

## **AFLAC INCORPORATED**

### **CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS**

The purposes of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of AFLAC Incorporated (the "Company") shall be to oversee the Company's compensation and employee benefit plans and practices, including its executive compensation plans and its incentive-compensation and equity-based plans; and to produce an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with all applicable rules and regulations.

#### **COMPOSITION, MEETINGS AND PROCEDURES**

The Committee's composition, meetings and procedures shall be governed by the following provisions:

1. The Committee shall be comprised of three or more directors who qualify as independent directors ("Independent Directors") under the listing standards of the New York Stock Exchange (the "NYSE"), "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws
  - members of the Committee, as well as its Chairperson, shall be recommended by the Corporate Governance Committee and elected annually to one-year terms by majority vote of the whole Board
  - vacancies filled by majority vote of the whole Board
  - removal by majority vote of the Independent Directors then in office
2. The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter
  - Committee shall meet at least twice annually
  - Chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee
  - majority of the members of the Committee present in person or by any means of communication by which all persons participating in the meeting may simultaneously hear each other during the meeting shall constitute a quorum
3. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate

- no subcommittee shall consist of fewer than two members
  - the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole
4. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests
  5. The Committee shall deliver a report on the meeting to the Board and keep written minutes of its meetings

### **DUTIES AND RESPONSIBILITIES – EXECUTIVE COMPENSATION**

The Committee shall have the following responsibilities:

1. Review at least annually the goals and objectives of the Company's executive compensation plans, and amend, or, to the extent an amendment requires Board approval, recommend that the Board amend, these goals and objectives if the Committee deems it appropriate
2. Review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt new, or amend existing, executive compensation plans, or, to the extent an amendment or such adoption requires Board approval, recommend to the Board the adoption of new, or the amendment of existing, executive compensation plans
3. Evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Company's executive compensation plans
  - a. set his or her compensation level based on this evaluation
  - b. in determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider all relevant factors, including:
    - the Company's performance and relative shareholder return
    - the value of similar awards to chief executive officers of comparable companies
    - the awards given to the Chief Executive Officer of the Company in past years

4. Evaluate annually the performance of the management directors of the Company in light of the goals and objectives of the Company's executive compensation plans
  - a. Set the compensation level of each based on this evaluation
  - b. To the extent that long-term incentive compensation is a component of such management director's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including at least the factors applicable with respect to the Chief Executive Officer
5. Review and approve any severance or termination arrangements to be made with any management director of the Company
6. Perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any executive compensation plan
7. Produce an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with all applicable rules and regulations

#### **DUTIES AND RESPONSIBILITIES –DIRECTOR COMPENSATION**

8. Recommend to the Board a policy regarding director compensation and recommend to the Board director compensation consistent with the policy.

#### **DUTIES AND RESPONSIBILITIES – INCENTIVE COMPENSATION AND EQUITY-BASED PLANS**

9. Review at least annually the goals and objectives of the Company's incentive-compensation and equity-based plans, and amend, or, to the extent an amendment requires Board approval, recommend that the Board amend, these goals and objectives if the Committee deems it appropriate
10. Review at least annually the Company's incentive-compensation plans and equity-based plans in light of the goals and objectives of these plans, and amend, or, to the extent an amendment requires Board approval, recommend that the Board amend, these plans if the Committee deems it appropriate
11. Perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any incentive-compensation or equity-based plan, including the AFLAC Incorporated Amended 1985 Stock Option Plan and the AFLAC Incorporated 1997 Stock Option Plan

**DUTIES AND RESPONSIBILITIES –  
OTHER COMPENSATION AND EMPLOYEE BENEFIT PLANS**

12. Except with respect to the Company's tax-qualified retirement and savings plans, which shall be under the oversight of the Pension Plan Committee
  - a. Review at least annually the goals and objectives of the Company's general compensation plans and other employee benefit plans, and amend, or, to the extent an amendment requires Board approval, recommend that the Board amend, these goals and objectives if the Committee deems it appropriate
  - b. Review at least annually the Company's general compensation plans and other employee benefit plans in light of the goals and objectives of these plans, and amend, or, to the extent an amendment requires Board approval, recommend that the Board amend, these plans if the Committee deems it appropriate
  - c. Perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of its general compensation plans and other employee benefit plans

**DUTIES AND RESPONSIBILITIES –  
ANNUAL ASSESSMENT OF THE COMMITTEE**

13. Perform an annual assessment of the Committee, including an assessment of whether this Charter should be amended in any way, and report (orally or in writing, as the Committee shall deem appropriate) the findings of such assessment to the Board

**DUTIES AND RESPONSIBILITIES – GENERAL**

14. Retain, at the Company's expense, such independent counsel or other advisors as the Committee deems necessary
15. Have sole authority to retain or terminate any compensation consultant to assist the Committee in carrying out its responsibilities, including sole authority to approve the consultant's fees and other retention terms, such fees to be borne by the Company