

**CHARTER OF THE
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS OF
PROTECTIVE LIFE CORPORATION**

I. Purpose

The Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors of Protective Life Corporation (the “Corporation”) is charged with the broad responsibility of reviewing and advising the Board of Directors on the function and procedures of the Board of Directors and its committees, the selection and tenure of directors and nominees for directors, the compensation of the directors for service on the Board of Directors and its committees, and development and recommendation to the Board a set of corporate governance principles applicable to the Corporation.

II. Duties and Responsibilities

A. The Committee shall:

- 1.** Make recommendations to the Board of Directors regarding the composition of the Board of Directors, including such matters as (a) the size of the Board of Directors; (b) the mix of inside and outside directors; (c) the Board’s criteria for selecting new directors; and (d) the retirement policy for members of the Board of Directors.
- 2.** Review the qualifications of candidates for election to the Board of Directors and recommend to the Board of Directors a slate of nominees to be proposed for election as directors at annual meetings of the share owners.
- 3.** Identify and recommend, as appropriate, to the Board of Directors new candidates for the Board of Directors. The committee shall have the sole authority, without further approval by the Board, to select, retain, and terminate a consultant or search firm to be used to identify director candidates and to approve any compensation payable by the Corporation to such consultant or search firm, including the fees, terms and other conditions for the performance of such services.
- 4.** Make recommendations to the Board of Directors regarding the compensation to be paid directors for their service on the Board of Directors and its committees.
- 5.** Conduct an annual performance evaluation of the Committee including a review and assessment of the adequacy of this Charter.

**CORPORATE GOVERNANCE AND NOMINATING
COMMITTEE CHARTER
PAGE 2 OF 3**

6. Conduct an annual performance evaluation of the Finance and Investment Committee, including the adequacy of its Charter.
7. Receive and review annual performance evaluation reports from other committees of the Board and report to the Board on the results of the performance evaluations of all committees.
8. Oversee the structure of corporate governance of the Corporation, including: (A) developing and recommending to the Board a set of corporate governance principles of the Corporation; (B) reviewing and reassessing the adequacy of the principles at least annually; and (C) recommending to the Board for approval any such changes to the principles as the Committee believes are appropriate.
9. Review the functions and procedures of the Board of Directors and its committees and make recommendations to the Board of Directors concerning same.
10. Monitor both the effectiveness of the meetings of the Board of Directors and the quality of the management reports to the Board of Directors and, as appropriate, recommend to the Board of Directors and to management actions designed to improve meetings of the Board of Directors.
11. Report periodically to the Board on all matters for which the Committee has been delegated responsibility.

III. Membership

The Committee shall be composed of not less than three (3) directors. Each member of the Committee must be independent. Members of the Committee shall be considered independent if they meet the requirements of applicable law and listing standards. The Committee and its Chairperson shall be appointed annually by the Board of Directors, and may be removed by action of the Board of Directors.

IV. Subcommittees

The Committee shall have the authority to create one or more subcommittees, consisting of one or more members of the Committee, and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittee (subject to applicable laws and listing standards). Any such subcommittee shall keep the Committee advised of its activities.

V. Meetings

It is anticipated that regular meetings of the Committee shall be held twice each year as described in [Exhibit A](#), but the Committee shall have the authority to alter or amend such schedule and may meet more or less frequently. The Committee shall meet at such times as deemed appropriate by the Chief Executive Officer of the Corporation, the Chairperson of the Committee, or by any two (2) members of the Committee. A quorum for the transaction of any business by the Committee shall be a majority of the members of the Committee. The act of a majority of the members of the Committee shall be the act of the Committee. In addition, the Chairperson and members of the Committee may meet informally or by telephone.

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Exhibit A
to the
Corporate Governance and Nominating Committee

The following corporate governance and nominating committee calendar assumes two committee meetings per year. The Committee has the discretion to hold additional or fewer meetings and/or change meeting schedule or content.

Duty / Requirement	Scheduled Completion Date	Completion Date
<u>MARCH</u>		
Make recommendations to the Board of Directors regarding the composition of the Board of Directors, including such matters as (a) the size of the Board of Directors; (b) the mix of inside and outside directors; (c) the Board’s criteria for selecting new directors; and (d) the retirement policy for members of the Board of Directors. (II.A.1.)	March	
Review the qualifications of candidates for election to the Board of Directors and recommend to the Board of Directors a slate of nominees to be proposed for election as directors at annual meetings of the share owners. (II.A.2.)	March	
Identify and recommend, as appropriate, to the Board of Directors new candidates for the Board of Directors. The committee shall have the sole authority, without further approval by the Board, to select, retain, and terminate a consultant or search firm to be used to identify director candidates and to approve any compensation payable by the Corporation to such consultant or search firm, including the fees, terms and other conditions for the performance of such services. (II.A.3.)	March	
Make recommendations to the Board of Directors regarding the compensation to be paid directors for their service on the Board of Directors and its committees. (II.A.4.)	March	
Conduct an annual performance evaluation of the Committee including a review and assessment of the adequacy of this Charter. (II.A.5.)	March	

Duty / Requirement	Scheduled Completion Date	Completion Date
Conduct an annual performance evaluation of the Finance and Investment Committee, including the adequacy of its Charter. (II.A.6.)	March	
Receive and review annual performance evaluation reports from other committees of the Board and report to the Board on the results of the performance evaluations of all committees. (II.A.7.)	March	
<u>AUGUST</u>		
Oversee the structure of corporate governance of the Corporation, including: (A) developing and recommending to the Board a set of corporate governance principles of the Corporation; (B) reviewing and reassessing the adequacy of the principles at least annually; and (C) recommending to the Board for approval any such changes to the principles as the Committee believes are appropriate. (II.A.8.)	August	
Review the functions and procedures of the Board of Directors and its committees and make recommendations to the Board of Directors concerning same. (II.A.9.)	August	
Monitor both the effectiveness of the meetings of the Board of Directors and the quality of the management reports to the Board of Directors and, as appropriate, recommend to the Board of Directors and to management actions designed to improve meetings of the Board of Directors. (II.A.10.)	August	