

UNUM GROUP

RELATED PARTY TRANSACTIONS POLICY

1. Policy

The Board of Directors of Unum Group (the “Company”) has adopted the following policy and procedures with regard to Related Party Transactions, as defined below (the “Policy”). All Related Party Transactions shall be subject to approval or ratification in accordance with the procedures set forth below. Nothing in this Policy shall be deemed to supersede the requirements of the Company’s Code of Conduct.

2. Definitions

“Related Party” means:

- Any director, director nominee, or executive officer of the Company.
- Any immediate family member of a director, director nominee, or executive officer of the Company, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, and any other person (other than a tenant or employee) sharing the household of such director, director nominee, or executive officer (an “Immediate Family Member”).
- Any person known by the Company to be the beneficial owner of more than five percent (5%) of the Company’s outstanding shares of common stock (a “5% Owner”) or any Immediate Family Member of a 5% Owner.
- Any company or other entity in which any of the persons listed above has an interest as employee, principal or beneficial owner of greater-than or equal-to ten percent (10%) or other material financial interest.

“Related Party Transaction” means any transaction in which the Company, or any of its subsidiaries, was or is to be a participant and the amount involved exceeds \$120,000 and in which any Related Party had or will have a direct or indirect material interest. A “transaction” includes, without limitation, any transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships. The amount involved in any Related Party Transaction shall be determined in accordance with paragraph (a) of Item 404 of Regulation S-K.

3. Procedures

Prior to entering into the Related Party Transaction, the director, nominee or executive officer who is a Related Party or has an immediate family member who is a Related Party must provide notice to the Corporate Secretary and/or General Counsel of the facts and circumstances of the proposed Related Party Transaction. The notice should include:

- the Related Party's relationship to the Company and the Related Party's interest in the transaction;
- the material terms of the proposed transaction, including the aggregate value;
- the benefits to the Company of the proposed transaction;
- if applicable, the availability of other sources of comparable products or services; and
- an assessment of whether the proposed transaction is on terms that are comparable to the terms available to an unrelated third party.

The Corporate Secretary and/or General Counsel will determine whether the proposed transaction is a Related Party Transaction for purposes of this Policy and may confirm and supplement the information in the notice. Any proposed transaction determined to be a Related Party Transaction will be submitted to the disinterested members of the Audit Committee for consideration at its next meeting. If the Corporate Secretary/General Counsel determines that it is not practical for the Company to wait until the next Audit Committee meeting, the Chair of the Audit Committee has the authority to act between Audit Committee meetings unless the Chair of the Audit Committee is a Related Party in the Related Party Transaction.

The Audit Committee will consider all the relevant facts and circumstances, including:

- the benefits to the Company;
- the potential effect on a director's or nominee's independence of entering into the transaction;
- any improper conflict of interest that may exist;
- the availability of other sources for the products or services;
- the terms of the transaction; and
- the terms available to unrelated third parties generally.

The Audit Committee may approve Related Party Transactions that it determines in good faith are not inconsistent with the best interests of the Company and its shareholders. The Chair of the Audit Committee will report to the Audit Committee at its next meeting with regard to any approval of a proposed transaction between Audit Committee meetings under this Policy. In the event multiple members of the Audit Committee, including the Chair of the Audit Committee, are Related Parties, the Related Party Transaction will be considered by the disinterested members of the Board of Directors in place of the Audit Committee.

If the Company or a Related Party becomes aware that any Related Party Transaction exists that has not been previously approved or ratified under this Policy, it will promptly submit the transaction to the Audit Committee or Chair of the Audit Committee or disinterested

members of the Board of Directors for consideration. The Audit Committee or Chair of the Audit Committee or Board of Directors will evaluate the transaction considering the criteria set out in the approval process under this Policy and will consider all options, including ratification, amendment or termination of the Related Party Transaction.

4. Categories of Pre-Approved Transactions

The Audit Committee has reviewed the following categories of Related Party Transactions and determined that each shall be deemed to be pre-approved by the Audit Committee:

- Executive officer compensation arrangements approved by the Board of Directors or the Human Capital Committee.
- Director compensation arrangements approved by the Board of Directors or the Human Capital Committee.
- Indemnification payments and payments under directors and officers indemnification insurance policies made pursuant to the Company's Certificate of Incorporation or By-Laws or pursuant to any policy, agreement or instrument.
- Any transaction between the Company and any entity in which a Related Party has a relationship solely as a director, a less than 10% equity holder, or an employee (other than an executive officer) or all of these relationships.