



AmerUs Group Co.

Nominating and Corporate Governance Committee Charter

Purpose

The purpose of the nominating and corporate governance committee of the board of directors of AmerUs Group Co. is to identify, evaluate and recommend individuals qualified to be directors of the Company and to develop and recommend to the board corporate governance guidelines for the Company.

Committee Membership

The committee shall be comprised of three or more directors each of whom:

1. meets the independence requirements of the New York Stock Exchange (NYSE) and
2. qualifies as “independent” under the Securities and Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the “Exchange Act”). Determinations as to whether a particular director satisfies the requirements for membership on the committee shall be made by the board.

The members of the committee shall be appointed by the board on the recommendation of the committee and shall serve such terms as the board may determine, or until their earlier resignation, or removal by a majority vote of the board.

Meetings

The committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than three times a year. The board shall designate one member of the committee to serve as its chairman. The committee will meet at such times as determined by its chairman or as requested by any two of its members. Notice of all meetings shall be given. The chairman will preside, when present, at all meetings of the committee. The committee may meet by telephone or videoconference and may take action by written consent.

Each member of the committee shall have one vote. One-third of the members, but not less than two, shall constitute a quorum. The committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the committee members.

The committee shall maintain copies of minutes of each meeting of the committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the committee.

Delegation

The committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the committee.

Resources and Authority of the Committee

The committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole authority to retain, terminate and approve the fees and other retention terms of any search firm used to identify and evaluate director candidates. The committee shall also have authority to obtain advice and assistance from any officer or employee of the Company.

Duties and Responsibilities

The following are the duties and responsibilities of the committee:

1. Evaluate periodically the desirability of and recommend to the board any changes in the size and composition of the board or any committee thereof.
2. Identify individuals whom the committee believes are qualified to become board members in accordance with the nominating criteria set forth below, and recommend that the board select such nominee or nominees to stand for election at the next meeting of shareholders of the Company in which directors will be elected.
3. In the event there is a vacancy on the board, identify individuals whom the committee believes are qualified to become board members in accordance with the nominating criteria set forth below, and recommend that the board select such nominee or nominees for appointment to the board.
4. Identify board members qualified to fill a vacancy on a committee of the board in accordance with the nominating criteria set forth below, and recommend such nominee or nominees to the board for appointment to such committee.

5. Review and evaluate all shareholder nominees for director in accordance with the nominating criteria set forth below.
6. Develop and recommend to the board standards to be applied in making determinations on the types of relationships that constitute material relationships between the Company and a director for the purposes of determining director independence. The committee shall annually: (i) review the independence standards and recommend any appropriate changes to the board for consideration and (ii) conduct a preliminary review of director independence.
7. Evaluate the qualifications and performance of incumbent directors and determine whether to recommend them for re-election to the board.
8. Review annually membership of board committees and recommend to the board any changes that may be appropriate.
9. Develop and recommend to the board a set of corporate governance guidelines applicable to the Company, taking into account provisions of the Exchange Act, the listing standards of the NYSE, and any other source the committee deems appropriate. The committee shall review annually the corporate governance guidelines and recommend any appropriate changes to the board for consideration.
10. Assist the chairman of the board with the development of meeting schedules and agendas for board meetings.
11. Initiate and oversee annually an evaluation of (i) the quality, sufficiency and currency of information furnished by management to the directors in connection with board and committee meetings and other activities of the directors, (ii) the board's effectiveness, (iii) the composition, organization (including its committee structure, membership and leadership) and practices of the board, (iv) tenure and other policies related to the directors' service on the board, and (v) corporate governance matters generally including the corporate governance guidelines; and recommend action to the board where appropriate.
12. Monitor the orientation and education needs of directors and recommend action to the board, individual directors, and management where appropriate.
13. Review periodically and recommend to the board appropriate changes to the Company's articles of incorporation and bylaws.
14. Review at least annually the charitable contributions policies and programs of the Company, and periodically review donees for potential conflicts of interest, or the appearance thereof, with directors of the Company.
15. Review periodically the Company's legislative affairs and political action committees' activities.
16. Conduct an annual performance evaluation to, at a minimum, (i) compare the performance of the committee to the requirements of this charter and any other duties or responsibilities delegated to the committee by the board and (ii) recommend to the board any improvements to this charter that the committee deems to be necessary or appropriate, and report to the board the results of the

evaluation, which may take the form of an oral presentation by a member of the committee to the board.

17. Perform such other duties or responsibilities consistent with this charter expressly delegated to the committee by the board.
18. Report regularly to the board on the activities of the committee.

Nominating Criteria

In evaluating candidates for nomination to the board, the committee shall take into account the applicable requirements for directors under the Exchange Act, the listing standards of the NYSE, and the qualifications of a director set forth on Annex A. The committee may take into consideration such other factors and criteria as it deems appropriate in evaluating a candidate, including the appropriate skills and characteristics required of a board member in the context of the current make-up of the board. The committee may (but is not required to) consider candidates suggested by management or other members of the board. The committee will review annually the qualifications and characteristics that it should evaluate when considering candidates for nomination to the board and recommend any appropriate changes to the board.

In evaluating candidates for nomination to committees of the board, the committee shall take into account the applicable requirements for members of committees of boards of directors under the Exchange Act and the listing standards of the NYSE. The committee also shall take into consideration the factors and requirements set forth in the charter of such committee, if any. The committee may take into consideration such other factors or criteria that the committee deems appropriate in evaluating a candidate, including his or her knowledge, expertise, skills and business or other experience relevant to the duties and responsibilities of the committee.

Effective March 1, 2005

Annex A

Qualifications of a Director

The board of directors should be composed of successful individuals who have an ability to work well together. As a group, the directors should bring a variety of experiences, knowledge, and points of view without representing any particular interest group or constituency. Diversity in expertise, age, gender, race and background of directors, consistent with the board's requirements for knowledge and experience, is desirable in the mix of the board.

The board should include individuals who:

- have demonstrated management or technical ability at high levels in successful organizations;
- are currently employed in positions of significant responsibility and decision making;
- have experience relevant to the Company's operations, such as finance, marketing, general management, government, information technology, or financial services related activities;
- are well-respected in their business and home communities;
- are willing to devote the necessary time to carrying out their board duties; and
- are independent under NYSE guidelines.

Directors should possess these personal characteristics:

- highest level of integrity;
- proven leadership abilities;
- strong independent thinking;
- history of achievement that reflects high standards for himself or herself and others;
- skills and capacity to provide strategic insight;
- financial literacy;
- candor in communications;

- effective communication skills; and
- willingness and ability to evaluate, challenge and stimulate.

The directors are expected to be active participants in governing the enterprise. They must be willing to commit the time and energy necessary to satisfy the requirements of board and board committee membership. They should also possess, or be willing to develop, a broad knowledge of critical issues affecting the Company and directors' roles and responsibilities.

In order to align their interest with the Company's shareholders, directors are encouraged to own shares of the Company's stock. Toward this end, directors are expected to own shares of common stock of the Company having a market value of at least \$200,000 within five years of first becoming a director.

As a general rule, no officer, employee or agent, other than the chief executive officer, should serve as a director of the Company. Exceptions to this rule may be made in connection with a management succession plan or with a merger or acquisition involving another company or entity. However, in general, apart from the chief executive officer, directors are to be independent non-management directors who possess the qualifications listed above.

The nominating and corporate governance committee, consistent with the above guidelines, is responsible for periodically determining the specific talents, skills and other characteristics required in order for the board to successfully carry out its responsibilities. As a result of this process, the committee is responsible for recommending to the board an appropriate slate of qualified nominees for election to the board that they have identified and evaluated.

Directors who also serve as CEOs or equivalent positions should not serve on more than two boards of public companies in addition to the Company's board and their own, and other directors should not serve on more than four other boards of public companies in addition to the Company's board.

The nominating and corporate governance committee will lead the process for the board of directors to conduct its annual review of the board's performance.