UNUM GROUP

CORPORATE GOVERNANCE GUIDELINES

The Mission of the Board of Directors

The Board of Directors (the "Board") of Unum Group (the "Company") represents the stockholders' interest in promoting a successful business, including optimizing long-term financial returns. The Board is responsible for determining that the Company is managed in a manner to obtain this result and generally implements this responsibility through the Company's Chief Executive Officer ("CEO") and management. The Board approves the strategic direction of the Company's business and financial objectives, and it monitors regularly the effectiveness of management's implementation of policies and plans designed to achieve the chosen objectives.

In addition to fulfilling its obligations for increased stockholder value, the Board has responsibility to the Company's policyholders, employees, business partners and to the communities in which it operates, all of whom are essential to the success of the Company.

The Board also provides oversight and support in achieving sound corporate governance that contributes to the Company's conducting its business in a manner consistent with legal compliance and ethical conduct.

Guidelines on Significant Corporate Governance Issues

The Board has adopted these corporate governance principles (the "Guidelines") to assist the Board and its committees in observing corporate governance processes that facilitate the discharge of the Board's mission and responsibilities. The Guidelines are intended to serve as a flexible framework within which the Board can make decisions and provide oversight. They are not intended to be a set of legally binding rules or mandates that lack flexibility. The Guidelines should be revisited periodically to determine that they accurately reflect the position of the Board on the issues addressed. They are an important part of the overall corporate governance of Unum Group.

A. Board Structure and Process

1. Director Selection and Qualifications

The Governance Committee is responsible for identifying, screening and evaluating qualified candidates to fill vacancies and newly created directorships on the Board and for recommending to the Board the nominees for election or appointment to the Board. Nominees may be suggested by directors, management or stockholders. Nominations by stockholders must be submitted and include information as required by the Company's bylaws regarding such nominations. In the case of any director candidate nominated by a stockholder in accordance with the Company's bylaws, the Committee shall confirm the eligibility of, and make a recommendation to the Board with respect to, such director candidate.In accordance with regulatory oversight of the Company, the Board may on occasion require the approval of certain state insurance regulators in connection with the qualifications of individuals asked to become directors.

In recommending or selecting director nominees, consideration should be given to the following criteria:

- **Personal qualities and characteristics** that provide evidence of a reputation for high ethical conduct, integrity, sound judgment and accountability for one's decisions and actions;

- **Current knowledge and experience** in one or more core competencies that will enable the Board as a whole to cover adequately the core competencies needed on the Board. These core competencies include knowledge and experience (i) primarily in finance and accounting, executive management, the insurance industry or financial services industry, and risk oversight, and (ii) secondarily in technology, marketing, strategic planning, regulatory compliance, public policy and such other areas as may be considered appropriate under the circumstances at the time of selection;

- **Commitment of time** that is sufficient for the Board and committee to fulfill its responsibilities;

- **Collegial effectiveness** so that each member's skills and personality fit with other directors in building a Board that is effective and responsive to the needs of the Company; and

- **Diversity** in viewpoints, gender, ethnic background, age, professional experience and other demographics.

2. Director Orientation and Continuing Education

As soon as reasonably practicable after being first elected to the Board, a director will participate in an orientation program for new directors. The orientation program will include background materials and presentations by senior management to familiarize new directors with the Company's business, strategic plans and risk profile, the operations of its significant business segments, its significant financial, accounting and risk management issues, its compliance programs, its Code of Conduct ("Code of Conduct") and other relevant or significant policies affecting directors. Periodically, there should be additional educational sessions for directors on matters relevant to the Company, its business and risk profile. Directors are encouraged to participate in continuing education sessions designed to assist them in discharging their duties.

3. Size of the Board

It is the sense of the Board that 10 to 15 members is an appropriate size given the range of matters for which the Board needs to provide oversight, but the actual size will be affected by practical considerations as the needs of the Board evolves over time. This size should facilitate substantive discussions of the whole Board in which each director can participate meaningfully. The Board might be willing to increase the size of the Board in order to accommodate the availability of an outstanding candidate or to provide some overlap in membership with a new member prior to one or more Board members' retiring.

4. Director Independence

A substantial majority of the Board shall be comprised of independent directors, each of whom (i) has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company), as determined by the Board based on an evaluation of all of the relevant facts and circumstances, and (ii) meets the requirements for "independence" under the listing standards of the New York Stock Exchange, Inc. ("NYSE"). The Board believes that there should be no more than two directors who are not independent. The Board believes that each director represents all of the stockholders of the Company and that no director should act on behalf of or represent any special interest or constituency other than the stockholders.

The Board has established certain categorical standards for determining the materiality of relationships between a director and the Company. A director will not be deemed to have a material relationship with the Company that would impair the director's independence as a result of any of the following relationships:

- The director is a current employee, or an immediate family member of the director is a current executive officer, of a third party that has made payments to, or received payments from, the Company, for property or services in an amount which, in any of the last three fiscal years, does not exceed the greater of $1 million or 2% of the third party's consolidated gross revenues and, where there are comparable transactions, the relationship is in the ordinary course of business of the Company and is on substantially the same terms as those prevailing under competitive circumstances at the time for comparable transactions with non-affiliated parties.

- The director or an immediate family member of the director serves as an employee, executive officer, director or trustee (or equivalent) of a charitable organization which receives contributions from the Company that do not, in any single fiscal year, exceed the greater of (A) 2% of the charitable organization's goal for the year (or other comparable goal as determined by the Governance Committee) or (B) $500,000; provided, however, that this limitation shall not apply to annual United Way contributions by the Company that have traditionally been made in communities in which the Company has operation centers with more than 500 employees and do not materially exceed the amount of the contribution in the prior year.

The Board will make independence determinations on an annual basis prior to approving the director nominees for inclusion in the Company's proxy statement and, if an individual is to be elected to the Board other than at an annual meeting of stockholders (each, an "Annual Meeting"), prior to such election. Each director and nominee for director shall provide the Company with full information regarding his or her business and other affiliations for purposes of evaluating the director's independence.

Directors must notify the Chairman of the Board, the Chair of the Governance Committee and the Corporate Secretary if they are considering a potential change in circumstances or relationships that might affect their independence (or be perceived as a conflict of interest) or their ability to comply with other provisions of these Guidelines. Such notice should be given, for example, before accepting an invitation to serve on the board or audit committee of another public company or as an officer or director (or comparable position) of any other business organization, whether public or private, and before engaging in any transaction involving the Company (or any subsidiary) in which the director would have a direct or indirect material interest.

5. Limits on Other Board/Committee Memberships

While the Company recognizes that its Board members benefit from service on the board of other companies and such service is encouraged, the Board believes it is critical that directors be able to dedicate sufficient time to their service on the Company's Board. To that end, the Company's CEO and any other director who is an officer of the Company shall serve on no more than one public company board in addition to the Company's Board. Other directors should serve on no more than three public company boards in addition to the Company's Board and should count service on mutual fund boards that are part of a family of funds as one board. Members of the Audit Committee of the Board should serve on no more than two other audit committees of public companies.

6. Advance Contingent Director Resignation Policy

The Board has adopted an advance contingent director resignation policy. Under this policy, prior to initial election to the Board, each director will deliver to the Company in writing an irrevocable offer of resignation from the Board (a "Resignation Offer") to become effective only upon (i) the occurrence of one of the events for which a tender of the Resignation Offer is required under paragraphs 7 and 8 below (a "Triggering Event"), and (ii) the Board's subsequent acceptance of the Resignation Offer. If the Board does not accept a director's Resignation Offer after a Triggering Event occurs, the Resignation Offer will survive and will be deemed to have been given for consideration by the Board upon the occurrence of the next Triggering Event (using the prior Triggering Event as the reference point for considering any change in circumstances).

7. Director Offer of Resignation Upon Change in Job Responsibility or Change in Circumstances Affecting Independence

Any director (i) who retires or otherwise changes significantly the principal position the director held when he or she was elected to the Board (or the principal position held following a change previously considered under this paragraph) or (ii) who experiences a change in circumstances affecting their independence under these Guidelines must tender in writing an offer of resignation from the Board as of the date of retirement or change in position or circumstances. A director's previously delivered Resignation Offer will satisfy the requirement to tender such offer of resignation. The Board does not believe that a director who is described in clauses (i) or (ii) above should necessarily be required to leave the Board. There should, however, be an opportunity for the Governance Committee to review each situation based on the individual circumstances and needs of the Board and to make a recommendation to the Board as to whether the offer of resignation should be accepted.

When a director who is also an officer of the Company is terminated for any reason from his or her position as an officer, the director must tender in writing an offer of resignation from the Board and the boards of all subsidiaries of the Company on which he or she may serve at the same time. The director's previously delivered Resignation Offer will satisfy the requirement to tender such offer of resignation. The Governance Committee will consider whether the director should remain as a director of the Company or any of its subsidiaries and will make a recommendation to the Board as to whether the offer of resignation should be accepted.

8. Majority Voting Policy

As set forth in the Company's Bylaws, the Company has adopted a majority voting policy with respect to the election of directors in non-contested elections. Under this policy, a nominee shall be elected as a director only if the number of votes "for" the nominee exceed 50% of the votes cast with respect to that nominee, excluding "abstentions" and "broker non-votes" for purposes of determining the number of votes cast. Following any meeting for the election of directors at which an incumbent director does not receive a majority of the votes cast in a non-contested election the Governance Committee (excluding the director in question if a member of the Governance Committee) will make a recommendation to the Board whether to accept or reject the Resignation Offer of the director, or whether other action should be taken; provided, that if for any reason the director did not deliver a Resignation Offer to the Company in accordance with the Board's advance contingent director resignation policy, the director must submit an irrevocable letter of resignation to the Board within 10 days after the meeting, which will become effective upon acceptance by the Board. The Board will act on the Governance Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director in question will not participate in the Board's decision.

9. Retirement Age

As set forth in the Bylaws, no person may serve as a director beyond the date of the Annual Meeting immediately following the date of the person's 72nd birthday.

10. Annual Performance Evaluations

The Board will conduct an annual self-evaluation to determine whether the Board and its committees are functioning effectively. Each of the standing committees of the Board should also conduct an annual self-evaluation and report the results to the Board. Each committee's evaluation should compare the performance of the committee with the requirements of its written charter. Individual director evaluations may also be conducted from time to time, as the Board determines to be appropriate. The Governance Committee, acting with the assistance of the Lead Independent Director and the Chairman of the Board, will oversee the evaluation process, including soliciting and receving comments from directors and members of senior management in such form and manner as it deems effective, and report to the Board an assessment of performance and any recommendations. In developing this report, the Governance Committee will consider the mix of skills and experience that directors bring to the Board to assess whether the Board has the necessary collective skills to exercise its judgment and to perform its oversight function. Evaluations of the Board, its committees and/or individual directors may be conducted by or with the assistance of outside counsel or consultants as deemed necessary or appropriate by the Board or the committee charged with oversight of such evaluations.

11. Term Limits and Review of Continuing Interest as a Director

The Board does not believe it should establish term limits. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and who, therefore, provide an increasing contribution to the Board as a whole.

As an alternative to term limits, the Governance Committee will review each director’s continuation on the Board prior to the Annual Meeting each year. This will allow each director the opportunity to confirm his or her desire to continue as a member of the Board prior to an evaluation of his continued qualification for the position and any recommendation that the director be nominated to serve for another term.

B. Director Responsibilities and Expectations

1. Basic Responsibilities

The basic responsibilities of the directors are to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders and to provide general oversight in monitoring the affairs of the Company.

2. Reliance

In performing their responsibilities, the directors are entitled to rely in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Company by any of the Company’s officers or employees, or committees of the Board, or by any other person as to matters the director reasonably believes are within such other person’s professional or expert competence and who has been selected with reasonable care by or on behalf of the Company. The directors are also entitled (i) to have the Company purchase reasonable directors’ and officers’ liability insurance on their behalf, and (ii) to the benefits of indemnification and exculpation to the fullest extent permitted by applicable law and the Certificate of Incorporation, the Bylaws and any indemnification agreements.

3. Expectations of Directors

The Board has developed the following expectations of its members to help promote the discharge of their responsibilities and the efficient conduct of the Board's business:

- **Commitment and attendance**. All directors should make every effort to attend Annual Meetings, meetings of the Board and meetings of committees of which they are members. Members may attend by telephone or video conference, when available, to mitigate conflicts.

- **Participation in meetings**. Each director should be sufficiently familiar with the business of the Company to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves.

- **Review of information**. Information and data important to a director's understanding of the business conducted at a Board or committee meeting should generally be distributed to the directors before the meeting, and the directors should review the materials in advance of the meeting. Sensitive subject matters may be discussed at the meeting without written materials being distributed in advance of the meeting.

- **Loyalty and ethics**. All directors owe a duty of loyalty to the Company. This duty of loyalty mandates that the best interests of the Company take precedence over any interests possessed by the director. The Company has adopted a Code of Conduct, certain portions of which concern activities of directors, particularly with respect to transactions in the securities of the Company, potential conflicts of interest, the taking of corporate opportunities for personal use, and competing with the Company. Directors are subject to and should be familiar with the Code's provisions in these areas and should consult with the Company's counsel in the event of any issues. Directors must conduct themselves in a manner that avoids actual or apparent conflicts of interest.

- **Confidentiality**. The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

C. Board Leadership

The Board has the discretion to determine, from time to time, how to configure the leadership of the Board and the Company in the way that best serves the Company. The Board reserves the right to vest the responsibilities of Chairman of the Board and CEO in the same individual. The Board has no fixed policy with respect to combining or separating the positions of Chairman of the Board and CEO. The function of the Board in monitoring the performance of the senior management of the Company is fulfilled by the presence of non-management directors of stature who have a substantive knowledge of the business.

D. Lead Independent Director

If the Chairman of the Board is not an independent director, the Governance Committee shall recommend to the independent members of the Board a director to act as Lead Independent Director. The Lead Independent Director shall be elected by a majority of the independent directors then serving on the Board to serve for a term of one year or until his or her successor is duly elected and qualified. A director may be renominated and re-elected to subsequent terms as Lead Independent Director. Notwithstanding the preceding two sentences, if the Board elects an independent Chairman of the Board, the term of the Lead Independent Director shall, except as otherwise determined by the Board, automatically terminate on the first day of the term of the independent Chairman and, at that time, the Chairman of the Board shall be deemed the Lead Independent Director and no separate election of the Lead Independent Director will be required.

In addition to the responsibilities and authority set forth elsewhere in these Guidelines, the Company's bylaws or otherwise by the Board, the Lead Independent Director shall have the following responsibilities and authority:

- Presides at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions of the independent directors;
- Communicates actions/issues arising from executive sessions to the Chairman of the Board and/or the CEO, as appropriate;
- Has the authority to call meetings of the independent directors;
- Has the authority to approve meeting schedules, agendas and information provided to the Board;
- Serves as a liaison between the Chairman of the Board and the independent directors;
- In conjunction with the Chairman, advises the Board on Board development, including Board and committee leadership succession planning;
- Unless otherwise determined by the Board, together with the Chairman of the Board meets with each director to evaluate the Board and committees and report this evaluation to the Governance Committee;
- When requested by the independent directors, hires advsiors to the independent directors, to be paid by the Company;
- If requested by major shareholders, ensures that he or she is available for consultation and direct communication; and
- Receives through the Corporate Secretary communications from stockholders seeking to communicate with the Board.

E. Executive Sessions

Executive sessions of non-management directors will generally be scheduled on the agenda for regularly scheduled Board meetings. Any non-management directors who are not independent under the listing standards of the NYSE or these Guidelines may participate in these executive sessions, but the independent directors will meet separately in executive session at least once per year.

F. Communications

The Board believes that the CEO and his or her designees speak for the Company, and Company policy is that non-management directors meet or communicate with various constituencies involved with the Company at the request of management or consistent with Company policies on the matter. The director who should generally interact with external constituencies should be the Chairman of the Board.

G. Board Committees

1. Standing Committees of the Board

The Board has five standing committees: Audit, Human Capital, Risk and Finance, Governance, and Regulatory Compliance (the “Committees”). All of the members of the Committees will be independent directors as determined in accordance with requirements of the NYSE and these Guidelines. In those instances in which there are additional requirements under statutory or regulatory definitions, these additional requirements will be satisfied. Each member of the Human Capital Committee members must qualify as an “outside director” under Section 162(m) of the Internal Revenue Code and as a “non-employee director” under Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Each member of the Audit Committee must meet the independence requirements under Rule 10A-3 of the Exchange Act and be financially literate, as determined by the Board in its business judgment, or capable of becoming financially literate within a reasonable period of time after his or her appointment to the Audit Committee.

The chairperson of each standing committee, in consultation with management and other members of the committee, will determine the time and length of committee meetings and will develop the committee’s agenda.

After each committee meeting, a report of the committee’s activities will be submitted to the Board.

2. Charters for Committees

Each standing committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committee as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will set forth specific duties and responsibilities assigned or delegated to the committee by the Board and will also provide that each committee will annually evaluate its performance.

3. Outside Consultants

The Board and each standing committee have the power to hire independent legal, financial and other advisors or consultants as they may deem necessary on such terms as they deem appropriate without obtaining the approval of an officer of the Company in advance.

4. Other Committees

The Board may, from time to time, establish or maintain additional standing or special committees as it deems appropriate.

H. Director Access to Officers and Employees

1. Access

All directors are invited to contact the CEO at any time to discuss any aspect of the Company's business. Directors also have complete access to other members of management. The Board expects that there will be opportunities for directors to meet with the CEO and other members of management in the Board and committee meetings and in other formal and informal settings.

2. Attendance at Meetings

It is anticipated that members of management who are not directors but who support the Board or committee operations or have other significant Company responsibilities will, on occasion, attend Board and committee meetings to provide additional information about the items being discussed or to provide exposure to the Board of managers with future potential as members of senior management.

I. Stockholder Communications with the Board

The Company's stockholders who want to communicate with the Board or certain members of the Board may do so by writing to them care of the Company's Corporate Secretary. The Corporate Secretary shall review the correspondence, log its receipt, then forward the correspondence to the Lead Independent Director. The Lead Independent Director shall determine whether further distribution is appropriate and to whom it should be sent. Any director may at any time review the log and request copies of any such correspondence. Concerns received relating to accounting, internal controls, or auditing matters will be immediately brought to the attention of the Company's internal auditor and handled in accordance with procedures established by the Audit Committee for such matters. At the Board's request, certain items that are unrelated to the duties and responsibilities of the Board will be excluded from the foregoing process, including mass mailings, resumes and other forms of job inquiries, surveys, business solicitations or advertisements, personal grievances and matters related to claims.

J. Process for Engagement Following Majority Vote on Stockholder Proposals

If a stockholder proposal receives the support of a majority of the votes cast at a meeting of the Company's stockholders, without giving effect to broker non-votes and abstentions (which will not count as votes cast or be included in vote totals for or against the proposal), the Board shall within four months time consider the proposal and determine whether to take the actions requested in the proposal. The Board's determination and the rationale for its decision will be publicly disclosed. The public disclosure will include an invitation to stockholders to provide any further information they believe the Board should be aware of in connection with the matter proposed using the procedures for communicating with the Board set forth in these Guidelines.

K. Director Compensation and Stock Ownership

1. Form and Amount

Only non-management directors are compensated for their service as directors. The form and amount of director compensation will be determined by the Board upon recommendation of the Human Capital Committee. As a general policy consideration, the Board believes that in order to align the interests of directors and stockholders, a portion of a director's compensation should be equity-based and the other portion should be in cash. The guidelines as to such allocation shall be determined by the Human Capital Committee and approved by the Board. Director compensation shall be consistent with market practices and shall not be set at a level that would call into question a director's objectivity or independence.

2. Periodic Review

At least every two years, the Human Capital Committee will conduct a review of director compensation to determine the appropriateness of the form and amount being paid to directors of the Company.

3. Stock Ownership and Retention Guidelines

Stock ownership by directors is required in an effort to align interests of directors and stockholders. The compensation structure for directors should facilitate directors being able to acquire stock in the Company. The ownership guidelines will be set or amended by the Human Capital Committee, and each director's goal should be attained within five years from the later of (i) adoption of the ownership guidelines (or an amendment thereto) or (ii) the director's initial election to the Board. Directors should retain 60% of equity received as compensation for at least one year from the time it vests and should retain at least the number of shares set by the guidelines as the ownership goal until retirement from the Board.

L. CEO Evaluation and Management Succession

1. CEO Evaluation

Annually, the Human Capital Committee will review the performance of the CEO against the Company's goals and objectives and determine the compensation level of the CEO. The Human Capital Committee may solicit the views of Board members who are not members of the Human Capital Committee in connection with the CEO's performance. The Human Capital Committee will report to the Board on its performance review and decisions concerning compensation of the CEO and provide a report on executive compensation as required by applicable law for inclusion in the Company's annual proxy statement.

2. Management Succession

At least annually, the Board shall review and concur in a succession plan, developed by management, addressing the policies and principles for selecting a successor to the CEO, both in an emergency situation and in the ordinary course of business. The succession plan will include an assessment of the experience, performance, skills and planned career paths for possible successors to the CEO.