counsel. At least annually, the Audit Committee meets individually with the Chief Compliance Officer, Chief Information Officer and Chief Accounting Officer. The People Resources Committee regularly meets in executive session with the independent compensation consultant (outside the presence of management).

In order to maintain a balanced approach to governance, facilitate the effective functioning of the Board, and benefit from the skills, strength and experience of the Committee Chairs, the Chairs of the working Committees perform the following functions:

Each Committee Chair communicates with the staff officers assigned to his or her Committee to set and develop meeting agendas and materials and communicates frequently with staff officers, members of management and the Chairman of the Board between scheduled Board meetings with respect to Committee issues. In addition, each Committee Chair oversees a review of the performance of his/her Committee and the adequacy of its written charter.

The Chair of each Committee, including the Executive Committee, reports to the full Board on the matters discussed in Committee meetings and on all Committee proceedings and actions. Actions that are reserved for the Committees and subject to oversight of the Committee Chairs include:

- Ensuring the Appropriateness and Effectiveness of the Board's Committee Structure. Annually, the Corporate Governance Committee reviews committee assignments. The Chair of the Corporate Governance Committee, in consultation with the Chairman of the Board, recommends committee assignments for Directors, in line with Board needs and individual strengths. Directors generally serve on a working Committee for about five years before rotating.
- Selection of Board Candidates. The Corporate Governance Committee has responsibility for director selection. The Chair of the Corporate Governance Committee plays a key role in the director selection process and, together with the Chairman of the Board, interviews (and often identifies additional Directors to interview) all Director candidates prior to the Committee making its recommendation that the Board elect the candidate in the case of a Director vacancy, or nominate the candidate for election by the shareholders.
- Overseeing Board and Director Evaluations. The Board annually conducts a self-assessment, and on an ongoing basis, Directors offer suggestions and alternatives intended to further improve Board performance. Administration and oversight of the evaluation process is charged to the Corporate Governance Committee. The Corporate Governance Committee also reviews the performance of each Director annually and always in advance of making a determination as to whether the Committee should recommend the Director's renomination to the Board. The Corporate Governance Committee also oversees an annual evaluation of the Chairman of the Board to include a survey of all directors regarding the performance and effectiveness of the Chairman and full discussion of the outcome of the evaluation with the Corporate Governance Committee and the Board. Every three years, the Committee shall recommend to the Board the re-nomination of the Chairman or the nomination of a new Chairman.
- People Development Matters. The People Resources Committee is responsible for overseeing the policies and processes for people development, including the succession plan for the principal executive officers. In fulfilling that responsibility, the Committee reviews and considers an annual assessment of executive officers and key senior management presented by the Chief Executive Officer, including a discussion of the persons considered as potential successors and their readiness and developmental needs to succeed the executive officers and members of key senior management. The assessment is presented to the full Board at the Committee's direction. The Board oversees Chief Executive Officer succession planning. To carry out this responsibility, the

Board, with the assistance of the People Resources Committee, reviews and approves regular and emergency succession plans and, as part of those plans, develops and evaluates potential candidates who meet the Board's established criteria for the Chief Executive Officer position.

- **Executive Compensation.** The People Resources Committee, along with the Chairman of the Board, annually evaluates the Chief Executive Officer's performance in light of Cigna's annual and long-term enterprise goals and objectives and shares its assessment with the Board when making recommendations to the independent members of the Board regarding compensation actions for the Chief Executive Officer. The Committee's evaluation and report to the Board are done in the absence of the Chief Executive Officer. The results of the evaluation are shared by the Chairman of the Board with the Chief Executive Officer. The Committee also reviews and approves executive compensation plans and equity-based plans, subject to applicable Board and shareholder approvals.
- The Audit Committee is responsible for representing and assisting the Board in fulfilling its oversight responsibilities regarding the adequacy of internal controls, integrity of financial statements, compliance with legal requirements, adherence to ethical standards and appointment and oversight of the Corporation's independent auditors. The Finance Committee is responsible for overseeing and advising the Board regarding the Corporation's capital structure and use, information technology strategy and execution, long-term financial objectives and progress against those objectives, and investments.

The roles of each of the Committees are defined by Cigna Corporation's By-laws and by Committee charters adopted by the Board. A current copy of the committee charters are posted on the Company's website at <http://www.cigna.com/general/about/governance/committee.html>. The discussion of the Committees' duties in these Board Practices is not a complete summary of all of the responsibilities of the committees. You should consult the committee charters for complete details on all of the responsibilities of each committee.

Senior Management and the Board

Over the years, the Cigna Corporation Board has modified the roles and responsibilities of Cigna's top officers, utilizing in varying combinations and configurations the offices of Chief Executive Officer, Chief Operating Officer and President as circumstances required. The Board is responsible for electing people to fill these positions.

Director Compensation and Stock Ownership

The Corporate Governance Committee reviews the non-employee Director compensation program periodically with respect to competitiveness and appropriateness of compensation levels and program design. Compensation paid by Cigna's peers is among the data considered in establishing compensation levels for non-employee Directors. The Committee then makes recommendations to the Board for action.

Stock-based compensation has been and is an important component of the non-employee Director compensation program. Stock-based compensation is designed to promote stock ownership and align Director interests with those of shareholders. A Director should own at least \$500,000 in value of the Corporation's common stock. Cigna common stock, deferred common stock, deferred stock units and restricted share equivalents count toward this ownership guideline.

No non-employee Director is paid consulting, advisory or other fees in addition to the compensation paid pursuant to any non-employee Director compensation program for Directors of Cigna Corporation.

Director Resignation

If an incumbent Director fails to receive the required vote for reelection, the Corporate Governance Committee will act on an expedited basis to determine whether to accept the Director's resignation and will submit such

recommendation for prompt consideration by the Board. The Board expects the Director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a Director's resignation.

The Board requires that any Director discontinuing the principal position that prevailed at the time of the Director's election to the Board (or discontinuing any principal position accepted subsequent to the Director's election to the Board) give notice and an offer of resignation to the Chair of the Corporate Governance Committee. The notice provides the Corporate Governance Committee with an opportunity to review the appropriateness of continued Board membership and make a recommendation to the Board as to whether to accept that Director's resignation.

Under ordinary circumstances, the Chief Executive Officer will leave the Board when he/she retires as a Cigna employee.

Directors shall retire no later than the annual meeting of shareholders coincident with or following their seventy-second birthday.

To mark the retirement of a Director, the Board may make a donation in the amount of \$10,000 to a charitable organization of the retiring Director's choice and may utilize other customary forms of recognition for the Director's years of service.

In the event that a director decides to resign, retire or refuse to stand for re-election, such director must provide written notice of his or her decision directly to the Corporate Secretary.

Interactions with Competitors

Directors shall disclose to the Chairman of the Board when they are in recruiting or hiring discussions with a competitor.

Directors must recuse themselves from Board meetings if they are having recruiting or hiring discussions with a competitor.

Directors are required to observe a one year waiting period between ending his or her Board service and acceptance of employment with a competitor.

Disgorgement for Restatements

If the Board learns of any misconduct by an executive officer that contributed to the Corporation having to restate all or a portion of its financial statements, it will take such action as it deems necessary to remedy the misconduct, prevent its recurrence and, if appropriate, based on all relevant facts and circumstances, punish the wrongdoer in a manner it deems appropriate. In determining what remedies to pursue, the Board will take into account all relevant factors, including whether the restatement was the result of negligent, gross, or intentional misconduct. The Board will, to the full extent permitted by governing law, in all appropriate cases, require reimbursement of any bonus or other cash incentive compensation awarded to an executive officer or effect the cancellation of unvested restricted or deferred stock awards previously granted to the executive officer if: (a) the amount of the bonus or incentive compensation was calculated based upon the achievement of certain financial results that were subsequently the subject of a restatement; (b) the executive engaged in intentional misconduct that caused or partially caused the need for the restatement; and (c) the amount of the bonus or incentive compensation that would have been awarded to the executive had the financial results been properly reported would have been lower than the amount actually awarded. In addition, the Board could dismiss the executive officer, authorize legal action for breach of fiduciary duty, or take

such other action to enforce the executive's obligations to Cigna as may fit the facts surrounding the particular case. The Board may, in determining the appropriate punishment factor take into account penalties or punishments imposed by third parties, such as law enforcement agencies, regulators or other authorities. The Board's power to determine the appropriate punishment for the wrongdoer is in addition to, and not in replacement of, remedies imposed by such third parties.

For the purposes of this Practice, "executive officer" means any officer who has been designated as executive officer by the People Resources Committee.

Communications

In general, management speaks for the Corporation. Inquiries from reporters, shareholders, analysts, customers or others are referred to management for response.

The Board maintains an address for receipt of shareholder and interested party communications. Shareholders and interested parties may contact the Board of Directors, all of the non-employee Directors or specified individual Directors by writing to them at: Director Access Address, Attn: Office of the Corporate Secretary, 1601 Chestnut Street, TL16, Philadelphia, PA 19192 or by submitting an email to DirectorAccessMailbox@cigna.com. All communications other than routine commercial solicitations and opinion surveys will be compiled by the Corporate Secretary and periodically submitted to the Board or individual Directors. The Corporate Secretary will also promptly advise the appropriate member of management of any concerns relating to products or services.

Shareholder Affairs

The Board encourages Directors' attendance at the Annual Meeting of Shareholders.

Cigna is not currently a party to a Shareholder Rights Agreement. The Board will not adopt a Shareholder Rights Agreement without first seeking shareholder approval, unless the Board determines that adoption of a Shareholder Rights Agreement without prior shareholder approval is in the best interests of Cigna shareholders.