



## **HUMAN CAPITAL COMMITTEE CHARTER**

### **Purpose**

The Human Capital Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Unum Group (the "Company") to discharge the Board's responsibilities relating to compensation and benefits of the directors, executive officers and other employees of the Company. The Committee has overall responsibility for evaluating and approving all compensation plans, benefit plans, workforce management, policies and programs of the Company as they affect the directors, executive officers and other employees of the Company.

### **Committee Operations**

The Committee shall consist of three or more members, each of whom shall meet the independence requirements of the New York Stock Exchange (the "NYSE") for directors and compensation committee members (except to the extent non-compliance is permitted under applicable exceptions), as determined by the Board, and the Company's Corporate Governance Guidelines. In addition, each Committee member must qualify as a "non-employee director" for purposes of Rule 16b-3 of the Securities Exchange Act of 1934 and as an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

Members of the Committee shall be appointed by the Board based on recommendations of the Governance Committee and shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies on the Committee. The Board shall designate one member of the Committee as its chairperson (the "Chairperson"). The Chairperson shall preside at each Committee meeting. In the event the Chairperson is not present at a meeting, another Committee member shall be designated, either by the Chairperson in advance of such meeting or, if not so designated, by the Committee members present at such meeting, as the acting chair of such meeting.

The Committee shall meet as often as it deems necessary or advisable to carry out its responsibilities, but generally no less frequently than quarterly. The Committee may, to the extent not prohibited by any applicable law, regulation or listing requirement, delegate specific functions to subcommittees, officers or other committees in order to perform its duties and responsibilities more effectively, but the actions and oversight resulting from such delegation shall be reported periodically to the Committee.

A majority of the members of the Committee shall constitute a quorum at a meeting, and the affirmative vote of a majority of the Committee members present at a meeting at which a quorum is present shall constitute action by the Committee, provided that if action is taken by written consent in lieu of a meeting unanimous written consent shall be required of all members of the Committee. The Committee shall fix its other rules of procedure, except as expressly provided in this Charter, the Certificate of Incorporation or bylaws of the Company, the Company's Corporate Governance Guidelines, or as otherwise provided by law or the rules of the NYSE.

## **Resources and Authority**

The Committee shall have authority and be directly responsible for the appointment, compensation, retention and oversight of the work of any compensation consultant, independent legal counsel or other adviser (each, an "Adviser") the Committee deems necessary or advisable to assist it in carrying out its duties and responsibilities, including with respect to the evaluation of director and executive officer compensation. This authority shall include, without limitation, authority to approve the fees and retention terms for, and to terminate the services of, any such Adviser. Before selecting or obtaining advice from any Adviser (other than in-house legal counsel or other Advisers subject to exception from the requirements of this sentence by applicable standards of the NYSE), the Committee shall consider all factors relevant to the Adviser's independence from management, including all factors required to be considered under the listing standards of the NYSE. Any compensation consultants retained by the Committee shall satisfy independence requirements established by the Committee with respect to such Advisers. To assist its assessment of an Adviser's independence, the Committee may require the Adviser to submit appropriate reports, certifications or completed questionnaires as to its independence.

The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee.

## **Committee Duties and Responsibilities**

The Committee shall:

1. In consultation with senior management, establish the Company's general compensation philosophy, principles and practices, and oversee the development and implementation of compensation, benefit and perquisite programs as more fully set forth below. Oversight responsibility shall include periodic review of compensation, benefit and perquisite programs for consistency with compensation philosophy and corporate goals and selection of an appropriate peer group for purposes of evaluating the competitiveness of executive compensation programs.
2. Annually review and approve corporate goals and objectives relevant to CEO compensation, set the target or opportunity level, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation based on this evaluation. In determining the incentive components of the CEO's compensation, the Committee may consider the Company's performance and total shareholder return (including relative total shareholder return), the CEO's individual performance during the period evaluated, the CEO's stock ownership status and goals, the value of similar incentive awards to chief executive officers at comparable companies, the awards given to the CEO in past years and such other factors as the Committee deems appropriate.
3. Annually review and approve the compensation of all other executive officers, including annual base salary levels, annual incentive targets and awards, and long-term incentive targets and awards.
4. In consultation with senior management, oversee regulatory compliance with respect to compensation matters, including the Company's policies on structuring executive compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.

5. Review and approve any employment agreements or compensation packages, severance or similar termination arrangements, change in control agreements or participation in any change in control programs, and special or supplemental benefits not covered by Company policies reviewed with the Committee proposed to be made with or to any executive officer.
6. Review and recommend to the Board the form and amount of director compensation.
7. Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") and related disclosures that rules and regulations of the Securities and Exchange Commission (the "SEC") require be included in the Company's proxy statement and annual report on Form 10-K and, when appropriate based on such review and discussion, recommend to the Board that the CD&A be included in such documents.
8. Produce the annual Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.
9. Review the Company's compensation practices and the relationship among risk, risk management and compensation in light of the Company's objectives, including avoidance of compensation practices that would encourage excessive risk. For this purpose, the Committee will receive a report not less than annually from the Company's enterprise risk management department and/or Chief Risk Officer. In light of this information, the Committee shall determine whether the compensation policies of the Company encourage excessive risk taking. The Committee shall make periodic reports of any and all such determinations to the Board and to such other committees or persons as the Board may from time to time direct.
10. Review and approve the Company's incentive compensation and equity-based plans and any significant changes to those plans. The Committee shall have the authority to administer such plans, including designation of the employees to whom an award or equity is to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.
11. Review and approve the Company's pension, retirement, welfare and employee benefit plans, whether or not qualified under the Internal Revenue Code, and any significant changes to such plans. The Committee shall oversee the operation and administration of such plans and, as it deems necessary or advisable, establish and modify the governance structures of such plans. The Committee shall not serve or otherwise act as a fiduciary for any such plans. The Committee may, as it deems appropriate, delegate to committees or proper officers of the Company, specific authority or responsibilities with respect to such plans, including authority to make administrative amendments to such plans.
12. Review and recommend to the Board for approval management's compensation-related proposals to be voted on by shareholders, including those relating to incentive and/or equity compensation plans, shareholder advisory votes on executive compensation and the frequency of such votes.
13. Oversee the Company's engagement with shareholders and proxy advisory firms on executive compensation matters, including with respect to shareholder advisory

votes on executive compensation, and review the results of the most recent shareholder advisory vote on executive compensation and consider any implications.

14. Review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees.
15. Determine stock ownership and retention guidelines for the directors and senior officers of the Company and monitor compliance with such guidelines.
16. Oversee the Company's compliance with the requirement under NYSE rules that, with limited exceptions, shareholders approve equity compensation plans.
17. Receive periodic reports on the Company's compensation, workforce management and benefits programs as they affect all employees.
18. Form and delegate authority to subcommittees as it deems appropriate.
19. Receive reports from time to time concerning any material changes in laws or regulations affecting compensation and/or the duties of Committee.

### **Other Responsibilities**

In addition to the duties and responsibilities set forth above, the Committee also shall:

1. Report regularly to the Board on significant activities of the Committee and make such recommendations as the Committee may deem necessary or appropriate. Reports to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make the report.
2. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
3. Conduct, and report to the Board the results of, an annual self-evaluation of the Committee's own performance, which should compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.
4. Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified in this Charter and as may from time to time be requested by the Board, including by resolution or by the terms of a plan approved by the Board.