

PRIMERICA, INC.
CORPORATE GOVERNANCE COMMITTEE CHARTER
Adopted on March 31, 2010 and revised as of May 20, 2016

Mission

The Corporate Governance Committee (the “Committee”) of Primerica, Inc. (the “Company”) takes a leadership role in shaping corporate governance policies and practices, including recommending to the Board of Directors the Corporate Governance Guidelines applicable to the Company (the “Guidelines”) and monitoring the Company’s compliance with said policies and Guidelines.

The Committee is responsible for identifying individuals qualified to become Board members, recommending to the Board the director nominees to be considered for election at the next annual meeting of stockholders, and leading the Board in its annual review of the Board’s performance.

Membership

The members of the Committee shall meet the independence requirements of the New York Stock Exchange corporate governance rules and all other applicable laws, rules and regulations governing director independence, as determined by the Board. The members of the Committee and the Committee Chair shall be appointed, and may be removed, by the Board. If no Committee Chair is appointed by the Board, the Committee members may designate a Committee Chair by majority vote.

Meetings and Operations

The Committee shall meet as often as it deems necessary to perform its duties and discharge its responsibilities, but not less frequently than four times per year. Meetings of the Committee may be held in person or by telephone. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee.

All non-management directors who are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may request that any directors, officers, other employees, or other persons whose advice and counsel is sought by the Committee attend any meeting of the Committee. The Committee shall regularly meet in executive session without any members of executive management present.

The Committee Secretary shall prepare minutes for each Committee meeting. A draft of the minutes from each meeting will be circulated to the Committee members and approved by the Committee members at a subsequent Committee meeting.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- Review and assess the adequacy of the Company’s policies and practices on corporate governance, including the Guidelines, and recommend any proposed changes to the Board for approval.

- Review and assess the adequacy of the Company's Code of Conduct, the Financial Code of Ethics and other internal policies and guidelines.
- Review requests for any waiver of the Company's Code of Conduct and recommend to the Board whether a particular waiver should be granted.
- Review the appropriateness of the size of the Board relative to its various responsibilities. Review the overall composition of the Board, taking into consideration such factors as business experience and specific areas of expertise of each Board member, and make recommendations to the Board as necessary.
- In consultation with the Board and the Company's Chief Executive Officer (the "CEO"), either the Committee as a whole or a subcommittee thereof shall, as part of its executive succession planning process, evaluate and nominate one or more potential successors to the CEO. The Committee will also periodically report to the Board on CEO succession.
- In consultation with the CEO, review the talent development process within the Company to ensure it is effectively managed. Senior Management will regularly report to the Committee regarding its talent and performance review process for key executive management members and other high potential individuals. The purpose of the performance and talent review is to ensure that there is a sufficient pool of qualified internal candidates to fill senior and leadership positions and to identify opportunities, performance gaps and next steps as part of the Company's executive succession planning and development process, all of which shall be reviewed with the Committee.
- Develop appropriate criteria and make recommendations to the Board regarding the independence of directors and director-nominees.
- Recommend to the Board the number, identity and responsibility of Board committees, and recommend to the Board individual directors for appointment to such committees.
- Review the adequacy of the charters adopted by each committee of the Board, and recommend that the Board adopt changes as deemed necessary by the Committee.
- Assist the Board in developing criteria for identifying and selecting qualified individuals who may be nominated for election to the Board, which shall reflect at a minimum all applicable laws, rules, regulations and listing standards.
- Consider nominations for Board membership recommended by security holders.
- Assist the Board in developing processes and procedures for evaluating Board member nominees recommended by security holders.
- Recommend to the Board the slate of nominees for election to the Board at the Company's annual meeting of stockholders.
- As the need arises to fill vacancies, actively seek individuals qualified to become Board members and recommend individuals to the Board as nominees to fill vacancies on the Board.

- Periodically assess the effectiveness of the Board in meeting its responsibilities and representing the long-term interests of stockholders.
- Exercise oversight over the Company's government relations and public affairs functions, including contributions to the Primerica Political Action Committee and corporate contributions to candidates for political office, and receive regular reports from management with respect to these areas
- Exercise oversight over the compliance function (as managed by the Company's Chief Compliance and Risk Officer) and receive regular reports from management with respect to that area.
- Annually recommend to the Board for election the Lead Director, the Chairman of the Board and the officers.
- Report annually to the Board with an assessment of the Board's performance.
- Monitor the orientation program for new directors and support participation by directors in continuing education programs.
- Nominate candidates, at least annually, for the limited purpose of compliance with New York Insurance Law §1202(b)(2), Independent Directors and Committees of the Board of Directors, (the "NY Law"), for election to the Board of Directors of National Benefit Life Insurance Company ("NBL"), the Company's New York-domiciled life insurance company (which candidates will be elected by Primerica Life Insurance Company, NBL's sole stockholder).
- Conduct an annual review of the Committee's performance and report the results to the Board. Periodically assess the adequacy of this charter and approve changes as needed.
- Regularly report to the Board on the Committee's activities.
- Obtain advice and assistance, as needed, from internal or external legal counsel, accounting firms, search firms or other advisors, with the sole authority to retain, terminate and negotiate the terms and conditions of the assignment.
- Delegate responsibility to subcommittees of the Committee as necessary or appropriate, provided such delegation is not prohibited by applicable law or regulation.
- Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

Funding and Resources

Company personnel will be available to the Committee to provide pertinent data and information requested by the Committee. Furthermore, the Company shall provide adequate funding, as determined by the Committee, for payment of reasonable compensation to any outside advisors retained by the Committee.