

## CITIZENS, INC.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Adopted June 7, 2016

#### A. Purpose

The purposes and responsibilities of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Citizens, Inc. (the “Company”) are to:

1. identify, recruit, and recommend to the Board individuals qualified to serve on the Company’s Board for election by shareholders at each annual meeting of shareholders and to fill vacancies on the Board;
2. develop, recommend to the Board, and assess corporate governance policies for the Company;
3. oversee the evaluation of the Board; and
4. apprise the Board of corporate governance developments and practices, taking into account the long-term best interests of all Company shareholders and the Company’s controlled-company status under New York Stock Exchange (“NYSE”) Rules.

#### B. Structure and Membership

1. Number and Independence. The Committee shall consist of at least three directors, at least one of whom is a director elected by the holders of the Class B common stock, and a majority of whom are independent under NYSE criteria.
2. Chair. The Committee shall elect a Chair by majority vote.
3. Compensation. The compensation, if any, of the Committee members shall be as determined by the Board.
4. Selection and Removal. Members of the Committee shall be appointed by the Board. The Board may remove members of the Committee from such committee, with or without cause, by majority vote.

#### C. Responsibilities

Qualifications of Directors. The Committee will meet periodically to assess, develop, and communicate with the Board concerning matters relating to the qualifications of directors, including: individual director performance, expertise, experience, qualifications, attributes, diversity, skills and willingness to serve actively; the number of other public and private company boards on which a director candidate serves; and other appropriate factors.

Director Nominees and Vacancies. The Committee will lead in identifying, interviewing, vetting and recruiting candidates for the Board. The Committee will recommend to the Board the number of directors, the composition of the Board and a slate of nominees for election as directors at the Company's annual meeting of shareholders. The Committee will develop and periodically review the Company's policies with respect to shareholder nominations. The Committee will also fill vacancies on the Board from time to time, subject to legal rights, if any, of other parties to nominate or appoint directors.

Committee Appointments. If and when requested by the Board, the Committee will identify and recommend to the Board potential appointees to be selected by the Board for service on the Board committees.

Committee Oversight. The Committee will recommend to the Board such changes to the Board's committee structure and committee functions as the Committee deems advisable. The Committee will also confirm that each standing committee of the Board has a charter in effect, that such charter is reviewed at least annually by its committee and that each charter complies with all applicable rules and regulations.

Corporate Governance Policies, Principles and Guidelines. The Committee will review periodically and have oversight over the Company's corporate governance guidelines and policies and recommend changes when appropriate.

Evaluations. The Committee will assist the Board in its annual performance review. The Committee will also review the qualifications and independence of the members of the Board and its various committees on a periodic basis and make any recommendations the Committee may deem appropriate from time to time concerning the membership or composition of the Board and its committees.

Best Practices. The Committee will assist the Board in monitoring best corporate governance practices and related developments and issues, in the context of the Company's shareholder profile and "controlled company" status under NYSE rules.

#### **D. Procedures and Administration**

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities, or at least annually. The Committee may act by unanimous written consent in lieu of a meeting. The Committee shall keep minutes or other written records of its meetings as it shall deem appropriate.
2. Reports to Board. The Committee shall report regularly to the Board.
3. Committee Access and Information. The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's responsibilities.
4. Charter. At least annually, the Committee shall review and reassess the adequacy of this Charter, and, as necessary, recommend any proposed changes to the Board for approval.

5. Advisers. In its sole discretion, the Committee may retain, at the Company's expense, and terminate any search firm used to identify director candidates or other advisers to the Committee and to approve related fees and other retention terms.
6. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance and report its findings to the Board.
7. Delegation. The Committee may form and delegate authority to an individual member or subcommittees of its members if it determines that such action is appropriate under the circumstances.