



REGULATORY COMPLIANCE COMMITTEE CHARTER

Purpose

The Regulatory Compliance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Unum Group (the "Company") to assist the Board in its oversight of (1) regulatory, ethics, compliance, policy and legal matters and related risks (collectively, "Regulatory Risks"), both current and emerging and whether of a local, state, federal or international nature, that may affect the business of the Company, including its subsidiaries and operating segments, recognizing that in some instances, other committees of the Board may concurrently be involved in the oversight of similar matters and risks; and (2) without limiting the generality of the foregoing, the compliance by the Company and its insurance subsidiaries with applicable laws concerning market conduct, Title 1 of the Employee Retirement Income Security Act of 1974 ("ERISA"), and ongoing obligations under the 2004 multistate market conduct regulatory settlement agreements and the 2005 California settlement agreement, including all amendments thereto ("Agreements").

Committee Operations

The Committee shall consist of three or more members, each of whom shall meet the director independence requirements of the New York Stock Exchange (the "NYSE") and the Company's Corporate Governance Guidelines.

Members of the Committee shall be appointed by the Board based on the recommendation 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 the time of the vote, if 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 the resources and authority appropriate to discharge its duties and responsibilities, including to obtain advice and assistance from such internal and external counsel, accountants or advisors as it may select or engage (“Advisors”) and to set the terms and fees for such engagements.

Committee Duties and Responsibilities

The Committee shall perform such activities as it deems necessary or appropriate to provide oversight of the Company’s Regulatory Risks, which may include the following duties and responsibilities from time to time:

1. Monitor and advise the Board with respect to current and emerging regulatory, compliance, policy and legal matters (both internal and external) and related risks that are believed to have the potential to have a significant effect on the business of the Company or any of its subsidiaries or operating segments and for which oversight responsibility is not allocated solely to another standing committee of the Board.
2. Monitor the effectiveness of the Company’s enterprise-wide compliance efforts concerning applicable legal and regulatory requirements and internal policy, including the Code of Conduct, and review and assess with appropriate members of management the policies, procedures, programs and practices that have been established to prevent or detect violations of such legal or regulatory requirements or internal policy.
3. Review and discuss with appropriate members of management, including, but not limited to, the Chief Compliance Officer and/or other Advisors, internal and external reports concerning significant legal, regulatory and compliance issues or exposure to which the Company or any of its subsidiaries or operating segments may be subject, such as internal audit reports, risk management reports, ethics and compliance reports, quality indicator reports relating to the incidence and resolution of claims, litigation and complaints, and reports relating to customer satisfaction with the products and services (e.g., claims handling services) of the Company and its insurance subsidiaries.
4. Monitor compliance by the Company and its insurance subsidiaries with applicable market conduct laws and regulations, Title 1 of ERISA and ongoing obligations under the Agreements.
5. Review and discuss with appropriate members of management any reports, orders, inquiries, responses or other correspondence by, to or from regulators or governmental agencies and any complaints or published reports and any litigation or legal matters which raise significant issues regarding the Company’s compliance with applicable laws or regulations, and monitor the Company’s efforts to implement legal obligations arising from settlement agreements and other similar documents or orders.
6. Recommend the development and implementation by management of such policies, procedures, programs and practices as the Committee deems necessary or advisable to effectively address, in the best interests of the Company, any concerns identified by the Committee arising from matters or risks for which the Committee has oversight responsibility.

7. Monitor the investigation and resolution of any significant instances of noncompliance or potential compliance violations that are reported to the 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. The Committee may also receive reports from time to time concerning the Committee's compliance with its responsibilities under this Charter and applicable laws, regulations and listing requirements.
3. Conduct, and report to the Board the results of, an annual self-evaluation of the Committee's own performance. 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.