



## **GOVERNANCE COMMITTEE CHARTER**

### **Purpose**

The Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Unum Group (the "Company") to (i) identify individuals qualified to become Board members, consistent with criteria approved by the Board, (ii) recommend to the Board the individuals to be nominated by the Board for election as directors at meetings of stockholders and to fill any vacancies on the Board, (iii) develop and recommend to the Board a set of corporate governance principles (the "Corporate Governance Guidelines") applicable to the Company, (iv) oversee the evaluation of the Board and its committees, and (v) advise the Board on corporate governance matters, including with respect to the size, composition, operations, leadership, succession plans and the needs of the Board and its committees.

### **Committee Operations**

The Committee shall consist of three or more members, each of whom shall meet the director independence requirements of the New York Stock Exchange (the "NYSE") and the Company's Corporate Governance Guidelines.

Members of the Committee shall be appointed by the Board based on recommendations of the Committee and shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies on the Committee. The Board shall designate one member of the Committee as its chairperson (the "Chairperson"). The Chairperson shall preside at each Committee meeting. In the event the Chairperson is not present at a meeting, another Committee member shall be designated, either by the Chairperson in advance of such meeting or, if not so designated, by the Committee members present at such meeting, as the acting chair of such meeting.

The Committee shall meet as often as it deems necessary or advisable to carry out its responsibilities, but generally no less frequently than quarterly. The Committee may, to the extent not prohibited by any applicable law, regulation or listing requirement, delegate specific functions to subcommittees, officers or other committees in order to perform its duties and responsibilities more effectively, but the actions and oversight resulting from such delegation shall be reported periodically to the Committee.

A majority of the members of the Committee shall constitute a quorum at a meeting, and the affirmative vote of a majority of the Committee members present at the time of the vote, if a quorum is present, shall constitute action by the Committee, provided that if action is taken by written consent in lieu of a meeting unanimous written consent shall be required of all members of the Committee. The Committee shall fix its other rules of procedure, except as expressly provided in this Charter, the Certificate of Incorporation or bylaws of the Company, the Corporate Governance Guidelines, or as otherwise provided by law or the rules of the NYSE.

## **Resources and Authority**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole authority to retain and terminate a search firm to be used to identify director candidates and to approve the search firm's fees and other terms of retention. The Committee shall also have authority to obtain advice and assistance from internal or external counsel, accountants or advisors and to set the terms and fees for such engagements.

## **Committee Duties and Responsibilities**

The Committee shall:

1. Review and recommend to the Board the criteria for selecting new directors based on the needs of the Board and its committees, as deemed necessary or advisable by the Committee from time to time.
2. Identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and recommend the individuals to be nominated by the Board for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy. In the case of any director candidate nominated by a stockholder in accordance with the Company's bylaws, the Committee shall confirm the eligibility of, and make a recommendation to the Board with respect to, such director candidate. In reviewing whether to recommend the nomination of a director for re-election to the Board, the Committee may take into account considerations it deems appropriate such as (i) the director's interest in continuing to serve, (ii) the director's contributions to the Board, (iii) the director's external commitments to other boards and committees, and (iv) specific knowledge, experience, skills or attributes possessed by the director that may be needed or desired on the Board or a committee.
3. Review and advise the Board with respect to the size, composition, operations and needs of the Board and its committees, as deemed necessary or advisable by the Committee from time to time.
4. Develop and recommend to the Board standards to be applied in making determinations as to the presence or absence of a material relationship between the Company and a director as an aspect of determining the "independence" of a director having a relationship with the Company.
5. Develop and recommend to the Board the Corporate Governance Guidelines, and review and assess periodically the adequacy of such Corporate Governance Guidelines and recommend to the Board appropriate changes thereto.
6. Establish and oversee, in such manner and with such assistance as the Committee deems appropriate, the process for the evaluation of the Board and its committees each year, which may include soliciting and receiving comments from directors and members of senior management in such form and manner as the Committee deems effective and reporting to the Board an assessment of such performance and any recommendations.

7. Review periodically the membership of the Board committees and, after taking into consideration the qualifications, experiences, skills, aptitudes and interests of the directors, and the needs of the committees, make recommendations to the Board regarding changes in committee assignments, including that of chairperson for each standing committee.
8. Review periodically and recommend to the Board proposed changes to the Company's Certificate of Incorporation and Bylaws.
9. Request and review such documentation as the Committee deems necessary or appropriate to carry out the following actions on behalf of each New York domiciled stock life insurance company subsidiary of the Company for the sole purpose of compliance with New York Insurance Law Section 1202(b)(2) (the "NY Law"):
  - (a) nominate candidates for director of the subsidiary for election by its shareholders;
  - (b) evaluate the performance of officers deemed by the Committee to be principal officers of the subsidiary;
  - (c) recommend to the board of directors of the subsidiary the selection and compensation of such principal officers; and
  - (d) recommend to the board of directors of the subsidiary any plan to issue options to its officers and employees, if any, for the purchase of shares of stock.

Except to the extent required by or expressly set forth under the NY Law, no member of the Committee shall be deemed to be a director, officer or agent of the subsidiary as a result of assuming or carrying out the foregoing responsibilities required by the NY Law.

10. Consider and make recommendations to the Board or take other action, as appropriate, on such other matters of corporate governance as the Committee deems necessary or appropriate, including, without limitation:
  - (a) any proposals relating to corporate governance submitted by stockholders for consideration at a meeting of stockholders;
  - (b) any offer of resignation tendered by a director, including as a result of any requirement to tender such offer of resignation under the Corporate Governance Guidelines; and
  - (c) succession plans or procedures relating to the Board, its committees and the CEO.
11. Review annually the disclosure required by rules of the Securities and Exchange Commission in the Company's annual proxy statement regarding operations of the Committee relating to the Company's nominating procedures.
12. Review reports concerning environmental, governance and corporate social responsibility matters of significance for the Company.

## **Other Responsibilities**

In addition to the duties and responsibilities set forth above, the Committee also shall:

1. Report regularly to the Board on significant activities of the Committee and make such recommendations as the Committee may deem necessary or appropriate. Reports to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make the report.
2. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee may also receive reports from time to time concerning the Committee's compliance with its responsibilities under this Charter and applicable laws, regulations and listing requirements.
3. Conduct, and report to the Board the results of, an annual self-evaluation of the Committee's own performance. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.