



## **RISK AND FINANCE COMMITTEE CHARTER**

### **Purpose**

The Risk and Finance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Unum Group (the "Company") to assist the Board in oversight of (1) the Company's investments, capital and financing plans and activities, including dividends and borrowings, and related financial matters and the associated risks of the Company and its subsidiaries and affiliates as required or permitted by law and under the bylaws of the Company by carrying out the responsibilities set forth herein in furtherance of this purpose; and (2) the Company's enterprise risk management activities and any other risks the oversight of which is not allocated to another committee of the Board (collectively, the "Purpose").

### **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 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, 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 the authority to approve banking and brokerage relationships. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other experts, consultants or advisors as it may select or engage 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 effectively carry out its Purpose, which may include the following duties and responsibilities from time to time:

1. Monitor, evaluate and make recommendations to the Board regarding the present and future capital and financing plans and activities and the capital requirements and opportunities relative to the business of the Company, including the level of dividends, repurchase of shares of the Company's stock, issuance of equity and/or debt, and other capital activities.
2. Develop, adopt, revise, and oversee implementation of and compliance with the investment strategies, guidelines and policies of the Company.
3. Authorize loans and investments of the Company.
4. Review, advise and report to the Board as to the financial resources and investments of the Company, their management, and all other matters as to which the Committee is authorized to act pursuant to this Charter.
5. Authorize borrowing by the Company in furtherance of the financial and capital plans and activities of the Company and pursuant to any plan or policy authorizing borrowing that may be in force from time to time.
6. Review material proposed mergers, acquisitions, divestitures, restructurings, and joint ventures and report to the Board on implications to the financial and capital plans or activities of the Company.
7. Review, assess and report on the impact of various finance activities on debt ratings of the Company.
8. Monitor, evaluate and make recommendations to the Board regarding matters pertaining to the Company's closed block segment, including the long-term care business, to the extent the Committee reasonably believes such matters could or will have a meaningful impact upon any of the investment, capital or financing plans, activities or associated risks for which the Committee has oversight responsibility under this Charter (it being understood that the Committee shall not have authority with respect to accounting, regulatory, including pricing, or other aspects of the closed block segment that would ordinarily be expected to fall within the scope of authority reserved for any other Board committee, such as the Audit Committee or the Regulatory Compliance Committee).
9. Review and discuss with management, including the Chief Risk Officer, the Company's policies and major exposures with respect to credit, market, liquidity and other risks

associated with the Company's investment, capital and financing plans or activities for which the Committee has oversight responsibility and the steps management has taken to monitor and control such exposures.

10. Review and discuss with management, including the Chief Risk Officer, the Company's risk assessment and risk management framework, including its risk management guidelines, risk appetite, key risk policies and control processes, and other enterprise risk management activities for which the Committee has oversight responsibility.
11. Request, receive and review reports from, and consult with, other committees of the Board, as appropriate, with respect to the management of the risks for which such committees have been allocated oversight responsibility.

### **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.