

## CONSECO, INC.

### CHARTER OF THE HUMAN RESOURCES AND COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

#### **Purpose**

The purpose of the Human Resources and Compensation Committee is: (1) to discharge the responsibilities of the Board of Directors relating to compensation of the Company's CEO and other senior executive officers; (2) to monitor the performance of executive talent and the development of management talent; and (3) to produce an annual report on executive compensation for inclusion in the Company's annual proxy statement that complies with the rules and regulations of the Securities and Exchange Commission, any exchange on which the Company's securities are traded and any other applicable rules and regulations. Except as otherwise required by this charter or applicable laws, regulations or listing standards, all major decisions of the Committee are to be considered by the Board of Directors as a whole.

#### **Membership**

The Human Resources and Compensation Committee shall consist of at least two members of the Board of Directors, each of whom shall satisfy the independence requirements of any exchange on which the Company's securities are traded relating to compensation committee membership, as in effect from time to time.

#### **Structure and Operation**

The Board of Directors shall designate one member of the Human Resources and Compensation Committee as its chairperson. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. A majority of the Committee members shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of members of the Committee. The Committee shall meet upon the call of the chairman of the Committee. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

The Committee shall meet at such times as it deems necessary to fulfill its responsibilities. The Committee shall have the resources and authority that are necessary and appropriate to discharge its responsibilities, including the authority to retain compensation consultants and other experts. The Committee shall have the sole authority to approve the fees and other terms of retention with respect to such consultants or other experts. The Committee shall report on its activities to the board of directors and make such recommendations and findings as it deems appropriate.

#### **Duties and Responsibilities**

The Human Resources and Compensation Committee is responsible for the following:

- establishing annual and long-term corporate and individual performance goals and objectives for our executive officers and key senior officers;
- evaluating the performance of the CEO, other executive officers and key senior officers in light of performance goals and objectives;
- recommending to the Board of Directors the compensation of the CEO; provided, however, that the Committee shall have the authority to approve performance-based compensation for the CEO to the extent required in order to deduct such compensation under Section 162(m) of the Internal Revenue Code;
- approving the compensation of the other executive officers and key senior officers;

- approving overall compensation policy, including new cash-based incentive compensation plans and equity-based compensation plans;
- approving appointments and promotions of executive officers and key senior officers as well as succession plans for such officers;
- preparing an annual performance self-evaluation of the Committee;
- administering the Company's 2003 Long-Term Equity Incentive Plan and any other stock-based, profit-sharing and incentive compensation plans and grants of awards thereunder; and
- providing advice on the setting of compensation for senior executives whose compensation is not otherwise set by the Committee.

In determining the long-term incentive component of the compensation of the Company's CEO, other executive officers and key senior officers, the Committee may consider: (1) the Company's performance and shareholder return relative to its peers; and (2) the value of similar incentive awards to chief executive officers, other executive officers and key senior officers at comparable companies.

Dated: March 29, 2005