

CNO FINANCIAL GROUP, INC.

CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

The principal purposes of the Governance and Nominating Committee are to develop and maintain the Company's corporate governance policies and to identify, evaluate and nominate members of the Board of Directors.

Membership

The Governance and Nominating Committee shall consist of at least two members of the Board of Directors appointed from time to time by the Board of Directors. Each Committee member shall be "independent" in accordance with any applicable rules and regulations of the Securities and Exchange Commission and the listing standards of the New York Stock Exchange and shall have no material connection with the Company other than the member's seat on the Board of Directors. For the purposes of the preceding sentence, "material" shall mean a standard or relationship (personal, financial or otherwise) that a reasonable person might conclude could potentially influence a member's objectivity in the boardroom in a manner that would have a meaningful impact on the member's ability to satisfy his or her fiduciary duties. A member's "independence" and "material connection with the Company" shall be determined by the full Board. Committee members are subject to removal at any time by a majority of the Board of Directors.

Structure and Operation

The Board of Directors shall designate one member of the Governance and Nominating Committee as its chairperson. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. A majority of the Committee members shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The Committee shall meet upon the call of the chairperson of the Committee. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

The Governance and Nominating Committee shall meet at such times as it deems necessary to fulfill its responsibilities. The Committee shall have the resources and authority that are necessary and appropriate to discharge its responsibilities, including the authority to retain counsel and other experts or consultants. The Committee shall have the sole authority to approve the fees and other terms of retention with respect to such advisers. The Committee shall report on its activities to the Board of Directors and make such recommendations and findings as it deems appropriate.

Duties and Responsibilities

The Governance and Nominating Committee is responsible for considering and making recommendations to the Board concerning the appropriate size, function and needs of the Board, including:

- establishing the criteria for Board membership; criteria should cover, among other things, diversity, experience, skill set and the ability to act on behalf of shareholders;
- considering, recommending and recruiting candidates to fill new positions and vacancies on the Board;
- reviewing candidates recommended by shareholders;
- conducting the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates; and

- recommending Director nominees for approval by the Board and election by the shareholders at annual or special meetings.

The Committee's duties and responsibilities also are:

- to consider matters of corporate governance and to create, maintain and periodically review and recommend to the Board, as necessary, changes to the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics;
- to recommend to the Board new or amended policies designed to encourage the highest levels of corporate conduct by the Board, the Company and its officers, employees and agents;
- to consider questions of possible conflicts of interest involving Board members, senior officers and key employees;
- to periodically review and, as necessary, recommend to the Board changes to the Company's related party transaction policy;
- to evaluate Board and committee performance and establish procedures by which such evaluations will be conducted;
- to recommend to the Board new or amended policies intended to enhance the Board's effectiveness, including with respect to the size and composition of the Board and its committees, and the frequency and structure of Board and committee meetings;
- to consider, review periodically and, as necessary, recommend to the Board changes to Director qualification standards;
- to monitor and recommend the functions of the various committees of the Board;
- to recommend to the Board the members of each of the various committees of the Board, including the individuals to be designated as committee chairs;
- to periodically review and, as necessary, recommend to the Board changes in Board compensation;
- to consider, review periodically and, as necessary, recommend to the Board changes to Director retirement policies;
- to review and recommend to the Board any changes to the Company's Section 382 Shareholder Rights Plan or Article Fifteen of the Company's Amended and Restated Certificate of Incorporation (collectively, the "CNO 382 Protections"), and, except as otherwise specified by the Board, to exercise the full power and authority of the Board in connection with granting any exceptions or waivers requested by shareholders under the CNO 382 Protections;
- to prepare and effect an annual performance evaluation of the Committee; and
- to review and discuss this Committee Charter at least annually and at such other intervals as the Committee or the Board determines, and to recommend any proposed changes to the Board for approval.

Miscellaneous

This Governance and Nominating Committee Charter is not intended to change or augment the obligations of the Company or its Directors or management under the federal securities laws or to create new standards for determining whether Directors or management have fulfilled their duties, including fiduciary duties under applicable law.