

**HORACE MANN EDUCATORS CORPORATION  
CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

***PURPOSE***

The Compensation Committee ("Committee") is a standing committee of the Board of Directors ("Board") of Horace Mann Educators Corporation (the "Corporation") whose purpose is to discharge the responsibilities of the Board relating to the compensation of the Corporation's directors, the chief executive officer ("CEO"), and the other executive officers as defined under Rule 16a-1(f) of the Securities Exchange Act of 1934 ("Exchange Act") (such officers, together with the CEO, the "Section 16 Officers"), by such means as it determines in its sole discretion, such as by

1. Overseeing the determination and administration of the Corporation's philosophy, policies, programs and plans relating to compensation and benefits for non-employee directors, Section 16 Officers, and, in consultation with senior management, other employees;
2. Reviewing and approving compensation, incentive, equity, pension, severance, deferred compensation, and employee benefit plans and awards for Section 16 Officers and members of the Board and, where appropriate, recommend to the Board that equity plans be submitted to shareholders for approval;
3. Overseeing the process of executive officer leadership development and succession; and
4. Taking such other actions from time to time within the scope of this Charter as the Committee deems necessary or appropriate or as the Board may request.

***MEMBERSHIP, ORGANIZATION, MEETINGS***

1. The Committee shall consist of three or more directors appointed by and serving at the pleasure of the Board, each of whom is "independent" under applicable laws and listing requirements, is an "outside" director under Section 162(m) of the Internal Revenue Code of 1986, as amended ("Code"), and is a non-employee director, under Rule 16b-3 under the Exchange Act.
2. The Board may designate a member of the Committee as its Chair, and in the absence of such designation, the Committee shall designate the Chair by majority vote. The Committee shall meet on a regular basis at the call of the Chair, who shall set the agenda. From time to time the Chair may establish such other rules as the Chair deems proper for the conduct of the business of the Committee.
3. The Committee shall convene on a regular basis and may meet on an ad hoc basis at the call of the Chair from time to time as may be appropriate. Meetings may be held in person or via telecommunications, provided all members can hear one another. The Committee shall meet in executive session without members of management present in its discretion.
4. A majority of the members of the Committee shall constitute a quorum. Action by a majority of the members of the Committee at a meeting (at which a quorum is present) shall constitute the action of the Committee. The Chair shall preside at meetings, or in the absence of the Chair another Committee member shall preside. The Committee shall

keep minutes of its meetings and shall report its activities to the Board as required by the Corporation's bylaws.

5. The Committee may delegate authority to one or more subcommittees of Committee members, and may delegate authority regarding matters not involving Section 16 Officers or Board members to the Chief Executive Officer or other senior management to the extent permitted under applicable law and listing requirements. The delegate will regularly report the delegate's activities to the Committee. The Committee may terminate and revoke any such delegation at any time.

## ***DUTIES AND RESPONSIBILITIES***

### **1. Compliance** The Committee shall

- a) Review and discuss with management the Compensation Discussion and Analysis ("CD&A") and the related tabular and other disclosures proposed for inclusion in the Corporation's Annual Report on Form 10-K (the "Form 10-K") and annual proxy statement, and recommend to the Board whether the CD&A should be included in the Form 10-K and proxy statement;
- b) Produce an annual report for inclusion in the Corporation's annual proxy statement in accordance with applicable rules and regulations;
- c) Develop, implement and oversee policies, if any, with respect to the claw back or recoupment of compensation;
- d) Annually, assess potential risks arising from the Corporation's compensation policies and practices for its employees, and determine whether such policies and practices are reasonably likely to have a material adverse effect on the Corporation such as to require disclosure of the Corporation's policies and practices as they relate to risk management practices and risk-taking incentives;
- e) If shareholder approval of any plan or amendment adopted by the Committee is required, recommend the plan or amendment to the Board for approval.
- f) Assess the results of most recent shareholder advisory vote on executive compensation and consider whether to make or recommend adjustments to the Corporation's executive or director compensation programs as a result of such vote. The Committee shall recommend to the Board for approval by shareholders the frequency with which the Corporation will conduct an advisory vote on executive compensation;
- g) Oversee shareholder engagement, if any, on compensation matters; and
- h) Carry out additional functions and adopt additional policies and procedures as it deems appropriate in light of changing business, legislative, regulatory, legal and other conditions, and fulfill any disclosure, reporting or other requirements imposed on or required of compensation committees of public companies by the Securities and Exchange Commission, or applicable listing requirements, or other applicable laws, rulings and regulations.

### **2. Director Compensation** The Committee shall

- a) Periodically review the compensation of non-employee directors, including equity and any perquisites, taking into account, at the Committee's discretion, information on director compensation at comparable companies, and make recommendations to the Board as to compensation of non-employee directors; and

- b) Establish and from time to time review and make recommendations to the Board as to share ownership and retention goals applicable to Directors.
- c) Directors who are employees of the Corporation or affiliates shall not be compensated for their services as Directors.

**3. CEO Evaluation and Compensation** The Committee shall

- a) Review and approve corporate goals and objectives relevant to CEO compensation, taking into account such factors as the Committee deems appropriate.
- b) Assist the independent members of the Board in performing an annual evaluation of CEO performance in light of corporate goals and objectives and such other factors as may be appropriate; and
- c) Based on such evaluation and, at the Committee's discretion, a review of competitive data, make recommendations for consideration and approval by the independent directors of the Board as to all elements of the compensation of the CEO;

**4. Responsibility and Authority Regarding Executive Officer Compensation.**

The following responsibilities of the Committee are set forth as a guide to the Committee. The Committee may alter or supplement these responsibilities as appropriate under the circumstances and to the extent permitted or required by applicable laws and listing standards, or by direction or resolution of the Board:

- a) Oversee, review, approve and evaluate the Corporation's overall compensation structure, plans, policies and programs, including incentive and equity arrangements, and assess whether, standing alone or in conjunction with other compensation elements, and in comparison with competitive pay and performance programs at peer companies, they establish appropriate incentives and leadership development opportunities for management;
- b) Set performance goals and targets for annual incentive and long-term awards, whether cash or equity or both, and certify the level of attainment of performance goals with respect to any compensation intended to qualify as "performance-based" under Code Section 162(m). Make all grants of equity awards to Section 16 Officers and other grantees, and recommend equity grants for the CEO and directors to the independent members of the Board.
- c) Review and approve all elements of pay for Section 16 Officers, including but not limited to salary, annual incentive, any bonuses, long-term incentives, special or supplemental benefits, any employment agreement, severance or transition agreement, plan or policy, change in control arrangement, plan or policy, deferred compensation, perquisites, or other compensation arrangements to which any Section 16 Officer will be a party or a participant; provided that any such arrangements and agreements for the CEO or requiring shareholder approval shall be recommended to the independent members of the Board for approval;
- d) At its discretion, review the terms of any such agreements or arrangements to which any other key executive will be a party or participant.
- e) Review and approve executive compensation packages associated with executive officer recruitment; provided that any executive compensation package for a newly recruited CEO shall be recommended to the independent members of the Board for approval.

5. **Share Ownership Guidelines.**

Establish and recommend to the full Board for approval such share ownership and retention guidelines as the Committee determines to be appropriate. Monitor and report to the full Board periodically as to compliance with share ownership and retention guidelines applicable to Section 16 Officers as it deems appropriate.

***RESOURCES AND AUTHORITY***

1. The Committee shall have unrestricted access to and shall be entitled to complete and open communication with senior management and other personnel of the Corporation's as well as unrestricted access to the Corporation's public accounting firm, auditors and counsel and to the Corporation's records as it may deem necessary or appropriate to carry out its duties.
2. The Committee may obtain the advice of and assistance from internal or external legal, accounting, risk, compensation consultants, independent legal counsel or other outside advisors. The Committee may, in its sole discretion, at the Corporation's expense, retain or obtain the advice and assistance of independent compensation consultants, independent legal counsel or other outside advisors ("Outside Advisors"). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such Outside Advisor.
3. The Committee may select Outside Advisors only after taking into consideration factors relevant to the Outside Advisor's independence, including such factor as are required to be considered under applicable listing standards. The Committee shall also take into account factors relevant to the independence of any other non-employee advisors (whether or not Outside Advisors) who provide advice directly or indirectly to the Committee.

***SELF-ASSESSMENT; CHARTER REVIEW***

1. The Committee shall annually review and assess the adequacy of this Charter and recommend any changes to the Board of Directors.
2. The Committee shall perform a self-review and evaluation, at least annually, of the performance of the Committee and its members in respect of the requirements of this Charter.