

## CNO FINANCIAL GROUP, INC.

### CORPORATE GOVERNANCE GUIDELINES

#### MISSION STATEMENT

Members of the Board of Directors (the “Board”) have a critical role in setting the culture and values of the company by their actions or inactions as to matters of performance, ethics, integrity, legal compliance, transparency and responsiveness to shareholder and policy holder interests. A good corporate governance structure is a working system for principled goal-setting, effective decision-making, and appropriate monitoring of compliance and performance.

Our goal as a Board is to operate in a manner that (i) creates real value for our shareholders, (ii) assures that our policy holders receive the full value promised in their contracts, and (iii) makes CNO a good place to work and do business for our associates and other constituents. These guidelines are to be updated periodically to maintain an exemplary model for Board governance.

#### BOARD FUNCTIONS AND RESPONSIBILITIES

The Board is responsible for overseeing the management of the Company’s business and advising the Company’s executive officers, who conduct the Company business and affairs. In performing their general oversight responsibility, Directors must observe their duties of loyalty, care, and good faith, fulfill their responsibilities to oversee and protect the Company’s integrity and reputation, and apply their business judgment to assure that the Company’s executive officers perform in a manner that is in the best long-term interests of the Company and its shareholders.

Directors are expected to attend all Board meetings and all meetings of the Board committees on which they serve and spend the time necessary to review materials in order to properly discharge their obligations and responsibilities to the Company and its shareholders. Directors shall be fully protected in relying in good faith upon the records of the Company and upon information, opinions, reports or statements presented to the Board or committees of the Board by any of the Company’s officers or employees, or by any other person as to matters that the Director reasonably believes are within such other person’s professional or expert competence.

Specifically, the Board should:

- (i) Evaluate the performance of the Company and its executive management, including by: (1) overseeing the performance of the Company’s business to evaluate the effectiveness of management, including through regular meetings of the independent Directors without the presence of management, and (2) selecting, regularly evaluating and planning for the succession of the Chief Executive Officer (“CEO”) and all members of executive management.

- (ii) Evaluate the CEO at least annually. The non-executive Chair of the Board will chair a meeting of independent Directors to discuss the evaluation and will communicate the results to the CEO. In the absence of the non-executive Chair of the Board, the Chair of the Human Resources and Compensation Committee (“Compensation Committee”) will have this responsibility.

The evaluation shall be based upon agreed-upon criteria, including performance of the business, accomplishment of long-term strategic objectives, management development, and achievement of goals. Criteria shall be developed by the CEO in consultation with the Compensation Committee and approved by the Board.

The evaluation will be used by the Compensation Committee in the course of its deliberations and recommendations to the Board with respect to the CEO’s compensation.

- (iii) Review annually succession planning for the CEO and all members of executive management.
- (iv) Oversee the development of long-term strategic objectives and management’s execution of Company strategy consistent with such objectives.
- (v) Review and approve annually the Company’s business and financial plan and monitor the performance of the Company with respect to such plan.
- (vi) Review the major risks facing the Company and the strategies to address and mitigate those risks.
- (vii) Provide advice and counsel to the CEO and other executive management of the Company.
- (viii) Oversee management in the safeguarding of assets through the maintenance of appropriate accounting, financial and other controls.
- (ix) Provide regular oversight of the enterprise risk management policies and processes, including reviews of operational, financial, investment, legal, regulatory, compliance, strategic, competitive, environmental, social and governance risks.
- (x) Establish Board committees as required or appropriate for purposes of executing any delegated responsibilities from the Board. The standing committees of the Board shall be: (1) Audit and Enterprise Risk, (2) Executive, (3) Governance and Nominating, (4) Human Resources and Compensation and (5) Investment. Each committee shall operate pursuant to a Board-approved charter, and there shall be a management liaison for each committee. The Board shall appoint committee members annually and oversee the performance and operation of the committees.
- (xi) Determine the form and amount of compensation for Directors, taking into account their responsibilities as such and as members or chairs of Board committee.

- (xii) Evaluate the overall effectiveness of the Board and its committees and the individual contributions of Directors, as well as select and recommend candidates for the Board for election by shareholders.

## **COMPOSITION OF THE BOARD**

- (i) Board Leadership; Separation of the Positions of Chair and CEO

The Board's policy is that the positions of Chair of the Board of Directors and Chief Executive Officer should be held by separate persons in order to optimize the Board's oversight of management. If the Chair is not an independent director, the Board will appoint an independent director to serve as Lead Director.

- (ii) Size of the Board

The Board of Directors shall determine the appropriate size of the Board in accordance with applicable law and good corporate governance practices.

- (iii) Board Member Relationships/Conflict of Interests

In connection with the Company's Conflicts of Interest policies and procedures, the Board shall review, at least annually, relationships between the Directors and the Company to ensure that no relationships exist that are or could reasonably be construed as a conflict of interest or a violation of applicable law.

If a conflict of interest develops at any time, the Director shall report the matter immediately to the Chair of the Board and the Chair of the Governance and Nominating Committee ("Governance Committee") for evaluation. The Governance Committee shall then review the matter and make a recommendation to the Board with respect to the conflict of interest, taking into consideration, among other things, whether the conflict of interest may compromise the independent judgment and decision-making ability of the Director going forward. The Board shall then make a final determination regarding the conflict of interest and any recommended actions. If the Director and the Board are unable to resolve a conflict to the satisfaction of the Board, then the Director shall be required to tender a letter of resignation.

If a Director has a pecuniary interest, whether personal or as a principal, agent or beneficiary of a business entity, directly or indirectly, or any other personal or business connection to any matter before the Board or a Board committee, the Director shall disclose the interest to the Board or Board committee, as the case may be, and excuse himself or herself from the meeting during the discussion and abstain from voting on that matter.

- (iv) Independence

The Board shall be comprised of a substantial majority of "independent" Directors. Each member of the Governance and Nominating Committee, the Human Resources and Compensation Committee and the Audit and Enterprise Risk Committee 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 position on the Board of Directors and any committees thereof. For the purposes of the preceding sentence, "material" shall mean a standard or relationship (personal, financial or otherwise) that could reasonably be expected to influence a Director's objectivity in such a manner that could have a meaningful impact on the Director's ability to fulfill his or her fiduciary duties. A Director's independence and "material connection with the Company" shall be determined by the full Board at least annually. Every Director has an affirmative obligation to inform the Chair of the Board, the CEO and the Chair of the Governance Committee of any changes in circumstances or relationships that may impact his or her designation as "independent."

(v) Board Membership Criteria

The Governance Committee is responsible for developing and recommending to the Board the appropriate experience, skills, attributes and qualifications required of Directors in the context of the current make-up of the Board. Factors considered include, among others, the Company's strategic needs, diversity of experiences in key business, financial, and other challenges that face a publicly held company, and diversity in gender, ethnicity, race, age, cultural framework, economic background and geographic origin.

In this regard, the Governance Committee will endeavor to ensure that at least two Board members qualify as audit committee financial experts. All candidates for Board membership must have a demonstrated record of personal and professional integrity and accountability, informed judgment, financial literacy, maturity and high performance standards.

Candidates should be committed to enhancing shareholder value, should have sufficient time and energy to diligently perform their duties, and should be able to provide insight and practical wisdom based on experience to represent the interests of all shareholders. Candidates should also have the ability to work in a collegial and constructive manner with the other members of the Board.

(vi) Outside Affiliations

Directors are expected to limit the number of for-profit boards on which they serve, taking into account the impact that such service may have in fulfilling their duties as Directors of the Company. The Governance Committee shall evaluate the outside affiliations of each Director for potential conflicts of interest or Director interlock issues both when a candidate is considered for election to the Board, and thereafter on an annual basis, and provide its findings to the Board for its consideration. The Governance Committee shall also update its review and provide its findings to the Board for consideration when (1) a Director is under consideration for reelection to the Board; (2) a Director has provided notice that he or she is undergoing any change in his or her principal occupation (including retirement) or employer or is considering joining a new outside for-profit board; and (3) when the Company becomes aware of a significant transaction or other factors of potential relevance to the Company involving another for-profit company on which board a Director serves.

All Directors are required to advise the Chair of the Board and the Chair of the Governance Committee, or the Secretary who will advise the Chair of the Board and the Chair of the Governance Committee, of any event or activity that might trigger the provision of clause (2) or (3) in the foregoing paragraph. The Governance Committee shall then review the matter and make a recommendation to the Board for its consideration and disposition. All Directors must receive Board approval before accepting an invitation to serve on another for-profit board.

(vii) Term Limits

The Board has not established term limits. Although term limits may promote fresh ideas and viewpoints, the Board is of the view that such limits may be outweighed by the loss of contributions of valued Directors who have developed, over time, increasing insight into the Company, its operations and culture and, therefore, provide an increasing contribution to the Board as a whole. Furthermore, the Board's oversight capabilities are enhanced by its commitment to Board succession planning and refreshment, which results in Directors' varied tenures and provides a balance of perspectives.

(viii) Committee Membership

The Board is responsible for the appointment of committee members and committee Chairs. As noted above, committee assignments are reviewed annually, and it is expected that committee assignments will rotate from time to time among the Board members. Consideration of committee rotation shall seek to balance the benefits derived from continuity and experience, on the one hand, and the benefits derived from gaining fresh perspectives and enhancing Directors' understanding of different aspects of the Company's business and functions.

(ix) Board Compensation

The Governance Committee will review Board compensation for non-employee Directors at least every two years, or as otherwise determined. Changes in Board compensation, if any, shall be based on the recommendations of the Governance Committee and approved by the Board. Such compensation review may or may not involve input from outside board compensation consultants.

(x) Evaluation of Board and Standing Committee Performance

The Governance Committee shall develop and oversee the process for performance self-evaluations of the Board and the standing committees of the Board, in consultation with the Chair of the Board. Such evaluations may or may not involve input from outside evaluation consultants.

## OPERATIONAL MATTERS

### Board Meetings

- (i) *Frequency of Meeting* -The Board shall meet at least four times a year. Additional meetings may be scheduled as necessary or appropriate in light of circumstances.
- (ii) *Selection of Agenda Items for Board Meetings* - The Chair of the Board, in consultation with the CEO and other Directors, will develop the agenda for each Board meeting. Each Director is encouraged to suggest the inclusion of items on the agenda. Each Director is free to raise at any Board meeting matters that are not on the meeting agenda. At least one Board meeting each year will, among other matters, examine the Company's strategy and the development and refinement of strategic plans and objectives.
- (iii) *Attendance of Officers at Board Meetings* - The Chair and the CEO may invite officers to attend Board meetings at which their expertise and input is desired.
- (iv) *Board Materials Distributed in Advance* - The Chair, in consultation with the CEO, will determine and distribute information and data that are important to the Board's understanding of the business and the matters to be discussed at Board meetings. Such materials shall be distributed to the Board in advance to the extent practicable so that Board meeting time may be most effectively utilized to focus on the issues presented in the materials and the Board's questions and comments thereon.
- (v) *Minutes* - Unless the Chair of the Board or a Board Committee Chair (or any Director acting as chair of a meeting or a committee) designates another individual to act as secretary to record the minutes of a meeting of the Board or Committee, respectively, the Secretary (or an Assistant Secretary) of the Company shall record minutes of all meetings of the Board, Board committees and Shareholders.
- (vi) *Executive Sessions of Independent Directors* - The independent Directors will meet in executive session at least four times each year and at such other times as they may desire. Executive sessions of the independent Directors will be chaired by Chair of the Board, who will provide feedback to the CEO as appropriate. In the event that the Chair of the Board is not an independent Director, the chair of the Governance Committee shall chair these sessions. In addition, the members of each standing Board committee shall regularly meet in executive session, as deemed necessary or advisable by the committee, which shall be chaired by the committee Chair.

### Access to Management and Information

Board members shall be provided complete access to CNO's officers and employees for any purpose reasonably related to the Board's responsibilities. In addition, each Director is entitled to inspect the Company's books and records and obtain such other data and information as the Director may reasonably request related to his or her responsibilities as a Director.

### Access to Outside Counsel and Other Independent Advisors

The Board and Board committees may retain, at the Company's expense, outside counsel, and financial or other independent advisors, as they deem appropriate, without consulting with or obtaining the approval of any officer of the Company, with respect to any issue relating to matters subject to their respective authority.

### Board Interaction with Outside Parties and Shareholders

Only authorized and designated officers may speak on behalf of the Company. If, from time to time and at the request of the Chair or an appropriate officer of the Company, a Board member is specifically authorized to communicate with an outside party, he or she shall undertake such action only within the parameters authorized by the Company, which may include, but are not necessarily limited to, the content of the communication and the presence of a member of Company management.

In no event shall any Director disclose any material non-public information concerning the Company. Among other considerations, such disclosures may violate applicable law. Questions about such information should be directed to the General Counsel. In the event that a Director inadvertently discloses non-public information that may be material, he or she should immediately so advise the General Counsel.

The Chair of the Board may engage with shareholders as appropriate and, through the Corporate Secretary, receive communications from shareholders who wish to communicate with the Board.

### Board Education

New Directors are to be provided materials and briefings and participate in orientation sessions to permit them to become familiar with the Company's business, industry, strategic initiatives, competitors, risks, culture and corporate governance practices. The Board shall see that all Directors are regularly updated on these matters. Directors are encouraged to attend, at the Company's expense, continuing education and other programs related to their service as Directors.

## **AMENDMENTS AND WAIVERS**

These Guidelines will be reviewed periodically by the Governance Committee and the Board will make appropriate changes based on the Governance Committee's recommendations. The Board may amend, waive, suspend or repeal any of these Guidelines at any time, with or without public notice, as it determines necessary or appropriate, in the exercise of the Board's judgment or fiduciary duties.