

**HORACE MANN EDUCATORS CORPORATION  
CHARTER OF THE NOMINATING & GOVERNANCE COMMITTEE OF THE  
BOARD OF DIRECTORS**

**I. AUTHORITY**

The Committee is a standing Committee of the Board established to develop and review a plan of succession for the Corporation's senior management. Furthermore, this Committee shall identify and recommend to the Board candidates to serve as nominees for election to the Board. This Committee shall develop and recommend to the Board of Directors a set of corporate governance principles applicable to the corporation and assist the Board in assessing the Board's performance of its duties and responsibilities.

The Committee shall have unrestricted access to the Corporation's personnel documents and to reports and evaluations of independent specialists and advisors retained by the Corporation. The Committee shall have the right to retain and meet privately with independent advisors as needed.

**II. ORGANIZATION**

A. The Committee shall consist of at least three directors appointed by the Board. All members shall be "independent" in accordance with the rule of the New York Stock Exchange, Inc. The Board shall designate one of the Committee members to be Chairman. The Committee shall meet in executive session from time to time with no management present at least annually or more frequently as required.

B. The Committee shall meet at least two times annually or more frequently as required and shall report its activities to the full Board at each Board meeting.

C. A majority of the members of the Committee shall constitute a quorum for the conduct of business.

D. A decision of a majority of those present at any meeting where a quorum is present shall constitute a decision of the Committee.

E. The Committee shall keep minutes reflecting all actions of the Committee and such minutes shall be circulated to all members of the Board of Directors.

**III. RESPONSIBILITIES**

A. **Nominations of Candidates for the Board of Directors** The Committee shall establish criteria for the selection of new directors to serve on the Board of Directors and shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates. In that connection, the Committee shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the corporation, including sole authority to approve the fees payable to such search firm and any other terms of retention. The Committee shall recommend to the Board for approval the names of candidates to be elected to fill any vacancies occurring on the Board. In addition, the Committee shall identify and recommend to the Board candidates to be selected as the Board's nominees on the proxy statement to be distributed to all stockholders for the purpose of electing Directors. The Committee shall recommend members

of the Board of Directors to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee. In addition, the Committee shall recommend members of the Board to serve as the Chair of the committees of the Board.

**B. Management Succession Plans** In conjunction with the Chief Executive Officer, the Committee shall develop and review management succession and career development plans affecting the Corporation's senior management. These positions shall include, but shall not be limited to, the Chairman of the Board, the President, the Chief Financial Officer, the Treasurer and the Secretary and any other Officer the Board deems necessary.

**C. Board Assessment** The Committee shall oversee evaluation at least annually of the Board of Directors and in connection therein report at least annually to the Board its assessment of the Board's performance of its duties and responsibilities during the preceding year with the objective of improving the effectiveness of the Board. This should be done following the end of each fiscal year of the Corporation.

**D. Corporate Governance** The Committee shall develop and recommend to the Board of Directors a set of corporate governance principles and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.

**E. Annual Performance Evaluation** The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee including its members, by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board changes to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

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