

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 (also referred to as the “Committee”) are to develop and maintain the Company’s corporate governance policies and to identify, evaluate, recruit and recommend for nomination by the Board of Directors qualified candidates for Board membership.

Membership

The Governance and Nominating Committee shall consist of at least three members of the Board of Directors appointed from time to time by the Board of Directors. Each duly appointed member of the Committee shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors. Each Committee member shall be “independent” and have no “material connection with the Company” other than the member’s seat on the Board of Directors, each in accordance with any applicable rules and regulations of the Securities and Exchange Commission and the listing standards of the New York Stock Exchange. For the purposes of the preceding sentence, “material connection with the Company” shall mean a standard or relationship (personal, financial or otherwise, and either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) that would impact a member’s ability to exercise independent judgment. A member’s “independence” and any “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 chair. 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 chair 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, any search firms used to identify director candidates 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 membership of the Board, including:

- establishing the criteria for Board membership, which criteria should cover, among other things, relevant experience, desired skill sets, a thorough understanding of the Board’s fiduciary duty to act in the best interests of the Company and its shareholders, and diversity in gender, ethnicity, race, age, cultural framework, economic background and geographic origin, in addition to other personal and professional characteristics, experiences and competencies;

- identifying, evaluating, recruiting and recommending candidates for (i) approval by the Board to fill new positions and vacancies on the Board or (ii) nomination by the Board to stand for election by the shareholders at annual or special meetings;
- developing and implementing appropriate plans for director succession;
- reviewing candidates recommended by shareholders; and
- conducting the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates.

The Committee's duties and responsibilities are also:

- 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 Conduct;
- 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 review the Company's standards for director independence;
- 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, and make any determinations under such policy;
- to consider and recommend to the Board whether the positions of Board Chair and Chief Executive Officer should be held by the same person or by separate individuals;
- to evaluate, in consultation with the Board Chair, 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, including the cash and equity components thereof;
- 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 Amended and Restated 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 oversee and review, in coordination with the Company's management committee, the formulation and execution of the Company's corporate citizenship and sustainability strategy, including providing input on the Company's public reporting on such topics and potential impacts on the Company's sustainability and corporate citizenship profile and reputation;
- to oversee and review the Company's policies and practices regarding public policy advocacy and political activities, including political contributions, lobbying and support of organizations that may engage in political activity;
- to prepare and effect an annual performance evaluation of the Committee, in a manner as the Committee deems appropriate; and

- to review and discuss this Committee Charter periodically at such 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.

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