

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

**Mission**

The Compensation Committee (the “Committee”) of Primerica, Inc. (the “Company”) is responsible for determining the compensation for the Company’s Chief Executive Officer (the “CEO”), approving the compensation plans, policies and programs of the Company applicable to those officers of the Company (including the CEO) that are determined by the Board to be “officers” under Section 16 of the Securities Exchange Act of 1934 (the “Securities Exchange Act”) (collectively, “Senior Management”) in accordance with guidelines established by the Committee from time to time, and reviewing broad-based and special compensation plans across the Company.

**Membership**

The Committee shall consist of at least three members of the Board of Directors (the “Board”), each of whom shall meet the independence, experience, and expertise requirements of the New York Stock Exchange and other applicable laws and regulations. At least two members of the Committee shall qualify as “non-employee directors” as defined under Section 16 of the Securities Exchange Act and as “outside directors” under Section 162(m) of the Internal Revenue Code. The members of the Committee and the Committee Chair shall be appointed by, 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:

## Executive Compensation Matters

- Establish, review and when appropriate make changes to the executive compensation principles, philosophy, and strategy that guide executive pay decisions.
- Annually review and approve corporate goals and objectives relevant to CEO compensation and evaluate the CEO's performance in light of these goals and objectives. Based on such evaluation, annually review and determine the base salary, incentive compensation and long-term compensation for the CEO. In determining long-term incentive compensation of the CEO, the Committee shall consider, among other factors, the Company's performance, the individual's performance, the value of similar incentive awards to individuals at these positions at comparable companies and, if appropriate, the awards given to the CEO in past years.
- If the Chairman of the Board of Directors is also a Company employee, the Committee shall determine such Chairman's compensation in the same manner as CEO compensation.
- If satisfaction of the objectives will be used to determine incentive compensation then (a) annually review the objectives of the executive officers whose compensation for the prior fiscal year was described (or is expected to be described) in that year's proxy statement (collectively, the "NEOs") and (b) approve the objectives of members of the Executive Team.
- After consultation with the CEO, determine the base salaries, incentive compensation and long-term incentive compensation for members of the Executive Team other than the CEO.
- Review and make recommendations to the Board regarding the forms of employment agreements, severance arrangements and change in control agreements and provisions for members of Senior Management, including the CEO, when, and if, appropriate.
- Annually review and discuss the Compensation Discussion and Analysis with Management, and, if appropriate, recommend to the Board that the Compensation Discussion and Analysis be included in the Company's filings with the Securities and Exchange Commission (the "SEC").
- With respect to the proxy statements that include approval of the Company's executive compensation, recommend that the Board recommend approval of the Company's executive compensation program to the stockholders.
- Prepare an annual report for inclusion in the Company's proxy statement.

## Risk Management Matters

- Meet at least annually with an independent compensation consultant to discuss, evaluate and review the Company's policies and practices of compensating its employees, including non-executive officers, as they relate to risk management practices and risk-taking incentives, including:
  - The general design philosophy of the Company's compensation policies and practices for employees whose behavior would be most affected by the incentives established by such policies and practices, as such policies and practices relate to or affect risk taking by employees on behalf of the Company, and the manner of their implementation;

- The Company's risk assessment or incentive considerations, if any, in structuring its compensation policies and practices or in awarding and paying compensation;
  - How the Company's compensation policies and practices impact risk to the Company resulting from the actions of employees in both the short term and the long term; and
  - Material adjustments the Company has made to its compensation policies and practices as a result of changes in its risk profile.
- Take such action as the Committee deems necessary to limit risks relating to compensation after the risk-related reviews described above.

### Plan Matters

- After consultation with the CEO, authorize, approve, amend and/or terminate any new or existing Senior Management compensation and benefit plans, including incentive-compensation and equity-based plans.
- Make recommendations to the Board regarding the creation, authorization, approval, amendment and/or termination of any new or existing non-employee director compensation and benefit plans.
- Administer and interpret the Company's Amended and Restated 2010 Omnibus Incentive Plan and other equity plans, if any (collectively, the "Incentive Plan"), including, as the Committee deems appropriate, granting awards under such Plan and adopting administrative rules, regulations, procedures and guidelines governing the Incentive Plan and awards under the Incentive Plan.
- Administer and interpret any Company plan that provides for the purchase of its securities by its employees, agents, or independent contractors (the "Purchase Plans"), including, as the Committee deems appropriate, adopting administrative rules, regulations, procedures and guidelines governing such Purchase Plans.
- Appoint the members of the Company's Plans Administration Committee (the "Plans Administration Committee"). The members of the Plans Administration Committee may be, but are not required to be, directors of the Company.
- Review periodic presentations from the Plans Administration Committee relating to the status of the Company's 401(k) Plan.
- The Committee may delegate the powers and functions described under this subheading "Plan Matters" to the respective Plan Administrators, or other appropriate committees or individuals, if such delegation is consistent with the Company's overall compensation policies, provided however, that the Committee may not delegate the power to: (i) create, authorize, approve, amend and/or terminate any new or existing incentive compensation or equity-based plan in which members of Senior Management or directors participate; or (ii) terminate, or substantially reduce or freeze benefits or future accruals under, any plan other than welfare benefit plans.

### National Benefit Life Insurance Company

- With respect to National Benefit Life Insurance Company ("NBL"), the Company's New York-domiciled life insurance subsidiary, the Compensation Committee, 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"), shall:
  - Evaluate the performance of officers deemed by the Committee to be principal officers of NBL.
  - Recommend to Primerica Life Insurance Company, NBL's sole stockholder, the selection and compensation of the principal officers of NBL.
- In carrying out these responsibilities, the Compensation Committee shall be deemed, consistent with the provisions of the NY Law, to be the "compensation committee" of NBL solely for purposes of the NY Law. It is not intended that the Compensation Committee shall be, or shall be deemed to be, the compensation committee of NBL for any other purpose. It is not intended that any member of the Compensation Committee shall be, or shall be deemed to be, a director, officer or agent of NBL as a result of assuming or carrying out the responsibilities required by the NY Law.

### Other Responsibilities

- Regularly report to the Board on the Committee's activities.
- Conduct an annual review of the Committee's performance and report the results to the Board. Periodically assess the adequacy of this charter and recommend changes to the Corporate Governance Committee as needed.
- In its sole discretion and subject to the other provisions of this charter, retain or obtain the advice and assistance, as needed, from compensation consultants, independent legal counsel, and other compensation advisors, with the direct responsibility to appoint, compensate and oversee the work of any such advisors retained by the Committee. Relationships with compensation consultants shall be disclosed in accordance with applicable law.
- The Committee may select compensation consultants, independent legal counsel or other advisor to the Committee only after taking into consideration all factors relevant to that person's independence from Management, including the six factors specified in Rule 10C-1 of the Securities Exchange Act.
- Receive notification from Management prior to the hiring of any compensation consultants by the Company; provided that the Company shall not engage a compensation consultant used by the Committee without the Committee's prior written consent.
- Receive reports at least annually regarding the status of compliance by Senior Management and directors with any applicable stock ownership guidelines.

- Delegate responsibility as expressly set forth in this charter, or 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 a compensation consultant, independent legal counsel or any other advisor retained by the Committee.