



**CHARTER  
of the  
NOMINATING & CORPORATE GOVERNANCE COMMITTEE  
of the  
BOARD OF DIRECTORS  
of  
KEMPER CORPORATION (“COMPANY”)**

**I. COMMITTEE PURPOSE AND GOVERNING PROCEDURES**

The Nominating & Corporate Governance Committee (“Committee”) shall be a standing committee of the Company’s Board of Directors (“Board”) and shall discharge the Board’s responsibilities relating to the Committee Responsibilities set forth in Section III below.

Except as expressly provided in this Charter, the Company’s Amended and Restated Bylaws, the Company’s Corporate Governance Guidelines, the listing requirements of the New York Stock Exchange or such other securities market or exchange on which the Company’s common stock may from time to time be listed or qualified for trading (“Listing Requirements”), applicable regulations of the Securities and Exchange Commission (“SEC Rules”) or applicable law (collectively, “Governing Rules”), the Committee shall fix its own rules of procedure, subject to the provisions on Committee Governance set forth in Section IV below.

**II. COMMITTEE COMPOSITION**

**A. Membership and Independence.** The Committee shall consist of three or more members who shall be appointed annually by the Board. Each member of the Committee shall satisfy the independence standards and any other applicable requirements of the Governing Rules.

**B. Selection of Committee Chair and Members.** The Board shall select one of the Committee members as the Chair of the Committee. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to satisfying the standards outlined above.

**III. COMMITTEE RESPONSIBILITIES**

**A. Board Composition.**

1. Qualification Criteria. The Committee shall develop and recommend to the Board for approval the qualification criteria for Board members and for membership on the committees of the Board.

2. Candidates. The Committee shall identify individuals qualified to become Board members, consistent with approved qualification criteria, screen and interview candidates to fill actual or anticipated vacancies in the Board arising out of director resignations, retirements, expansions in the size of the Board or any other reason, and recommend candidates to fill any such vacancies to the Board. As a part of this responsibility, the Committee shall conduct reasonable inquiries into the background and qualifications of any new candidate for the Board and such candidate's compliance with the standards of independence required under the Governing Rules, as well as any other qualifications for director established by the Committee.

3. Annual Nominee Slate. In accordance with such qualification criteria, the Committee shall recommend to the Board for its approval a slate of nominees for director in connection with each annual meeting of the Company's shareholders.

4. Board Committee Assignments. The Committee shall recommend to the Board the directors to serve on each Board Committee as needed from time to time.

5. Board and Committee Chairs. The Committee shall recommend to the Board a chair for each Board committee and a director to serve as Chairman of the Board and, if the recommended Chairman of the Board is not an independent director, then also an independent director to serve as Lead Director.

6. Periodic Reviews. The Committee shall periodically review the composition and size of the Board and its committees, as well as the frequency and procedures of Board meetings, and shall make such recommendations to the Board as it shall deem appropriate from time to time.

**B. Board Assessments.** The Committee shall receive comments from all directors and committee chairs and report annually to the Board with an assessment of the performance of the Board and each committee, to be discussed with the full Board following the end of each fiscal year.

**C. Governance Policies.** The Committee shall oversee corporate governance matters and develop related policies and procedures, including but not limited to the following:

1. Corporate Governance Guidelines. The Committee shall annually review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

2. Code of Business Conduct and Ethics. The Committee shall annually review and reassess the adequacy of the Company's Code of Business Conduct and Ethics and recommend any proposed changes to the Board for approval. The Committee shall have authority to consider and grant waivers under the Company's Code of Business Conduct and Ethics for any director or executive officer, although there shall be a presumption against the granting of any such waivers.

3. Policy on Related Person Transactions. The Committee shall be responsible for the Company's Policy on Related Person Transactions consistent with the rules of the Securities and Exchange Commission, and may from time to time recommend changes to such policy. The Committee shall be responsible for the review and approval of any transaction within the scope of such policy.

**D. Other Responsibilities.** The Committee shall discharge any other duty or responsibility assigned to it by the Board. The Committee shall perform such additional duties as may be necessary to fulfill any other requirements imposed on the Committee by the Governing Rules as in effect from time to time, and shall consider such other processes and governance matters as the Committee deems necessary or appropriate in its discretion.

#### **IV. COMMITTEE GOVERNANCE**

**A. Committee Meetings.** The Committee shall meet at such times as deemed necessary or appropriate by the Chair or a majority of the members of the Committee, but no less frequently than annually. The Committee shall maintain minutes of each Committee meeting to be prepared by a person designated by the Chair as the secretary of such meeting and shall be submitted to the Committee for approval. All such minutes shall be filed with the records of the Company.

**B. Subcommittees.** The Committee may form subcommittees of two or more members and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided that the Committee may not delegate to a subcommittee any power or authority required by the Governing Rules to be exercised by the Committee as a whole.

**C. Advisors.** The Committee shall have the authority to retain and obtain advice from any consultants, legal counsel or other advisors, including search firms to identify director candidates, and shall likewise be responsible for the appointment, compensation and oversight of any such advisors. The Committee may direct the proper officers of the Company to pay the fees and expenses of any such advisors. The Committee shall comply with all applicable requirements of the Governing Rules in connection with its retention of and relationship with any of its advisors.

**D. Charter Review.** The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

**E. Committee Self-Evaluation.** The Committee shall annually review its own performance and report its findings to the Board.

**F. Reports.** The Committee shall make regular reports of its meetings and activities to the Board.

Revised: August 2017

Last Reviewed: August 2018