

**AFLAC INCORPORATED**  
**CHARTER OF THE COMPENSATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS ADOPTED AS OF JUNE 20, 2013**

The purposes of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Aflac Incorporated (the "Company") shall be to oversee the Company's compensation and employee benefit plans and practices, including its executive compensation plans and its incentive-compensation and equity-based plans; to review and discuss with management the Company's compensation discussion and analysis ("CD&A") to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission ("SEC"); to prepare the Compensation Committee Report as required by the rules of the SEC; and to perform such further functions as may be consistent with this Charter or assigned by applicable law, the Company's articles of incorporation or bylaws or the Board.

**COMPOSITION, MEETINGS AND PROCEDURES**

The Committee's composition, meetings and procedures shall be governed by the following provisions:

1. The Committee shall be comprised of three or more directors, each of whom shall be qualified to serve on the Committee pursuant to the listing standards of the New York Stock Exchange (the "NYSE"), Rule 10C-1(b)(1)(ii)(A)-(B) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and any additional requirements the Board deems appropriate. Members of the Committee shall also qualify as "non-employee directors" within the meaning of Exchange Act Rule 16b-3 and "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code")
  - Members of the Committee, as well as its Chairperson, shall be recommended by the Corporate Governance Committee and elected annually to one-year terms by majority vote of the whole Board
  - Any vacancy filled by majority vote of the whole Board
  - Removal by majority vote of the directors then in office who qualify as independent directors ("Independent Directors") under the listing standards of the NYSE
2. The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter
  - Committee shall meet at least twice annually
  - Chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee
  - Majority of the members of the Committee present in person or by any means of communication by which all persons participating in the meeting may simultaneously hear each other during the meeting shall constitute a quorum

3. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

- No subcommittee shall consist of fewer than two members
- The Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole

4. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests

5. The Committee shall deliver a report on the meeting to the Board and keep written minutes of its meetings

## **DUTIES AND RESPONSIBILITIES - EXECUTIVE COMPENSATION**

The Committee shall have the following responsibilities:

1. Review at least annually the goals and objectives of the Company's executive compensation plans, and amend, or, to the extent an amendment requires Board approval, recommend that the Board amend, these goals and objectives if the Committee deems it appropriate

2. Review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt new, or amend existing, executive compensation plans, or, to the extent an amendment or such adoption requires Board approval, recommend to the Board the adoption of new, or the amendment of existing, executive compensation plans

3. Evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Company's executive compensation plans

a. Either as a Committee or together with the other Independent Directors (as directed by the Board), determine and approve the Chief Executive Officer's compensation level based on this evaluation

b. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider all relevant factors, including:

- The Company's performance and relative shareholder return
- The value of similar awards to chief executive officers of comparable companies
- The awards given to the Chief Executive Officer of the Company in past years

4. Evaluate annually the performance of the other executive officers of the Company in light of the goals and objectives of the Company's executive compensation plans
  - a. Either as a Committee or together with the other Independent Directors (as directed by the Board), review and approve the compensation level of such other executive officers based upon the recommendation of the CEO
  - b. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including at least the factors applicable with respect to the Chief Executive Officer, as well as the CEO's recommendation
5. Review and approve any severance or termination arrangements to be made with any executive officer of the Company
6. Perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any executive compensation plan
7. Review perquisites or other personal benefits to the Company's executive officers and directors and recommend any changes to the Board
8. Review and discuss with management the Company's CD&A, and based on that review and discussion, recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K
9. Prepare the Compensation Committee Report in accordance with all applicable rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K
10. Consider the results of the most recent shareholder advisory vote on executive compensation as required by Section 14A of the Exchange Act and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of executive officer compensation
11. Review and approve, to the extent it deems necessary, the terms of any compensation "clawback" or similar policy or agreement between the Company and the Company's executive officers or other employees subject to Section 16 of the Exchange Act
12. Notwithstanding anything to the contrary in the foregoing, the Committee shall have sole discretion and authority with respect to any action regarding compensation payable to the Chief Executive Officer or other executive officers of the Company that the Committee intends to constitute "qualified performance-based compensation" for purposes of Section 162(m) of the Code and the Treasury Regulations promulgated thereunder

**DUTIES AND RESPONSIBILITIES – NON EMPLOYEE DIRECTOR  
COMPENSATION**

13. Recommend to the Board a policy regarding non-employee director total compensation and recommend to the Board non-employee director compensation consistent with the policy

**DUTIES AND RESPONSIBILITIES -  
INCENTIVE COMPENSATION AND EQUITY-BASED PLANS**

14. Review at least annually the goals and objectives of the Company's incentive-compensation and equity-based plans, and amend, or, to the extent an amendment requires Board approval, recommend that the Board amend, these goals and objectives if the Committee deems it appropriate

15. Review at least annually the Company's incentive-compensation plans and equity-based plans in light of the goals and objectives of these plans, and amend, or, to the extent an amendment requires Board approval, recommend that the Board amend, these plans if the Committee deems it appropriate

16. Review all equity-compensation plans to be submitted for stockholder approval under the NYSE listing standards, and review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such stockholder approval requirement

17. Perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any incentive-compensation or equity-based plan

18. Review the Company's incentive compensation arrangements to determine whether they encourage unnecessary or excessive risk-taking, review at least annually the relationship between the Company's compensation and risk management policies and practices, and evaluate compensation policies and practices that could mitigate any such risk

**DUTIES AND RESPONSIBILITIES -  
OTHER COMPENSATION AND EMPLOYEE BENEFIT PLANS**

19. Review at least annually the goals and objectives of the Company's general compensation plans and other employee benefit plans, and amend, or, to the extent an amendment requires Board approval, recommend that the Board amend, these goals and objectives if the Committee deems it appropriate

20. Review at least annually the Company's general compensation plans and other employee benefit plans in light of the goals and objectives of these plans, and amend, or, to the extent an amendment requires Board approval, recommend that the Board amend, these plans if the Committee deems it appropriate

21. To the extent the responsibility is assigned to the Board or the Committee under the terms of the Company's general compensation plans and other employee benefit plans (including without limitation tax-qualified retirement and savings plans and welfare benefit plans), appoint one or more persons (including a committee as appropriate) to carry out the various administrative and, as applicable, investment duties imposed under the terms of such plans, monitor the performance of those serving in such positions and their continuing suitability to serve in such positions, and remove them from such positions if they do not or are unable to properly discharge their duties in respect of the plans

22. Perform other such duties and responsibilities as may be assigned to the Board or the Committee under the terms of the Company's general compensation plans and other employee benefit plans

#### **DUTIES AND RESPONSIBILITIES - ANNUAL ASSESSMENT OF THE COMMITTEE**

23. Perform an annual assessment of the Committee, including an assessment of whether this Charter should be amended in any way and recommend such changes to this Charter as the Committee deems necessary or appropriate

24. Report (orally or in writing, as the Committee shall deem appropriate) the findings of such assessment to the Board

#### **DUTIES AND RESPONSIBILITIES –OUTSIDE ADVISERS**

25. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser

26. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee, the expense of which shall be borne by the Corporation

27. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

a. The provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other adviser;

b. The amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;

c. The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of

interest:

d. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;

e. Any stock of the Corporation owned by the compensation consultant, legal counsel or other adviser; and

f. Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Corporation

28. The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than: (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Corporation, and that is available generally to all salaried employees; or providing information that either is not customized for the Corporation or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice

29. Nothing herein requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other compensation adviser

30. The Committee may select or receive advice from any compensation consultant, legal counsel or other compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above

31. Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties

## **ROLE OF THE CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer may make, and the Committee may consider, recommendations to the Committee regarding the Corporation's compensation and employee benefit plans and practices, including its executive compensation plans, its incentive-compensation and equity-based plans with respect to executive officers other than the Chief Executive Officer and the Corporation's director compensation arrangements. The CEO shall also recommend to the Committee for its review and approval any salary changes, annual and longer term incentive awards, equity grants or other forms of compensation provided to the other individual executive officers