

Question 6

Pursuant to the Corporate Governance Principles, the Committee shall make recommendations and nominations for Board Committees, Committee chairpersonships and the position of Lead Director. Except in unusual circumstances these recommendations and nominations shall be made for consideration and approval at the November Board meeting for terms beginning on January 1, of the following year.

Nomination of Director Candidates

Nomination of Lead Director. The Governance and Nominating Committee shall recommend an independent director as Lead Director. Prior to any Board deliberations on the subject of Lead Director, the Governance and Nominating Committee shall consult with all directors to gather information on the criteria for nomination and preferences on who should be nominated from among the incumbent Independent Board members. The Governance and Nominating Committee, leading to a recommendation to the Board of a Lead Director, shall consider the results of these consultations in Executive Session. The Independent Board members shall vote on the recommendation(s) of the Governance and Nominating Committee. Should the nominee(s) not receive a majority of the votes of the Independent Board members, the Governance and Nominating Committee shall make another nomination which shall be voted on by the Independent Board members. This process shall continue until a Lead Director is elected. Upon confirmation by the Independent Board members, such confirmed Lead Director shall serve for the term prescribed in the Corporate Governance Principles.

Should a member of the Governance and Nominating Committee be among the final members considered for Lead Director, that member shall not be party to the consultation interview with the CEO.

Recruitment, Nomination, and Education of Board Members. The Committee shall establish procedures for the director nomination process and pursuant to that process shall evaluate and recommend nominees qualified to become members of the Board.

The Committee shall broadly cultivate sources for identifying potential nominees including the CEO and Chairperson of the Board, Directors, senior management, and others.

The Committee shall consider director candidates proposed by the Company's Chairperson of the Board of Directors, CEO, Directors and other interested persons as these persons are particularly positioned to be able to understand the needs of the Company and the particular characteristics of a potential Board member which would be valuable to the Company. To recommend a prospective director candidate for the Committee's attention, all interested parties may submit the candidate's name, qualifications, including whether the candidate satisfies the requirements set forth in these Principles, and other relevant biographical information in writing to the Chairperson, Governance and Nominating Committee, OneAmerica, One American Square, P. O. Box 368, Indianapolis, IN 46206-0368.

The Committee shall review with the Board on an annual basis the appropriate skills and characteristics required for the Board in the context of the strategic direction of the Company and the background for nominees and their qualifications for the Company's Committees.

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The Corporate Governance Principles provide that Directors shall exhibit and embrace the highest personal and professional integrity, diversity of experience, enterprise acumen, mature judgment, and the ability to represent the long-term interests of the Company, its members, policyholders, and its stakeholders (including, but not limited to, employees and the communities where the Company operates). Also, members of the Board shall have an objective perspective and actively and constructively participate in meetings and the strategic decision-making processes of the Board and its Committees. While Board members must be advocates of the Company, they must also be comfortable with rigorous assessment, focused questions, stimulating candid discussion, persistent clarification, direct feedback, and alternative perspectives and options.

The Committee shall coordinate due diligence inquiries for director nominees prior to their election to the Board.

The Committee shall promote the quality of directors through continuing education experiences. The Company shall establish a plan for the reimbursement of expenses associated with director education and development.

The major duties and responsibilities of the Committee noted here, while representative, are not exhaustive. The Committee may perform such other duties and responsibilities as are consistent with its purpose and as the Committee shall deem appropriate. The Committee shall also perform such duties as the Board may from time to time assign to it.