Horace Mann Educators Corporation

2020 Meeting Notice & Proxy Statement

Annual Meeting of Shareholders

horacemann.com

Horace Mann®
Serving educators since 1945

Springfield, Illinois

April 6, 2020

Dear Shareholder,

You are cordially invited to virtually attend the Annual Meeting of Horace Mann Educators Corporation to be held at 9:00 a.m. Central Daylight Saving Time on Wednesday, May 20, 2020. We are pleased to announce that this year's Annual Meeting will be via live webcast on the Internet. You will be able to attend the Annual Meeting and vote during the live webcast by visiting www.virtualshareholdermeeting.com/HMN2020 and entering the 16-digit control number included in our Notice of Internet Availability of Proxy Materials, on your proxy card or in the instructions that accompanied your proxy materials.

We will be taking questions from Shareholders only in advance of the meeting to reduce the risk of technology problems. If you have questions, please email them to 2020ShareholderMeeting@horacemann.com by May 15, 2020. As time permits, we will answer as many questions as possible.

We encourage you to read the Proxy Statement and vote your shares as soon as possible. You may vote online, by telephone or by completing and returning a proxy card. Specific voting instructions are set forth in the Proxy Statement, the Notice of Internet Availability of Proxy Materials and the proxy card. You may revoke your voted proxy at any time prior to the meeting or vote electronically during the virtual meeting.

We look forward to having you join us for the virtual meeting. If you vote by proxy and do not plan to attend, let us know your thoughts about Horace Mann either by letter or by comment on the proxy card.

Sincerely,

H. Wade Reece
Chairman of the Board

Marita Zuraitis
President & Chief Executive Officer

Annual Meeting of Shareholders | Meeting Notice

Horace Mann Educators Corporation

1 Horace Mann Plaza

Springfield, Illinois 62715-0001

The approximate availability date of the Proxy Statement and the proxy card is April 6, 2020. Your vote is important. Even if you do not plan to participate in the Annual Meeting, the Board of Directors urges you to vote via the Internet, by telephone or by returning a proxy card. If you vote via the Internet or by telephone, do not return your proxy card. You may revoke your proxy at any time before the vote is taken at the Annual Meeting, provided that you comply with the procedures set forth in the Proxy Statement that accompanies this Notice of Annual Meeting of Shareholders. If you participate in the Annual Meeting, you may vote electronically during the virtual meeting.

A broker is not permitted to vote on the election of directors or the advisory resolution to approve Named Executive Officers' compensation without instructions from the beneficial owner. Therefore, if your shares are held in the name of your broker, bank or other nominee, unless you provide your broker, bank or other nominee with voting instructions, your shares will not be voted regarding these proposals.

We encourage you to read the Proxy Statement and vote your shares as soon as possible.

By order of the Board of Directors,

Donald M. Carley
Corporate Secretary
Springfield, Illinois

Meeting Details

Wednesday, May 20, 2020 9:00 a.m. Central Daylight Saving Time

Meeting live via the Internet - Please visit www.virtualshareholdermeeting.com/HMN2020. To join the meeting, you will need the 16-digit control number included on your Notice, on your proxy card or on the instructions that accompanied your proxy materials.

- Elect the nine Directors named in the Proxy Statement.
- Approve the advisory resolution to approve Named Executive Officers' compensation.
- Ratify the appointment of KPMG LLP, an independent registered public accounting firm, as the Company's auditors for the year ending December 31, 2020.
- Conduct other business, if properly raised.

Record Date: March 24, 2020 - Shareholders registered in the records of the Company or its agents as of the close of business on that date are entitled to receive notice of and to vote at the meeting.

2020 Proxy Statement | Summary

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information you should consider. You should read the entire Proxy Statement carefully before voting.

How to Vote Before the Meeting

By Internet: Go to www.proxyvote.com

By phone: 800-690-6903

By mail: Request a paper proxy card

How to Vote During the Meeting

The meeting will be available at www.virtualshareholdermeeting.com/HMN2020. To join the meeting, you will need the 16-digit control number included on your Notice, on your proxy card or on the instructions that accompanied your proxy materials. Voting will be available during the meeting, but if you have previously voted your shares, you do not need to vote during the meeting.

Voting Matters and Board Vote Recommendation

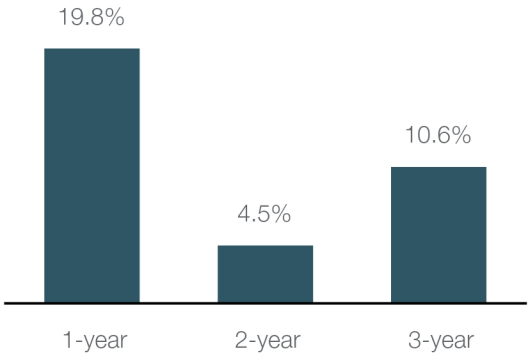
Proposal	Board vote recommendation
Election of Nine Directors (page 4)	FOR each director nominee
Advisory Resolution to Approve Named Executive Officers' Compensation (page 16)	FOR
Ratification of Independent Registered Public Accounting Firm (page 42)	FOR

Fiscal Year 2019 Business Highlights

Horace Mann's strong 2019 results were the culmination of years of work to improve the Company's products, distribution and infrastructure, combined with the positive impact of several transformational actions completed over the course of the year. Net income of $184.4 million increased ten-fold over prior year, mostly due to after-tax realized investment gains on the second quarter annuity reinsurance transaction.

Core earnings* of $92.2 million — a three-fold increase over 2018 — reflected anticipated improvement in the underlying profitability of the Property and Casualty segment and catastrophe losses well below prior year, improved margins in the Retirement segment, and the contribution of the new Supplemental segment.

Total Shareholder Return



To determine annual compensation incentive awards, the Compensation Committee makes adjustments to core earnings for items that are highly volatile and outside the control of management. On that basis, core earnings would have increased to $104.7 million, as discussed in the Compensation Discussion and Analysis beginning on page 17.

Although broader global issues are creating new challenges, by continuing to build on a strong foundation, the Company expects to make progress over the course of 2020 toward its long-term goals of significantly increasing education market share and reaching a double-digit return on equity.

Highlights of 2019 performance include:

- Culmination of multi-year effort to substantially improve profitability in the Property and Casualty segment. The reported combined ratio of 96.5% was the best full-year result since 2015, and surpassed the goal for improvement in the auto underlying loss ratio established in 2017. In addition, full-year 2019 results benefited from a lower level of catastrophe losses than 2018, which included the Camp Fire in California.
- Reinsurance of $2.9 billion legacy annuity block of business with 4.5% minimum crediting rates that greatly reduced the Retirement segment's exposure to declining interest rates and freed up capital used to acquire the higher-margin Supplemental business in July.
- New Supplemental segment, added through the acquisition of National Teachers Associates Life Insurance Company ("NTA"), allows Horace Mann to provide an expanded suite of in-demand solutions for educator customers, while at the same time diversifying sales and earnings results to reduce volatility. In the second half of 2019, the Supplemental segment added $0.43 to EPS.

Acquiring NTA accelerated progress on each component of Horace Mann's initiatives to improve its products, distribution and infrastructure:

- Addition of in-demand supplemental insurance products to the Company's suite of educator solutions. These coverages, such as cancer, heart and accident, offer a defined-dollar benefit that allows educators to address unexpected events without dipping into their retirement or other savings.
- Addition of 220 agents with school worksite marketing experience. The Company completed sales training and licensing on Supplemental products for Horace Mann agents in 2019, and initiated pilot programs to cross-sell Horace Mann products to NTA's 150,000 educator households.
- Strong infrastructure and a talented management team focused on operational excellence and delivering great customer experiences.

Other actions that supported product, distribution and infrastructure initiatives over the course of the year included the acquisition of Benefit Consultants Group, Inc. ("BCG"), which improves Horace Mann's business-to-business value proposition, and the second phase launch of the Guidewire P&C implementation in Illinois. The new administration system provides substantial customer experience improvements, as well as improved data segmentation and analysis, digital capabilities and ease of use. Over the course of 2020, the Company plans to on-board its largest states, representing about 60% of customers.

2019 results also reflected steps taken to streamline the Company's organizational structure, as well as implementations of expense synergies and efficiency projects. These are expected to reduce the operating expense rate by at least $15 million in 2020 and beyond.

Commitment to transparency and dialogue around ESG topics

In line with the Business Roundtable's statement on the purpose of a corporation, Horace Mann believes companies have a fundamental commitment to each of their stakeholder groups: customers, employees, suppliers, communities and shareholders. The statement emphasizes a commitment to transparency and effective engagement with shareholders, which Horace Mann aims to achieve through the financial reporting process, as well as additional disclosures and dialogue around incorporating environmental, social and governance ("ESG") factors into business decisions.

Actions are based on the following goals:

- **Environment**: We prioritize understanding climate change and mitigating associated risk, as well as reducing our environmental footprint. In 2019, Horace Mann published a climate change statement detailing how the Company is identifying, monitoring, managing and mitigating climate change risk.

- **Social**: We strive to have a significant positive social impact as an insurance company and employer. In 2019, Horace Mann formally incorporated ESG factors into the investment management framework of its $6.6 billion portfolio by aligning its ESG Investment Policy with the Principles for Responsible Investment ("PRI") supported by the United Nations.
- **Governance**: We embrace strong corporate governance principles, which help us make the right decisions to achieve Horace Mann's business goals, manage our risks, maintain our financial strength, and take care of our employees, agents, customers and communities. In 2019, Horace Mann adopted a Human Rights Statement that outlines specific actions and policies that demonstrate respect for the human rights of employees, customers, community residents, vendors and partners.

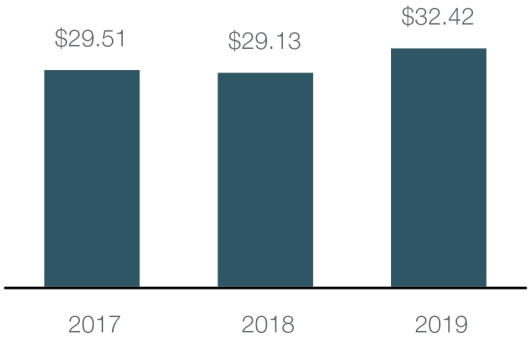
For more information, view the 2018-2019 Corporate Social Responsibility Report, which is not part of this Proxy Statement, at csr.horacemann.com.

Focused on long-term shareholder value

Creating long-term shareholder value remains a priority for Horace Mann. Reported book value per share rose 21% in 2019, while book value excluding unrealized gains rose 11%, primarily reflecting realized gains recognized on assets transferred in the annuity reinsurance transaction, as well as strong earnings.

In March 2020, the Board approved a 4% increase in the shareholder dividend, an annualized estimated payout of $1.20. This represents the 12th consecutive year of a dividend increase. Horace Mann returned $47 million to shareholders in 2019 through dividends. The Company has $23 million remaining on its buyback authorization and continues to evaluate the potential for opportunistic buyback of shares. Since 2011, repurchases have totaled $77 million.

Book Value per Share Excluding Unrealized Gains*



For Horace Mann, 2019 was particularly rewarding, with a number of projects coming to fruition. The Company's transformative efforts and multi-year initiatives focused on improving its products, distribution and infrastructure have resulted in a larger, more diverse company with a strong long-term outlook. The Company is better positioned than ever to achieve its corporate vision: To be the company of choice to help all educators achieve lifelong financial success.

Corporate and Compensation Governance Highlights

Director Term: One year

Director Election Standard: Majority vote

Board Meetings in 2019: 8

Board Committees (Meetings in 2019): Audit (12), Compensation (5), Executive (1), Investment & Finance (4), Nominating & Governance (4)

Corporate Governance Materials: investors.horacemann.com - Corporate Overview - Governance Documents

Board Communication: By mail to: Board of Directors, c/o Corporate Secretary, 1 Horace Mann Plaza, Springfield, Illinois 62715. By email to: hmecbofd@horacemann.com

Compensation Governance:

- Hedging transactions and pledging shares are prohibited for all Directors and Executive Officers
- Clawback provisions are applicable to all Executive Officers for both cash and equity awards
- Stock ownership requirements for all Directors and Executive Officers
- Stock option holding requirement post-exercise

2020 Proxy Statement | Table of Contents

2020 Proxy Statement | General Information

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on Wednesday, May 20, 2020. The Proxy Statement and Annual Report and Form 10-K (the "Proxy Materials") are available at proxyvote.com.

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors (the "Board") of Horace Mann Educators Corporation ("HMEC," the "Company" or "Horace Mann") of proxies (that is, the authority to vote shares) from holders of the Company's common stock, par value $.001 per share ("Common Stock"). The proxies will be voted at the Annual Meeting of Shareholders to be held on Wednesday, May 20, 2020 at 9:00 a.m. Central Daylight Saving Time via live webcast at www.virtualshareholdermeeting.com/HMN2020 and at any adjournment or postponement thereof (the "Annual Meeting").

The mailing address of the Company is 1 Horace Mann Plaza, Springfield, Illinois 62715-0001 (telephone number 217-789-2500). This Proxy Statement and the proxy card are first being made available to Shareholders of the Company ("Shareholders") on or about April 6, 2020.

The Board has fixed the close of business on March 24, 2020 as the record date (the "Record Date") for determining the Shareholders entitled to receive notice of and to vote at the Annual Meeting. At the close of business on the Record Date, an aggregate of 41,277,498 shares of Common Stock were issued and outstanding, each share entitling the holder thereof to one vote on each matter to be voted upon at the Annual Meeting. The presence, in person or by proxy, of the holders of a majority of such issued and outstanding shares entitled to vote at the Annual Meeting is necessary to constitute a quorum for the transaction of business at the Annual Meeting. The Company, through bankers, brokers or other persons, also intends to make a solicitation of beneficial owners of Common Stock.

At the Annual Meeting, Shareholders will be asked to: (1) elect nine Directors named in the Proxy Statement to hold office for one-year terms continuing until the next Annual Meeting of Shareholders and until their respective successors have been duly elected and qualified; (2) approve the advisory resolution to approve Named Executive Officers' (as defined on page 16 below) compensation; and (3) ratify the appointment of KPMG LLP, an independent registered public accounting firm, as the Company's auditors for the year ending December 31, 2020.

Shareholders may also be asked to consider and take action with respect to such other matters as may properly come before the Annual Meeting.

Copies of the Company's Annual Report and Form 10-K for the year ended December 31, 2019 ("Annual Report"), including the Company's audited consolidated financial statements, were made available to known Shareholders on or about March 2, 2020.

Safe Harbor Statement and Non-GAAP Measures

Statements included in this document that are not historical in nature are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995 and are subject to certain risks and uncertainties. Horace Mann is not under any obligation to (and expressly disclaims any such obligation to) update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Please refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2019 and the company's past and future filings and reports filed with the Securities and Exchange Commission for information concerning the important factors that could cause actual results to differ materially from those in forward-looking statements.

The historical financial information contained in this document includes measures (marked with * the first time they are presented within this document) that are not based on accounting principles generally accepted in the U.S. ("non-GAAP") such as core earnings, core earnings per share, and book value per share excluding some components of accumulated other comprehensive income. An explanation of these measures is contained in the Glossary of Selected Terms included as Exhibit 99.1 in our most recent Form 10-K and Form 10-Q filed with the SEC and are reconciled to the most directly comparable measures prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP") in the Appendix on page 45.

How to Vote Before the Meeting

1. Via Internet: Go to proxyvote.com to vote via the Internet. Follow the instructions on your Notice of Internet Availability of Proxy Materials ("Notice") or proxy card and the website. If you vote via the Internet, you may incur Internet access charges.
2. By Telephone: If you received paper copies of the proxy materials, call the toll-free telephone number on the proxy card or the website to vote by telephone. You will need to follow the instructions and the voice prompts.
3. By Mail: Request, complete and return a paper proxy card, following the instructions on your Notice.

If you vote via the Internet or by telephone, your electronic vote authorizes the named proxies in the same manner as if you signed, dated and returned your proxy card. If you vote via the Internet or by telephone, you do not need to return your proxy card. Further, shares held in your name as the shareholder of record or as beneficial owner may be voted electronically during the virtual Annual Meeting (www.virtualshareholdermeeting.com/HMN2020). To join the meeting, you will need the 16-digit control number included on your Notice, on your proxy card or on the instructions that accompanied your proxy materials. If you have previously voted your shares, you do not need to vote during the meeting.

If your shares are held in "street name" (that is, in the name of a bank, broker or other holder of record), you will receive a Notice containing instructions from the holder of record that you must follow in order for your shares to be voted. Internet and/or telephone voting also will be offered to Shareholders owning shares through most banks and brokers.

Participants in the Company's stock fund within the Horace Mann 401(k) Plan can direct the trustee to vote their shares via the Internet as directed in the Notice, by telephone as provided on the website or proxy card, or by signing and returning a proxy card.

Voting Rules

Solicitation and Revocation

Your proxy is being solicited by and on behalf of the Board. The persons named in the Form of Proxy have been designated as proxies by the Board. Such persons are Directors of the Company.

Shares of Common Stock represented at the Annual Meeting by a properly executed and returned proxy will be voted at the Annual Meeting in accordance with the instructions noted thereon, or if no instructions are noted, the proxy will be voted in favor of the proposals set forth in the Notice of Annual Meeting. A submitted proxy is revocable by a Shareholder at any time prior to it being voted, provided that such Shareholder gives written notice to the Corporate Secretary at or prior to the Annual Meeting that such Shareholder intends to vote during the meeting or by submitting a subsequently dated proxy. Participation in the Annual Meeting by a Shareholder who has given a proxy shall not in and of itself constitute a revocation of such proxy.

Further solicitation may be made by officers and other employees of the Company personally, by telephone or otherwise, but such persons will not be specifically compensated for such services. Banks, brokers, nominees and other custodians and fiduciaries will be reimbursed for their reasonable out-of-pocket expenses in forwarding soliciting material to their principals, the beneficial owners of Common Stock. The costs of soliciting proxies will be borne by the Company. It is estimated these costs will be nominal.

Shareholder Approval

Shareholders are entitled to one vote per share of Common Stock on all matters submitted for consideration at the Annual Meeting. Under the Company's Bylaws, the affirmative vote of a majority of the shares of Common Stock represented in person or by proxy at the Annual Meeting is required for the election of Directors, approval of the advisory resolution to approve Named Executive Officers' compensation, and the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2020.

Abstentions have the same effect as a vote "against" approval of the matter.

Please note that under New York Stock Exchange ("NYSE") rules, brokers who hold shares of Common Stock in street name for customers have the authority to vote on certain items when they have not received instructions from beneficial owners. With respect to the matters to come before the Annual Meeting, if brokers are not entitled to vote without instructions and therefore cast broker non-votes, the broker non-votes will have no direct effect on the outcome of the vote. However, because each matter requires a majority vote of the outstanding shares present and entitled to vote, a broker non-vote will indirectly work against the matter for which a broker non-vote is cast.

For this Annual Meeting, if you do not give specific instructions, your broker may cast your vote in its discretion on only Proposal No. 3 - Ratification of Independent Registered Public Accounting Firm.

Other Matters

Other than the matters set forth below, the Board has not received any Shareholder proposal by the deadline prescribed by the rules of the Securities and Exchange Commission ("SEC"), and otherwise knows of no other matters to be brought before the Annual Meeting. However, should any other matters properly come before the meeting, the persons named in the Form of Proxy will vote or refrain from voting thereon at their discretion.

2020 Proxy Statement | Proposals and Company Information

Proposal No. 1 - Election of Nine Directors

The Bylaws of the Company provide for the Company to have not less than five or more than 15 Directors. The following ten persons currently are serving as Directors of the Company ("Directors"): Mark S. Casady, Daniel A. Domenech, Stephen J. Hasenmiller, Perry G. Hines, Mark E. Konen, Beverley J. McClure, H. Wade Reece, Robert Stricker, Steven O. Swyers and Marita Zuraitis. The terms of these Directors expire at the Annual Meeting. Mr. Hasenmiller, who has served on the Board for 15 years, is not standing for election. We thank Mr. Hasenmiller for his exemplary service.

Board Qualifications

The Board of Directors believes it is necessary for each of the Directors to possess a variety of qualities and skills. The Nominating & Governance Committee conducts all necessary and appropriate inquiries into the background and qualifications of Board candidates, including the determination of their independence. In addition, the Nominating & Governance Committee has identified areas of expertise that it believes support the Company's business strategy in the short- and long-term, enable the Board to exercise its oversight function and contribute to a well-rounded Board.

The matrix below highlights certain key qualifications and experience of the Board Nominees.

	Financial Services	Insurance	Technology & Innovation	Senior Leadership Experience	Education or Niche Market Background	Finance & Accounting	Brand & Marketing	Investments	Agency Management	Customer Experience
Mark S. Casady	X		X	X		X		X	X	X
Daniel A. Domenech				X	X					X
Perry G. Hines	X	X		X			X	X		X
Mark E. Konen	X	X	X	X		X		X		X
Beverley J. McClure	X	X		X	X	X	X	X		X
H. Wade Reece	X	X		X					X	X
Robert Stricker	X	X				X		X		
Steven O. Swyers	X			X	X	X				
Marita Zuraitis	X	X	X	X	X	X	X		X	X

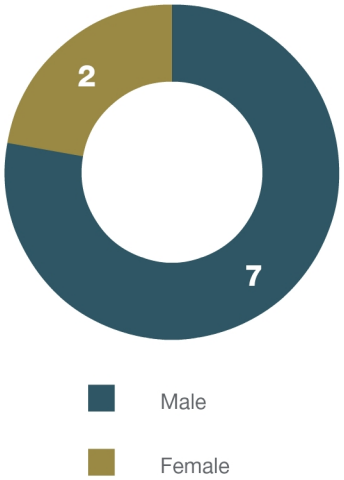
Board Diversity, Age and Tenure

The Nominating & Governance Committee believes that it is important that the Board be comprised of individuals with expertise in fields relevant to the Company's business, experience from different professions, a diversity of age, ethnicity and gender, and a range of tenures.

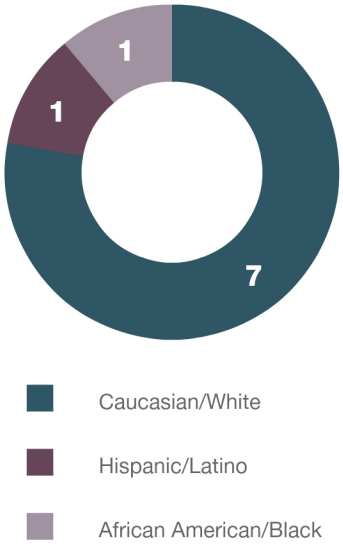
The Nominating & Governance Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole. This assessment includes consideration of experience, perspective, background, skill sets, age, ethnicity, and gender makeup of the current Board as well as the candidate's individual qualities in leadership, character judgment and ethical standards. It also assesses the effectiveness of our interest in diverse candidates.

The Nominating & Governance Committee believes our Board Nominees (as identified below) represent a diverse base of perspectives and reflect the diversity of the Company's employees, customers and Shareholders, as well as an appropriate level of age and tenure, as further illustrated below.

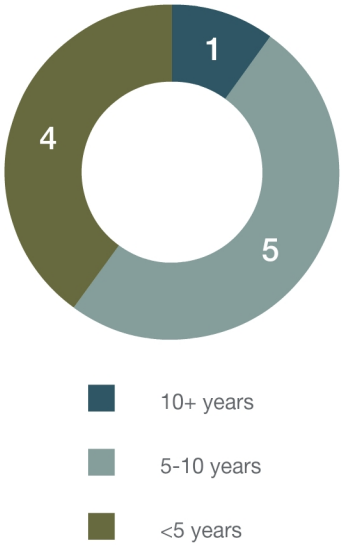
Gender Diversity



Racial/Ethnic Diversity



Tenure

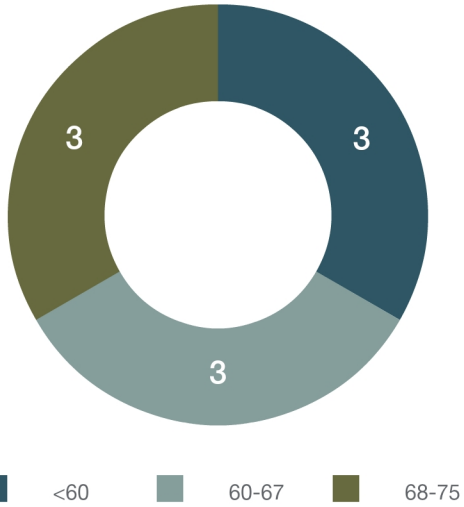


Board Refreshment

The Board and Nominating & Governance Committee regularly consider the long-term makeup of the Board and how the members of the Board change over time. The Board and Nominating & Governance Committee understand the importance of Board refreshment and strive to balance the knowledge that comes from longer-term service on the Board with the new experience, ideas and energy that can come from adding directors to the Board. Directors who are 75 years of age or older may not stand for election in the absence of a specific finding by the Board that there are special circumstances to justify an exception, which supports Board refreshment.

As Horace Mann continues to focus on profitable growth across all lines of business, the integration of recent acquisitions of BCG and NTA, and the ongoing transformation of its technology and operations, we continue to consider Board refreshment opportunities.

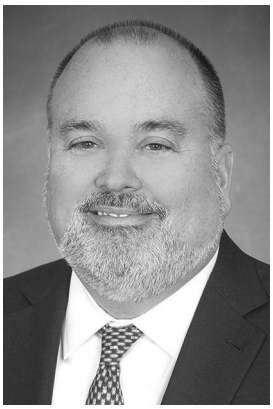
Age



Board Nominees

Upon the recommendation of the Nominating & Governance Committee, the Board nominated Mr. Casady, Dr. Domenech, Mr. Hines, Mr. Konen, Ms. McClure, Mr. Reece, Mr. Stricker, Mr. Swyers and Ms. Zuraitis (the "Board Nominees") to hold office as Directors. The proxies solicited by and on behalf of the Board will be voted "FOR" the election of the Board Nominees unless you specify otherwise. The Company has no reason to believe that any of the foregoing Board Nominees is not available to serve or will not serve if elected, although in the unexpected event that any such Board Nominee should become unavailable to serve as a Director, full discretion is reserved to the persons named as proxies to vote for such other persons as may be nominated, or the Board may reduce the size of the Board. Each Director will serve until the next Annual Meeting of Shareholders and until his or her respective successor is duly elected and qualified.

The following information, as of March 15, 2020, is provided with respect to each Board Nominee:



Mark S. Casady

Age: 59
Director Since: 2019

Horace Mann Committees:
Investment & Finance
Executive

Mr. Casady was Chairman and Chief Executive Officer of LPL Financial Holdings, Inc. ("LPL Financial"), an independent broker dealer, until his retirement in 2017. He joined LPL Financial as Chief Operating Officer in 2002, became President in 2003 and Chairman and Chief Executive Officer at the end of 2005. Before joining LPL Financial, Mr. Casady was managing director of the mutual fund group for Deutsche Asset Management, Americas - formerly Scudder Investments, which he joined in 1994. In 2016, he co-founded Vestigo Ventures, a venture capital firm, which focuses on financing FinTech start-ups. He is General Partner and Chairman of the Advisory Board of Vestigo Ventures.
Mr. Casady previously served on the Boards of Directors of Eze Software Group and Citizens Financial Group, Inc. and the Financial Industry Regulatory Authority ("FINRA") Board of Governors. Mr. Casady also served as the former Chairman of the Insured Retirement Institute.

Mr. Casady's in-depth knowledge of data management and technology, including cybersecurity, brings a unique perspective and assists the Board with its oversight responsibilities related to these matters.

Daniel A. Domenech

Age: 74
Director Since: 2015

Horace Mann Committees:
Nominating & Governance

Dr. Domenech has served as the Executive Director of the American Association of School Administrators, The School Superintendents Association, a professional organization for educational leaders, since July 2008. He is currently Chairman of the Board of the Communities in Schools of Virginia and is a member of the Board of Directors of Learning First Alliance, the Center for Naval Analyses, ACT and Universal Service Administrative Company, where he Chairs the Schools and Libraries Committee. Dr. Domenech is also a past President of the New York State Council of School Superintendents, the Suffolk County Superintendents Association and the Suffolk County Organization for Promotion of Education, and was the first President and co-founder of the New York State Association for Bilingual Education. In addition, he has previously served on the U.S. Department of Education's National Assessment Governing Board, on the Advisory Board for the Department of Defense schools, on the Board of Directors for the Baldrige Award and on the National Board for Professional Teaching Standards. Dr. Domenech has more than 40 years of experience in public education.

Dr. Domenech's experience in public education provides the Board with valuable insight into the Company's niche market and the challenges and opportunities within that market.

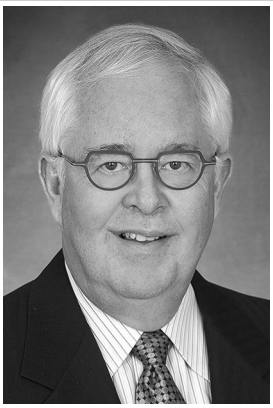
Perry G. Hines

Age: 57
Director Since: 2018

Horace Mann Committees:
Audit
Investment & Finance

Mr. Hines is a retired corporate marketing executive and is the principal and owner of The Hines Group, LLC, a firm he formed in 2006 specializing in marketing, communications and strategic planning. He has over 27 years of cross-sector experience in general management, brand, communications and marketing. Mr. Hines previously served as Senior Vice President, Chief Marketing and Communications Officer for Irwin Mortgage Corporation, a position he held from 2002 to 2007, Senior Vice President, Chief Marketing and Sales Officer of Lincoln Reinsurance Corporation from 1998 to 2002 and Vice President of Marketing & Communications of Safeco from 1995 to 1998. He has held numerous management roles and stewarded well-known household brands. In addition to his consulting practice, he currently serves as the Director of Advancement for Covenant Christian High School.

Mr. Hines' cross-sector expertise in general management, brand building and strategic marketing brings unique perspective and insight to the Board.



Mark E. Konen

Age: 61
Director Since: 2019

Horace Mann Committees:
Audit
Compensation

Mr. Konen retired from Lincoln Financial Group, a financial services company, in February 2017 as President of the Insurance and Retirement Solutions division, a position he had held since 2008. He was responsible for all aspects of strategic leadership, product development, and client services, as well as profitability management of the individual life insurance, group protection and retirement plan services businesses. He oversaw Lincoln Financial Group's individual life and annuity business as President, Individual Markets, from 2006 to 2008. Prior to its merger with Lincoln Financial Group in 2006, he served in various senior management positions with Jefferson Pilot Financial. Mr. Konen is currently a member of the Board of Directors of Lincoln Life & Annuity Company of New York.

Mr. Konen's 35-year insurance career, extensive background and proven leadership in the life and retirement business provides the Board with a valuable perspective on these topics.

Beverley J. McClure

Age: 65
Director Since: 2013

Horace Mann Committees:
Nominating & Governance (Chair)
Compensation

Ms. McClure retired in 2007 after a 35-year career with United Services Automobile Association, a diversified financial services group, as Senior Vice President, Enterprise Operations. In 2007, she founded Fresh Perspectives LLC, an executive coaching and small business consulting firm, which was dissolved in 2019. Ms. McClure previously served as Senior Advisor of Endeavor Management, a consulting firm specializing in service culture creation, leadership coaching, business transformation, operational execution, and customer experience management, a position she held from 2010 to 2013. She holds the Chartered Life Underwriter and Fellow and Life Management Institute designations.

Ms. McClure's broad experience in the areas of service excellence, customer experience, culture creation, employee engagement and quality management provides the Board with a valuable perspective on these topics.

H. Wade Reece
Chairman

Age: 63
Director Since: 2016

Horace Mann Committees:
Executive (Chair)
Compensation
Nominating & Governance

Mr. H. Wade Reece retired in 2015 after a 37-year career with BB&T Corporation, a bank holding company, where he served as the Chairman of the Board and Chief Executive Officer of BB&T Insurance Services, Inc. and BB&T Insurance Holdings, Inc., the sixth largest insurance broker globally. Until his retirement in 2015, Mr. Reece served as Vice Chairman of the Foundation of Agency Management Excellence Board of Directors and a member of the Executive Committee of The Institutes (American Institute for Chartered Property Casualty Underwriters and Insurance Institute of America). He was also a Chairman of the Council of Insurance Agents & Brokers and Chairman of the Board of Trustees of The Institutes. Mr. Reece currently is a member of the Board of Directors of the North Carolina State University Foundation and the Blue Ridge Conservancy.

Mr. Reece's in-depth knowledge of the insurance industry, leadership skills and broad experience with agency management provides the Board with industry insight and perspective.

Robert Stricker

Age: 73
Director Since: 2009

Horace Mann Committees:
Investment & Finance (Chair)

Mr. Stricker retired from Shenkman Capital Management, Inc., an investment management firm, in March 2009 as Senior Vice President and Principal. Prior to joining Shenkman, he served as Managing Director, Head of U.S. Fixed Income, Citigroup Asset Management at Citigroup, Inc. from 1994 to 2001.
Mr. Stricker has over 40 years of experience in the financial services industry. He currently serves as a Director of the CQS Directional Opportunities Feeder Fund Ltd. and on the OPEB Trust Board of the town of Greenwich, Connecticut.
Mr. Stricker holds the Chartered Financial Analyst designation.

Mr. Stricker's investment knowledge and financial services industry experience provide the Board with financial insights and assist the Board in its oversight responsibilities.

Steven O. Swyers

Age: 69
Director Since: 2014

Horace Mann Committees:
Audit (Chair)
Executive
Investment & Finance

Mr. Swyers retired in 2013 after a 40-year career with PricewaterhouseCoopers LLP ("PwC"), a public accounting firm. During this time with PwC, he served as the lead engagement partner on many national and international companies, including those in the financial services industry. He has also held various leadership positions at PwC, including leader of the Central Region's consumer and industrial products business segment and managing partner of its St. Louis practice. Mr. Swyers holds the Certified Public Accountant designation.

Mr. Swyers has an extensive audit and accounting background and is recognized as a financial expert. His knowledge in these areas assists the Board in its oversight responsibilities.

Marita Zuraitis

Age: 59
Director Since: 2013

Horace Mann Committees:
Executive
Investment & Finance

Ms. Zuraitis was appointed to her present position as President and Chief Executive Officer of the Company in September 2013 after joining the Company in May 2013 as President and Chief Executive Officer-Elect. Ms. Zuraitis came to Horace Mann from The Hanover Insurance Group where she was an Executive Vice President and a member of The Hanover's Executive Leadership Team. From 2004 to 2013, she served as President, Property and Casualty Companies, of The Hanover Insurance Group. Prior to 2004, Ms. Zuraitis was with The St. Paul/Travelers Companies for six years, where she achieved the position of President and Chief Executive Officer, Commercial Lines. She also held a number of increasingly responsible underwriting and field management positions with United States Fidelity and Guaranty Company and Aetna Life and Casualty. She is the incoming Chair of the Board of Trustees of The Institutes, the leading provider of risk management and property-casualty insurance education, whose offerings include the premier CPCU® designation, and a past member of the Board of Directors of LL Global, Inc., a trade association with operating divisions LIMRA and LOMA. She is also a member of the Board of Directors of Citizens Financial Group, Inc. Ms. Zuraitis has over 30 years of experience in the insurance industry.

Ms. Zuraitis's knowledge of and extensive background in the insurance industry contribute to Board discussion and understanding of issues impacting the Company.

All of the Board Nominees were elected Directors at the last Annual Meeting of Shareholders of the Company held on May 22, 2019. The Board recommends that Shareholders vote FOR the election of these nine nominees as Directors.

Board of Directors and Committees

There were ten members on the Board as of March 15, 2020. The Board met eight times during 2019. No Director of the Company attended fewer than 75% of the Board meetings and the committee meetings to which he or she was appointed and served during 2019.

The Chairman of the Board presides over all executive sessions of the Board, including executive sessions of non-employee Directors, and may be contacted as described in "Corporate Governance - Communications with Directors." The members of the Board are expected to be present at the Annual Meeting. The following nine Directors serving on the Board at the time of last year's Annual Meeting attended the meeting: Dr. Domenech, Mr. Hasenmiller, Mr. Hines, Ms. McClure, Mr. Reece, Mr. Shaheen, Mr. Stricker, Mr. Swyers and Ms. Zuraitis.

Committees of the Board

The standing committees of the Board consist of the Executive Committee, Compensation Committee, Nominating & Governance Committee, Investment & Finance Committee and Audit Committee. Each standing committee is governed by a charter that defines its role and responsibilities which are available on the Company's website at investors.horacemann.com under "Corporate Overview - Committee Composition and Charters." A printed copy of these charters may be obtained by Shareholders upon written request addressed to Investor Relations, Horace Mann Educators Corporation, 1 Horace Mann Plaza, C-738, Springfield, Illinois 62715-0001. The Board may also form ad hoc committees from time to time.

The Executive Committee exercises certain powers of the Board during intervals between meetings of the Board and, as requested by the Chief Executive Officer, acts as a sounding board for discussing strategic and operating issues between Board meetings.

The Compensation Committee approves and recommends to the Board the compensation, salaries, bonuses and awards applicable to the Executive Officers and Directors of the Company and oversees the process of Executive Officer leadership development and succession. Each of the current members of this Committee are independent under the listing standards of the NYSE applicable to compensation committee members. The Compensation Committee receives recommendations from management regarding compensation matters and has unrestricted access to the Company's personnel documents and to reports or evaluations of any independent compensation consultants, specialists or advisors who are retained by the Company or the Compensation Committee to analyze the compensation of the Executive Officers and members of the Board. The Compensation Committee also has access to any other resources which it needs to discharge its responsibilities, including selecting, retaining and/or replacing, as needed, compensation consultants and other outside consultants to provide independent advice to the Compensation Committee. Additional information regarding the processes and procedures for the consideration and determination of Executive Officer compensation is provided in the "Compensation Discussion and Analysis."

The Nominating & Governance Committee develops and recommends to the Board corporate governance principles applicable to the Company, oversees the Board succession planning process, and recommends Director candidates to the Board. The Nominating & Governance Committee will consider Director candidates recommended by Shareholders. Candidates may be submitted in writing to the Corporate Secretary, Horace Mann Educators Corporation, 1 Horace Mann Plaza, Springfield, Illinois 62715-0001. There are no differences between the evaluation of candidates recommended by Shareholders and the evaluation of candidates recommended by members of the Nominating & Governance Committee.

The Committee does not have any specific, minimum qualifications that nominees must meet, but evaluates possible nominees to the Board on the basis of the factors it deems relevant, including the following:

- high standards of personal character, conduct and integrity;
- an understanding of the interests of the Company's Shareholders, clients, employees, agents, suppliers, communities and the general public;
- the intention and ability to act in the interest of all Shareholders;
- a position of leadership and substantial accomplishment in his or her field of endeavor, which may include business, government or academia;
- the ability to understand and exercise sound judgment on issues related to the goals of the Company;
- a willingness and ability to devote the time and effort required to serve effectively on the Board, including preparation for and attendance at Board and committee meetings;
- the absence of interests or affiliations that could give rise to a biased approach to directorship responsibilities and/or a conflict of interest, and the absence of any significant business relationship with the Company except for the employment relationship of an employee Director; and
- the needs of the Board, including skills, experience, diversity and age.

The **Investment & Finance Committee** approves investment strategies, monitors the performance of investments made on behalf of the Company and its subsidiaries, and oversees all matters relating to the Company's capital structure.

The **Audit Committee** oversees the accounting and financial reporting process, audits of the financial statements, and internal operating controls of the Company. It meets with both the Company's management and the Company's independent registered public accounting firm. Each of the current members of this Committee is independent under the independence standards of the NYSE applicable to audit committee members. No Audit Committee member serves on the audit committee of more than three other publicly traded companies. The Board has determined that Mr. Swyers, the Chair of our Audit Committee, is a financial expert. Mr. Swyers retired in 2013 from PwC, a public accounting firm, after a 40-year career where he served as the lead engagement partner on many national and international companies, including those in the financial services industry. He has also held various leadership positions including leader of the PwC Central Region's consumer and industrial products business segment and managing partner of PwC's St. Louis practice.

Considering the importance of technology advancement, the Board has established a formal **Technology Liaison** role to ensure focus on cybersecurity and technology issues, which we believe are important to Horace Mann's ongoing success. The Technology Liaison is a Board member that has experience and expertise with respect to cybersecurity and technology issues. Fundamentally, the Technology Liaison's role is to ensure effective Board oversight on cybersecurity and technology issues in light of the increasing costs and risks associated with technology investment and cybersecurity. Mark Casady currently serves as the Board's designated Technology Liaison.

The following table identifies membership and the Chairman of each of the current committees of the Board, as well as the number of times each committee met during 2019.

Director	Executive Committee	Compensation Committee	Nominating & Governance Committee	Investment & Finance Committee	Audit Committee
Mark S. Casady	X			X	
Daniel A. Domenech			X		
Stephen J. Hasenmiller	X	Chair			X
Perry G. Hines				X	X
Mark E. Konen		X			X
Beverley J. McClure		X	Chair		
H. Wade Reece	Chair	X	X		
Robert Stricker				Chair	
Steven O. Swyers	X			X	Chair
Marita Zuraitis	X			X	
Meetings in 2019	**1**	**5**	**4**	**4**	**12**

Chair - Committee Chair

X - Committee member

Director Compensation

The Compensation Committee (the "Committee") reviews compensation to be paid to the Company's non-employee Directors. The Committee retained Compensation Advisory Partners LLC ("CAP") as independent compensation consultants to provide information and advice to the Committee regarding non-employee Director compensation. CAP analyzes each element of director compensation for the same peer group of companies that is used to evaluate executive compensation. See "Compensation levels should be market competitive" in the Compensation Discussion & Analysis for a list of these peer companies. CAP also considers non-employee Director compensation in the insurance industry and the broader general industry, as appropriate. The Committee reviews CAP's report of competitive Director compensation and determines whether to recommend to the Board a change in the Company's non-employee Director compensation. If such a change is recommended by the Committee, the full Board would then determine whether to ratify the change. The Compensation Committee's current practice is to review non-employee Director compensation every other year. In order to simplify the non-employee Director compensation structure, in 2019 the Compensation Committee recommended, and the Board approved, changes to non-employee Director compensation including the elimination of the Committee Member annual retainer, an increase to the Board Member and Board Chairman annual retainers, and the addition of an annual retainer for the Technology Liaison role, as reflected in the table below.

The compensation program for non-employee Directors is shown in the following table:

Compensation Element	Non-Employee Director Compensation[1][2]
Board Chairman Annual Retainer	$125,000
Board Member Annual Retainer (other than Board Chairman)	$70,000
Committee Chairman Annual Retainer	$25,000 Audit Committee $15,000 all other Committees (3)
Technology Liaison Annual Retainer	$10,000
Share-based Compensation	Fair value on the date of the respective awards is used to determine the number of Restricted Stock Units ("RSUs") awarded. An annual award of $110,000 in RSUs following the Annual Shareholder Meeting. $110,000 in RSUs if joining the Board within six months after the prior Annual Shareholder Meeting, $55,000 in RSUs if joining more than six months after the prior Annual Shareholder Meeting but before the next Annual Shareholder Meeting. All awards have a 1-year vesting period.
Basic Group Term Life Insurance	Premium for $10,000 face amount
Business Travel Accident Insurance	Premium for $100,000 coverage

(1) Annual retainer fees are paid following the Annual Shareholder Meeting each year. The annual retainer fees are prorated to the extent that a non-employee Director joins the Board after the Annual Shareholder Meeting.

(2) Non-employee Directors may elect to defer cash compensation into RSUs.

(3) All other Committees except for the Executive Committee, which is not paid an Annual Retainer.

Non-employee Directors are required to hold shares of HMEC Common Stock with a book value equal to five times their annual cash retainer.

Until non-employee Directors meet this ownership requirement, they must retain all RSUs granted as share-based compensation (net of taxes). As of December 31, 2019, all non-employee Directors have met the guidelines with the exception of Mr. Reece, due to his tenure and elevation to Chairman in 2018, Mr. Hines, who joined the Board in 2018, and Mr. Casady and Mr. Konen, who joined the Board in 2019. They have five years to meet this requirement. Employee Directors do not receive compensation for serving on the Board and are subject to separate stock ownership guidelines. See "Compensation Discussion and Analysis – Stock Ownership & Holding Requirements."

The following table sets forth information regarding compensation earned by, or paid to, the non-employee Directors during 2019:

Director	Fees Earned or Paid in Cash ($)	Stock Awards ($) (1)	All Other Compensation ($) (2)	Total ($)
Mark S. Casady	80,000	110,000	51	190,051
Daniel A. Domenech	70,000	110,000	204	180,204
Stephen J. Hasenmiller	85,000	110,000	204	195,204
Perry G. Hines	70,000	110,000	51	180,051
Mark E. Konen	70,000	110,000	51	180,051
Beverley J. McClure	85,000	110,000	51	195,051
H. Wade Reece	0	235,000	51	235,051
Robert Stricker	85,000	110,000	204	195,204
Steven O. Swyers	95,000	110,000	204	205,204

(1) Represents fees deferred in 2019 pursuant to the HMEC 2010 Comprehensive Executive Compensation Plan, as well as $110,000 in RSUs (awarded May 22, 2019). As of December 31, 2019, each Director had 2,747 unvested RSUs.

(2) Represents insurance premiums provided by the Company for group term life insurance and business travel accident insurance for each Director. The group term life insurance premiums are age-banded and this is reflected in the lower premiums for Mr. Casady, Mr. Hines, Mr. Konen, Ms. McClure and Mr. Reece.

Corporate Governance

Director Independence

The Company's Corporate Governance Principles require that the Board consist of a majority of directors who meet the criteria for independence required by the listing standards of the NYSE. Based on the independence requirements of the NYSE and after reviewing any relationships between the Directors and the Company or its management (either directly or indirectly, including as a partner, shareholder or officer of an organization that has a relationship with the Company or its management) that could impair, or appear to impair, the Director's ability to make independent judgments, the Board determined that none of its non-employee Directors have a material relationship with the Company, and therefore all of these Directors are independent. These independence determinations are analyzed at least annually in both fact and appearance to promote arms-length oversight. The current non-employee Directors are Mr. Casady, Dr. Domenech, Mr. Hasenmiller, Mr. Hines, Mr. Konen, Ms. McClure, Mr. Reece, Mr. Stricker and Mr. Swyers.

Board Leadership Structure

The Board is committed to strong, independent Board leadership and believes that objective oversight of management is a critical aspect of effective corporate governance. Accordingly, the Board currently has two separate individuals holding the offices of Chairman and Chief Executive Officer, and the position of Chairman is held by an independent Director. The Board of Directors believes that having an independent Director serve as Chairman is in the best interest of the Company at this time as this structure provides a greater role for the independent Directors in the oversight of the Company. However, as described in the Company's Corporate Governance Principles, this situation can change in the future to permit one individual to hold both positions, if the Board deems it to be in the best interests of the Company at a given time.

Board's Role in Risk Oversight

The Board of Directors is responsible for overseeing the processes that management has established for assessing and managing risk. In addition, the Board has delegated oversight of certain categories of risk to designated Board committees. In performing their oversight responsibilities, the Board and relevant committees regularly discuss with management the Company's policies with respect to risk assessment and risk management. The committees report to the Board regularly on matters relating to the specific areas of risk the committees oversee.

In addition, the Company has established an internal Enterprise Risk Management ("ERM") Committee, which is composed of certain members of senior management, including the President and Chief Executive Officer; Chief Financial Officer; Chief Human Resources Officer; General Counsel and Chief Compliance Officer; and the heads of Operations, Distribution, Business Strategy and the Life & Retirement and Property & Casualty divisions. The ERM Committee is chaired by the Chief Financial Officer of the Company. Throughout the year, the Board and the relevant Board committees receive regular reports from the ERM Committee and its chairman regarding major risks and exposures facing the Company and the steps management has taken to monitor and control such risks and exposures. In addition, throughout the year, the Board and the relevant Board committees dedicate a portion of their meetings to review and discuss specific risk topics in greater detail.

Also, in light of ongoing threats to corporate cybersecurity, the Board and relevant Board Committees receive regular reports from the Chief Information Security Officer of the Company regarding cybersecurity risks and the steps management has taken to monitor and control such risks. The Audit Committee dedicates a portion of their meetings to review and discuss the Company's cybersecurity program.

Code of Ethics, Code of Conduct and Corporate Governance Principles

The Company has adopted a Code of Ethics and a Code of Conduct applicable to all employees, including the Chief Executive Officer, Chief Financial Officer, Controller and Directors (in their capacity as Directors of the Company). The Company has also adopted Corporate Governance Principles. The Codes and Principles are available on the Company's website at investors.horacemann.com, under "Corporate Overview - Governance Documents." A printed copy of the Codes and Principles may be obtained by Shareholders upon written request, addressed to Investor Relations, Horace Mann Educators Corporation, 1 Horace Mann Plaza, C-738, Springfield, Illinois 62715-0001.

Corporate Social Responsibility and Shareholder Engagement

The Board of Directors oversees the corporate social responsibility function. On an annual basis, the ERM Committee discusses ESG risk and the corporate social responsibility team briefs the board on ESG initiatives and developments. The full board reviews and approves the corporate social responsibility report.

Horace Mann is committed to maintaining an open and productive dialogue with shareholders to understand investor perspectives and share updates on the Company's business and governance practices.

In advance of the 2020 Annual Meeting, Horace Mann's investor relations team reached out to the Company's top 25 active and passive shareholders, representing approximately 80% of outstanding shares, with information regarding the Company's most recent CSR report. The outreach provides these shareholders with the opportunity to learn more about the Company's stance on corporate governance, say on pay and overall shareholder value creation. Feedback to similar outreach in the past has been positive and shareholders approved all proposals in the 2019 Proxy Statement by over 93%.

In addition, Horace Mann's management and investor relations team regularly discuss ESG and CSR topics with active investors during ongoing interactions at conferences and other venues. During late 2018 and throughout 2019, the team met or spoke one or more times with active investors representing more than 30% of outstanding shares, in addition to conversations with potential investors. In those meetings, management covers Horace Mann's business strategy and performance. Investors react positively to updates on how corporate social responsibility initiatives support the Company's business strategy.

Director Education

Each Director is required to participate in at least one education program every two years and may choose to participate in up to two education programs in a two-year period at the Company's expense. All Directors are in compliance with this requirement. In addition, a schedule is developed, with input from the Directors, which covers a broad range of topics to enhance and strengthen the skills, knowledge and competencies of Directors. Examples of such topics include cybersecurity, crisis management, regulatory developments, corporate governance and industry trends. The program encompasses presentations from internal and external speakers as well as site visits and regular meetings with management. Directors are also encouraged to avail themselves of educational programs offered through recognized independent providers.

Communications with Directors

The Company has established various processes to facilitate communications with the Board by Shareholders and other interested parties. Communications to non-employee Directors as a group or to the Chairman of the Board or to an individual Director may be submitted via regular mail addressed to the Board of Directors, c/o the Corporate Secretary, Horace Mann Educators Corporation, 1 Horace Mann Plaza, Springfield, Illinois 62715-0001. Additionally, communications may be emailed to the Board of Directors, c/o the Corporate Secretary at hmecbofd@horacemann.com.

Compensation Committee Interlocks and Insider Participation

There are no Compensation Committee interlocks between the Company and other entities involving the Company's Executive Officers and Directors who serve as executive officers or directors of such other entities. During 2019, no member of the Compensation Committee was a current or former officer or employee of the Company.

Review, Approval or Ratification of Transactions with Related Persons

The Board reviews issues involving potential conflicts of interest of its members and is responsible for reviewing and approving all related party transactions. The Board does not have a formal related party transaction policy but it considers each related party transaction individually.

Related Person Transactions

Mark Casady, a Board member, is a General Partner with a 50% interest in Vestigo Ventures, an early stage FinTech venture capital firm. On March 27, 2018, Horace Mann made a $5 million investment in a fund established by Vestigo Ventures, which represents an investment of less than 10% in the fund. The investment is not material to Vestigo Ventures.

BlackRock, Inc. ("BlackRock"), which owns beneficially more than 5% of the issued and outstanding shares of Common Stock, provides investment risk management services to the Company and has done so for more than 10 years. In 2019, the Company paid approximately $378,681 in fees to BlackRock in connection with the Company's use of analytical software owned by BlackRock. In addition, the Company is invested in two Limited Partnership funds managed by BlackRock Capital Investment Advisors, LLC with total commitments of $40 million. The investments are not material to BlackRock.

Other than the relationships described above, the Company does not have any contracts or other transactions with related parties that are required to be reported under the applicable securities laws and regulations.

Proposal No. 2 - Advisory Resolution to Approve Named Executive Officers' Compensation

The Board is asking Shareholders to approve an advisory resolution to approve the compensation of the Company's Chief Executive Officer, Chief Financial Officer and the other three highest compensated Executive Officers employed at the end of 2019 (collectively the "Named Executive Officers" or "NEOs") as reported in this Proxy Statement. The Compensation Committee has structured our NEOs' compensation program as described below under "Compensation Discussion and Analysis."

The Board recommends that Shareholders read the "Compensation Discussion and Analysis" ("CD&A") included in this Proxy Statement, which describes in more detail how our Executive Compensation policies and procedures operate and are designed to achieve our compensation objectives, as well as the "Summary Compensation Table" and other related compensation tables and narrative included within the CD&A, which provide detailed information on the compensation of our NEOs. The Compensation Committee and the Board of Directors believe that the policies and procedures articulated in the CD&A are effective in achieving our goals.

In accordance with Section 14(a) of the Securities Exchange Act, and as a matter of good corporate governance, the Board is asking Shareholders to approve the following advisory resolution at the 2020 Annual Meeting:

RESOLVED, that the Shareholders of Horace Mann Educators Corporation ("the Company") approve, on an advisory basis, the compensation of the Company's Named Executive Officers disclosed in the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables, notes and narrative in the Proxy Statement for the Company's 2020 Annual Meeting of Shareholders.

This advisory resolution, commonly referred to as a "Say on Pay" resolution, is non-binding on the Board of Directors. Although non-binding, the Board and the Compensation Committee will review and consider the voting results when making future decisions regarding the NEOs' compensation program.

The Board has adopted a policy providing for an annual advisory vote to approve NEOs' compensation. Unless the Board modifies its policy on the frequency of holding such advisory votes, the next advisory vote will occur at the Company's 2021 Annual Meeting of Shareholders.

The Board recommends that Shareholders vote FOR the approval of the advisory resolution to approve Named Executive Officers' compensation.

Compensation Discussion and Analysis

In this section, we describe the material components of our executive compensation program for our Named Executive Officers ("NEOs"), whose compensation is displayed in the 2019 Summary Compensation Table and the other compensation tables contained in this Proxy Statement. We also provide an overview of our executive compensation philosophy and we explain how and why the Compensation Committee of our Board (the "Committee") arrives at specific compensation policies and decisions.

Our 2019 NEOs are our Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and the three other most highly compensated Executive Officers employed at the end of 2019:

- Marita Zuraitis, President and CEO;
- Bret A. Conklin, Executive Vice President and CFO;
- Matthew P. Sharpe, Executive Vice President, Distribution & Business Strategy;
- William J. Caldwell[1], Executive Vice President, Property & Casualty and Life & Retirement; and
- Wade A. Rugenstein, Executive Vice President, Supplemental & Operations

(1) As disclosed in an 8-K filed on April 1, 2020, William J. Caldwell has resigned from his position at Horace Mann effective April 10, 2020.

Executive Summary

This summary highlights information from this Compensation Discussion and Analysis section and may not contain all the information that is necessary to gain a full understanding of our policies and decisions. Please read the entire Compensation Discussion and Analysis section and compensation tables for a more complete understanding of our compensation program.

Our Business

Horace Mann is a personal insurance and financial services business with approximately $12.5 billion of assets and approximately $1.4 billion in total revenue as of December 31, 2019. Founded by Educators for Educators®, the Company offers products and services primarily to K-12 teachers, administrators, and other public school employees and their families. Horace Mann underwrites personal lines of auto, property, life and supplemental insurance, as well as retirement products in the United States.

2019 Business Highlights

Horace Mann had a strong 2019, with net income up more than core earnings because of $107 million in after-tax realized gains on assets transferred as consideration in the annuity reinsurance transaction. Core earnings of $92.2 million increased three-fold over prior year and core return on equity improved by five points. These results illustrated the potential of the company's strategic initiatives as well as the three significant transactions completed during the year. Segment results included:

- Property and Casualty - The Property and Casualty combined ratio of 96.5% reflected a 4.0-point improvement in the underlying auto loss ratio as well as catastrophe losses well below 2018, when results included $38 million in catastrophe costs from the Camp Fire;
- Retirement - Continued growth in annuity sales as well as an improved net interest spread due to the annuity reinsurance transaction despite declining interest rates;
- Life - Core earnings in line with expectations despite lower net investment income and higher expenses;
- Supplemental - The addition of the Supplemental business provided important diversification to revenue and earnings, adding $18.0 million to core earnings in the second half of 2019.

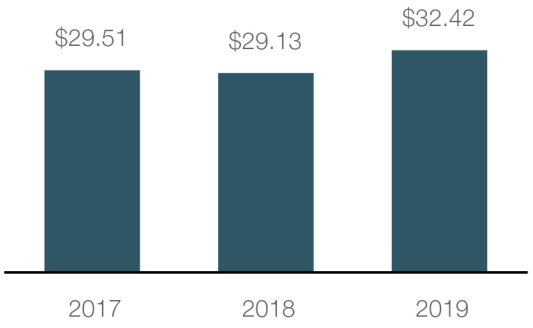
To determine annual compensation incentive awards, we make adjustments to core earnings for items that are highly volatile and outside the control of management. On that basis, core earnings would have increased to $104.7 million, reflecting 2019 adjustments for:

- Property and Casualty catastrophes above plan
- Retirement and Life DAC unlocking due to market and other factors
- Change in gross minimum death benefits due to capital gains and losses as well as market performance variance from plan
- Costs related to transactions
- Annuity reinsurance transaction

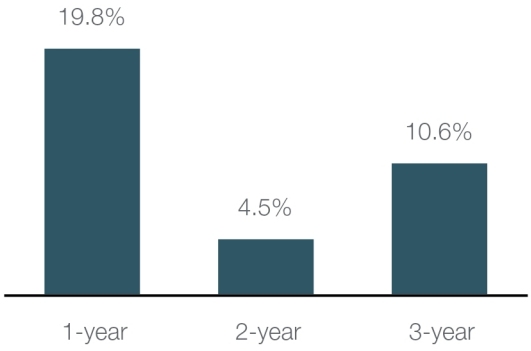
The Committee does not make adjustments for these items in long-term incentives, as management should be held accountable for these outcomes, and has more ability to manage through one-time items over a longer period of time.

Book value per share* increased 11% in 2019, primarily reflecting the realized gain on assets transferred in the annuity reinsurance transaction, as well as strong earnings. Total Shareholder Return was 19.8% in 2019, under-performing property and casualty and life insurance indices.

Book Value per Share Excluding Unrealized Gains*



Total Shareholder Return



Driving long-term shareholder value creation remains a priority for the Company. In 2020, the Board approved a shareholder dividend increase for the 12th consecutive year. The company returned $47 million to shareholders in 2019 through dividends. The Company has $23 million remaining on its buyback authorization and continues to evaluate the potential for opportunistic buyback of shares. Since 2011, repurchases have totaled $77 million.

Please see “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in HMEC’s 2019 Annual Report on Form 10-K for a more detailed description of these financial results.

2019 Executive Compensation Highlights

These elements of the executive compensation program are described more fully below.

- Pay mix comprised of base salary, cash annual incentives under the Annual Incentive Plan ("AIP"), and equity-based long-term incentives under the Long-term Incentive Plan ("LTIP")
- Over 75% of the CEO's target compensation and in aggregate over 60% of all other NEOs' target compensation linked to performance-based or service-vested incentives
- Balanced performance measures designed with a focus on Shareholder return, both absolute and relative, and incenting operating growth while managing risk
- Performance incentives tied to multiple overlapping performance periods
- Annual cash incentives tied to Company and business line performance measures
- Long-term incentives entirely equity-based:
  - Performance-based RSUs vest following a 3-year period, based on relative measures (relative total shareholder return and relative operating return on equity) and an absolute total revenue growth measure
  - Service-vested stock options with a 4-year vesting period
  - Service-vested RSUs with a 3-year vesting period
- Stock ownership guidelines for NEOs
  - Twelve-month post-exercise holding requirement for stock options
  - Minimum 12-month vesting for all equity awards
- Clawback policy applicable to both cash and equity awards
- Executive change in control plan excludes "tax gross-up" provision
- Limited perks and executive benefits

Pay Governance

Oversight

The Committee oversees our executive compensation program. The current members of the Committee are Mr. Hasenmiller, Mr. Konen, Ms. McClure, and Mr. Reece. Mr. Hasenmiller serves as the Committee Chair. Consistent with the listing standards of the NYSE, the Committee is composed entirely of independent Directors.

The Committee retained Compensation Advisory Partners LLC ("CAP") as independent compensation consultants. CAP provides information and advice on the competitive market for executive talent, evolving market practices in our industry and the general employment market, regulatory and other external developments, and our executive compensation philosophy and incentive program design. In this way, CAP assists the Committee with ongoing education. Also, Committee members comply with Directors' education requirements to help ensure each remains up to date on current issues relevant to the Company and its business.

The CAP consultants report directly to the Committee, attend the Committee meetings and portions of executive sessions of the Committee at the Chair's request (generally with the Board's outside legal counsel, but without management present). CAP serves at the pleasure of the Committee, and performs no services for management related to executive compensation. CAP works with management to obtain necessary data and perspectives on the Company's strategic objectives, business environment, corporate culture, performance, and other relevant factors. This information is used by CAP to formulate its recommendations related to competitive compensation performance targets and overall design. CAP's findings and recommendations are reported directly to the Committee. The services provided by CAP during 2019 are described in more detail throughout this analysis. Pursuant to regulatory requirements, the Committee

assessed CAP's independence (along with that of its other direct and indirect consultants and advisors) in 2019 and concluded that CAP's work did not raise any conflict of interest. In addition, the Committee has the authority to hire other experts and advisors as it deems necessary.

Management also supports the Committee by providing analysis and recommendations. When setting levels of executive compensation, the Committee requests, receives, and considers the recommendations of the CEO regarding the performance of her direct reports and other Executive Officers. Members of management also attend and contribute to Committee meetings as relevant to the Committee agenda.

The Committee discusses its fundamental views on compensation and guiding principles, as well as its expectations of the CEO's performance and annual goals, with the CEO and subsequently proposes the CEO's goals to the Board for approval. The Committee does not include the CEO or other members of management unless specifically invited by Committee Chair in its discussions with CAP on the CEO's compensation, nor does the CEO or management participate in the Committee's recommendation to the Board on the CEO's compensation.

Say on Pay

At the 2019 Annual Meeting of Shareholders, 98.0% of Shareholders voted, on an advisory basis, to ratify the NEO compensation. The Committee welcomes the opportunity to provide additional insight into our executive compensation practices and appreciates the positive support from our Shareholders. We continue to believe that the overall structure of our compensation plans, the absence of excessive perquisites, and our demonstrated pay-for-performance practices reflect the strength of the Company's executive compensation programs.

Executive Compensation Program

Guiding Principles

The Committee has established a set of core principles that underlie our executive compensation program. These core principles provide guidance to the Committee and management in making decisions while administering the program or when considering changes. These core principles include strong alignment between pay and performance, incentive to drive Shareholder value, and market competitiveness.

Strong pay for performance alignment

We target compensation around the median of the competitive market, with executives earning more or less than median, generally based on the performance of the Company and value delivered to Shareholders. Our core executive compensation program includes base salary, an annual cash incentive plan ("AIP"), and long-term equity awards ("LTIP"). Both AIP and LTIP are administered under the Shareholder-approved 2010 Comprehensive Executive Compensation Plan, as amended ("CECP"). Incentive awards are earned upon the achievement of short-term and long-term business goals that are reviewed and approved by the Committee at the beginning of each performance period. Performance goals are structured to reward business growth, profitability, relative total shareholder return, balanced with productivity and risk and capital management.

Incentive compensation should drive long-term value creation and reward strong performance

The AIP performance goals are based on premiums and adjusted operating income which drive long-term value and are metrics management can control. The LTIP performance goals are directly linked to multi-year growth and return measures to keep executives focused on value creation, with multiple metrics based on performance versus peers to focus on outperforming our peers.

Significant portion of compensation should be "at risk" based on the Company's performance and aligned with Shareholders' interests

For 2019, over 75% of the CEO's target total pay (base salary, target annual incentive, and target long-term incentive) and in aggregate over 60% of target total pay for all other NEOs is at risk, and is variable from year to year, and for the majority of the compensation, the level of payout is dependent on the Company's performance. To encourage executive performance on a long-term basis, and to align executive interests with Shareholders', the Committee grants equity awards with multi-year performance periods and multi-year vesting. In 2019, Ms. Zuraitis received approximately 49% of her target compensation in equity. With respect to the other NEOs, approximately 32% to 45% of their compensation was equity-based.

Compensation levels should be market competitive

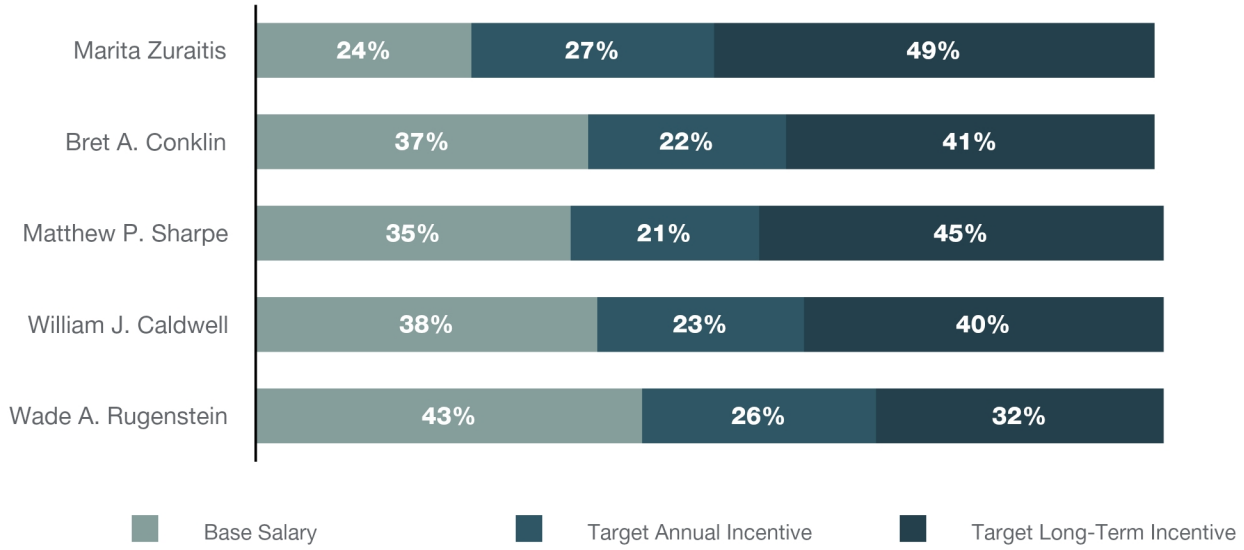
The Committee sets total direct compensation for the NEOs – salary and target annual and long-term incentive opportunities – within a reasonable range of the median of the competitive market, while providing the ability to decrease or increase compensation if warranted by performance and experience. To determine competitive pay levels, we use an established peer group of similarly sized insurance companies in the Russell 3000® Index. The Committee worked with CAP to select our peer insurance companies for 2019 (noted below), based upon assets under management and revenue. The peer group does not include reinsurance or insurance brokers. We supplement this information with survey market data from published sources including Equilar, Towers Watson, and Korn Ferry. The data from these surveys is scaled to our size by CAP based on revenues or asset ranges. Annually, CAP provides the Committee with a comparison of the base salary, annual incentives and long-term incentives of the CEO with those of other Chief Executive Officers based on the peer group and survey data obtained. For 2020, the peer group will be updated to remove Navigators Group, Inc. and MBIA, Inc. as well as to add ProAssurance Corporation.

The Committee does not seek to benchmark or set executive compensation at any specific level relative to the peer group. Instead, the Committee uses this information primarily as a general reference point to determine pay levels and forms of plan design that effectively recognize favorable executive performance and experience, and ensure executive retention. For 2019, CAP's analysis demonstrated that overall core total direct compensation for Ms. Zuraitis was consistent with target pay positioning at the median of the market. Based on the data received, and CAP's analysis, the Committee deliberates in executive session to determine its recommendation for approval by the Board. The other NEOs are assessed against comparable functional matches in the insurance industry and the broader general industry, as appropriate.

2019 Peer Group		
Ambac Financial Group, Inc.	Kemper Corporation	Primerica, Inc.
American Equity Investment Life Holding Co	MBIA, Inc.	RLI Corporation
Argo Group International Holdings, Ltd.	National General Holdings Corporation	Selective Insurance Group, Inc.
CNO Financial Group, Inc.	National Western Life Group, Inc.	State Auto Financial Corporation
Employers Holdings, Inc.	Navigators Group, Inc.	United Fire Group, Inc.
FBL Financial Group, Inc.		

Compensation Mix

Our NEOs' annual compensation consists of base salary, annual and long-term incentives. The targeted compensation mix of total direct compensation for the NEOs for 2019 is illustrated below. The mix of 2019 actual compensation varied as a result of actual incentives earned.



Base Salary

Competitive base salaries are critical to attracting and retaining high performing executive talent. The Committee seeks to pay salaries that approximate median for executives of similar companies in like positions. However, in recruiting new executives, we vary from these guidelines to attract desired talent. Additionally, an existing executive's compensation may deviate from median due to experience, performance, responsibilities, compensation history, internal equity, or retention risk.

Salaries for the NEOs and other executive officers are reviewed every 12 months in connection with the review of financial results for the prior fiscal year and the annual performance review discussed under "Annual Performance and Pay Review" below. In 2019, Ms. Zuraitis, Mr. Conklin and Mr. Caldwell received base salary increases to move overall compensation closer to the market median. Mr. Sharpe did not receive a base salary increase in 2019. In addition, Mr. Rugenstein joined the company in July 2019 as part of the acquisition of National Teachers Associates. Base salary adjustments for 2019 are shown in the chart below.

Named Individual	2018 Annualized Salary ($)	2019 Annualized Salary ($)	Percent Increase
Marita Zuraitis	900,000	930,000	3.3%
Bret A. Conklin	350,000	400,000	14.3%
Matthew P. Sharpe	425,000	425,000	0.0%
William J. Caldwell	385,000	400,000	3.9%
Wade A. Rugenstein	N/A	400,000	N/A

Annual Incentive Plan

Our AIP is a cash incentive plan, administered under the CECP, and designed to drive and reward strong performance over a one-year period. Annually, the Committee establishes the performance objectives, threshold, target and maximum performance levels, and the related threshold, target and maximum AIP opportunities for each NEO, expressed as a percentage of base salary. Target incentive opportunity levels for the NEOs are intended to approximate the median of the target bonus potential for similarly situated executives in comparable companies. Maximum incentive opportunities are set at 200% of target.

For 2019, there were five performance measures, with 50% of the award based on Company-wide adjusted core earnings, and the remaining 50% divided among specific sales and premiums metrics of the different business lines: P&C net written premium (17.5%), retirement sales (17.5%), life sales (10%), and supplemental premium (5%), as shown in the chart below. Supplemental was added effective July 1, 2019 with the close of the National Teachers Associates acquisition. This provides a balance between shareholder return and growth, while complementing the longer-term LTIP metrics, which focus on long-term shareholder value creation. For 2020, the performance measures will include an additional focus on Return on Equity.

2019 Annual Incentive Plan Performance Measures

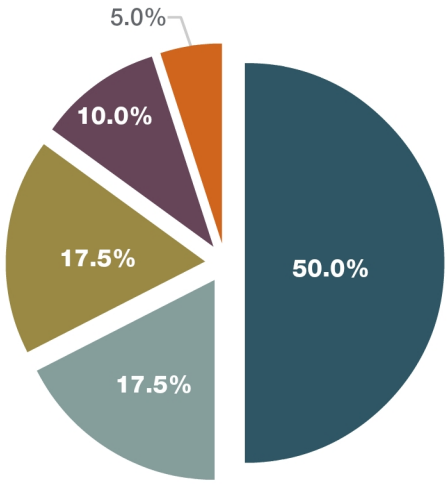
Adjusted Core Earnings - Operating income (GAAP net income before tax, excluding realized investment gains and losses other than those for Fixed Indexed Annuity related options and embedded derivatives) adjusted for P&C catastrophe costs different than the annual Plan, Annuity & Life DAC unlocking and GMDB reserve due to capital gains and losses and market performance different than Plan, the impact on investment income of share repurchases different than Plan, and debt structure/costs including debt retirement different than Plan

P&C Net Premium Written (GAAP) - Amount charged for property and casualty policies issued during the year (portions of such amounts may be earned and included in financial reports over future periods)

Retirement Sales - The amount of new business from the sales of Horace Mann retirement products, from Horace Mann and independent agents, as measured by premiums and deposits to be collected over the 12 months following the sale

Life Sales - The amount of new Horace Mann individual life insurance products sold during the year, as measured by premiums and deposits to be collected over the 12 months following the sale

Supplemental Premium - The amount charged for supplemental policies issued during the year (portions of such amounts may be earned and included in financial reports over future periods)



Adjusted Core Earnings

P&C Net Written Premium (GAAP)

Retirement Sales

HMN Life Sales

Supplemental Premium

All the NEOs' 2019 annual incentive amounts are based on the same corporate and business line objectives to promote cooperation. The targets for the operating income and sales or premium measures were based on a review of market conditions and expectations of other companies in the industry as well as our financial plan for 2019 ("2019 Plan"). The 2019 Plan was the basis of our 2019 earnings guidance, which was publicly disclosed in February 2019 in connection with the announcement of results for the year ended December 31, 2018. The Committee believes that tying the AIP to overall Company performance provides appropriate alignment for an executive's compensation as it recognizes that the Company as a whole must perform well in order to deliver value to our Shareholders. It is the goal of the Committee to establish measurements and targets that are reasonable, but not easily achieved. The measures and targets are discussed with the CEO, other NEOs, other members of the Board and CAP before they are set.

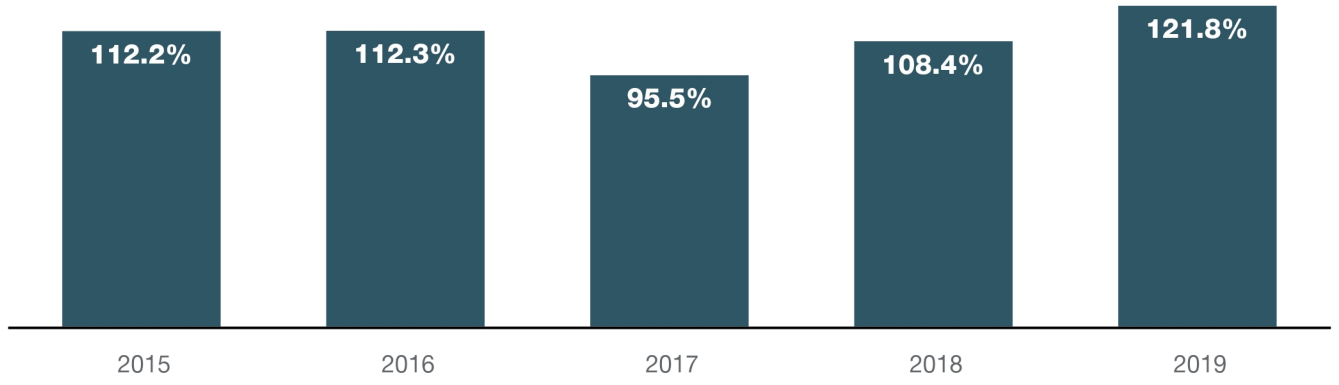
Each March, the Committee certifies performance and determines AIP payouts for the prior year. Based on the 2019 results of 121.8% of target for Ms. Zuraitis and the other NEOs, the 2019 AIP payouts (paid in March 2020) were as follows:

2019 AIP Measures (in $M)	Threshold	Target	Maximum	Actual	Results	Weighting	Payout
Adjusted Core Earnings (Jan-Jun)	36.6	39.4	43.5	44.2	200.0%	25%	50.0%
Adjusted Core Earnings (Jul-Dec)	52.3	56.2	62.1	60.5	174.0%	25%	43.4%
P&C Net Premium Written	692.2	702.7	716.8	683.1	0.0%	17.5%	0.0%
Retirement Sales	619.1	631.7	657.0	643.8	148.0%	17.5%	25.9%
Horace Mann Life Sales	22.2	23.2	24.3	17.7	0.0%	10%	0.0%
Supplemental Premium	65.7	66.7	67.0	65.7	50.0%	5%	2.5%
Total						**100%**	**121.8%**

Named Individual	2019 Target AIP Opportunity	2019 Actual AIP Payout ($)	2019 Actual AIP Payout as a % of Base Salary
Marita Zuraitis	115%	1,295,542	139.3%
Bret A. Conklin	60%	286,207	71.6%
Matthew P. Sharpe	60%	310,564	73.1%
William J. Caldwell	60%	290,469	72.6%
Wade A. Rugenstein	60%	154,856[1]	38.7%

[1]Based on eligible earnings from July through December 2019

Historical AIP Payout



Long-term Incentive Plan

The intent of our LTIP is to focus executives on Shareholder value and key strategic objectives, while promoting retention.

2019 LTIP Aggregate Target Opportunity

In setting the dollar values of the 2019 opportunities under LTIP for each NEO, the Committee targeted amounts that would achieve the Company's overall objective of positioning total compensation at approximately the market median. The 2019 target grant values for the NEOs were as follows:

Named Individual	2019 LTIP Target ($)
Marita Zuraitis	1,950,000
Bret A. Conklin	450,000
Matthew P. Sharpe	550,000
William J. Caldwell	425,000
Wade A. Rugenstein	300,000

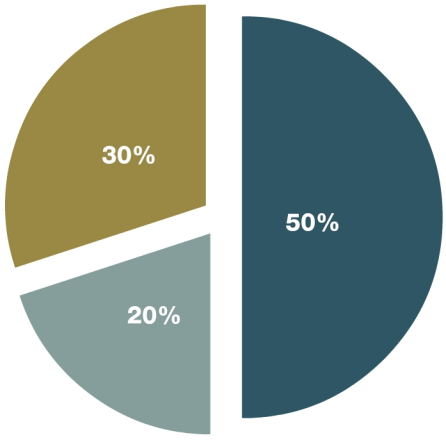
2019 LTIP Award Vehicles

For 2019, the LTIP is comprised of three vehicles, as illustrated in the chart below: (1) performance-based RSUs; (2) service-vested RSUs; and (3) service-vested stock options.

Performance-based RSUs - Earned over a three-year period, based upon Relative (80%) and Absolute Measures (20%). If any shares are earned at the end of the three-year performance period, the executive fully vests in the award

Service-vested RSUs - Vest ratably over three years

Stock options - Granted at fair market value with a 10 year life; options vest ratably over four years



Performance-based RSUs

Service-vested RSUs

Stock options

Performance-Based RSUs (PBRSUs)

The Committee believes that PBRSUs provide an effective vehicle for rewarding executives based on a three-year performance period. Each year, a new three-year period starts, partially overlapping the periods that started the prior two years. PBRSUs were granted on March 5, 2019 for the 2019-2021 performance period and comprise 50% of the 2019 LTIP opportunity. These RSUs will be earned and vested on January 1, 2022, if at all, based on the level of achievement. From the date of grant, PBRSUs accrue dividend equivalents at the same rate as dividends paid to our Shareholders, but the dividend equivalents are only paid on the corresponding shares that are earned. If no shares are earned, the dividend equivalents are forfeited. Earned dividend equivalents are converted into additional RSUs.

Service-Vested RSUs

The Committee believes that service-vested RSUs assist in the retention of key executive talent. Service-vested RSUs were granted on March 5, 2019 and comprise 20% of the 2019 LTIP opportunity. Service-vested RSUs vest 33% after the first year, vest an additional 33% after the second year and vest the final 34% after the third year from the grant date, and are subject to continued employment through the vesting date. From the date of the grant, the RSUs accrue dividend equivalents at the same rate as dividends paid to our Shareholders. These dividend equivalents are converted into additional RSUs and vest when the underlying RSUs vest.

Stock Options

The Committee believes that non-qualified stock options ("NQSO") provide strong alignment with Shareholder interests, as participants do not realize any value unless our stock price appreciates. They also promote retention. Stock options granted under the LTIP have an exercise price equal to the closing price of our Common Stock on the date of grant, vest ratably over a four-year period subject to continued employment on each vesting date and have a ten-year term. Stock options were granted on March 5, 2019 and comprise 30% of the 2019 LTIP opportunity. The number of options granted was determined using the Black-Scholes valuation method. For additional information regarding assumptions used for these valuations, see the Company's 2019 Annual Report on Form 10-K "Notes to Consolidated Financial Statements – Note 1 – Summary of Significant Accounting Policies – Share-Based Compensation." Upon exercise, Executive Officers are required to hold shares equivalent to any proceeds (net of exercise price and related taxes and the costs of the exercise) for a minimum of twelve months.

Timing of Equity Grants

The Committee has granted long-term incentives only at its regularly scheduled Board meetings. The grant date is the applicable resolution as approved or a future date as otherwise specified in the resolution.

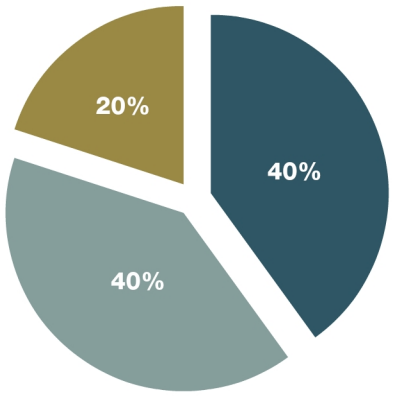
2019-2021 Performance-based RSUs

The Performance-based RSUs granted in 2019 have three performance measures as shown below:

Relative Total Shareholder Return - Relative Total Shareholder Return for the three-year period measured against a peer group of companies.

Relative Operating Return on Equity - Average annual relative Operating Income return on average equity for the three-year period measured against a peer group of companies.

Total Revenue Growth - Measured as the CAGR over the period 12/31/2018 to 12/31/2021 for Written Premium Growth for HMN auto, property, supplemental, and life and total retirement sales for annuity (HMN, RIA and institutional platform) and Horace Mann General Agency ("HMGA").



Relative Total Shareholder Return

Relative Operating Return on Equity

Total Revenue Growth

Prior Years PBRSU Grants

2018-2020 PBRSUs

The PBRSUs granted in 2018 will not mature until January 1, 2021. Since the applicable three-year performance period has not yet ended, actual performance against targets is not yet known. Additional information on these targets and actual performance will be provided at the end of the performance period.

2017-2019 PBRSUs

The performance-based RSUs granted in 2017 matured and vested as of January 1, 2020. The performance measures, targets and payout levels for the PBRSUs granted in 2017 are as follows:

2017-2019 Performance Measures	Threshold [2]	Target [2]	Maximum [2]	Weighting	Result
Relative [1] Measures					
TSR [3]	25th Percentile Ranking vs Peer Companies	50th Percentile Ranking vs Peer Companies	90th Percentile Ranking vs Peer Companies	40%	41.4%
Operating ROE [4]	25th Percentile Ranking vs Peer Companies	50th Percentile Ranking vs Peer Companies	90th Percentile Ranking vs Peer Companies	40%	39.2%
Absolute Measure					
Total Revenue Growth [5]	2%	3%	4%	20%	19.9%
				Total	**100.5%**

(1) Peer group comprised of Russell 2000® Index insurance companies excluding brokerage, reinsurance, financial guarantee, and health companies.

(2) Threshold award (25th percentile) is 50% of target LTIP opportunity; Target award (50th percentile) is 100%; Maximum (90th percentile) is 200% of target. Awards for results between Threshold-Target and Target-Maximum are interpolated.

(3) Total Shareholder Return for the three-year period. Measured from the average price five trading days before and five trading days after the beginning of the measurement period (1/1/17) to the average price five trading days before and five trading days after the end of the measurement period (12/31/19). Source: S&P Market Intelligence

(4) Average annual Operating Income Return on Average Equity (excluding the fair value adjustment for investments) for the three-year performance period. Source: S&P Market Intelligence

(5) Total Revenue Growth is measured as the CAGR over the period from 12/31/2016 to 12/31/2019 for Written Premium Growth for HMN auto, property, supplemental, and life and Total Retirement Sales for annuity (HMN, RIA, and institutional platform) and HMGA.

Additional Pay Practices

Stock Ownership & Holding Guidelines

Our Executive Officers are required to accumulate and maintain beneficial stock ownership – calculated as a percentage of base salary - as displayed in the table below:

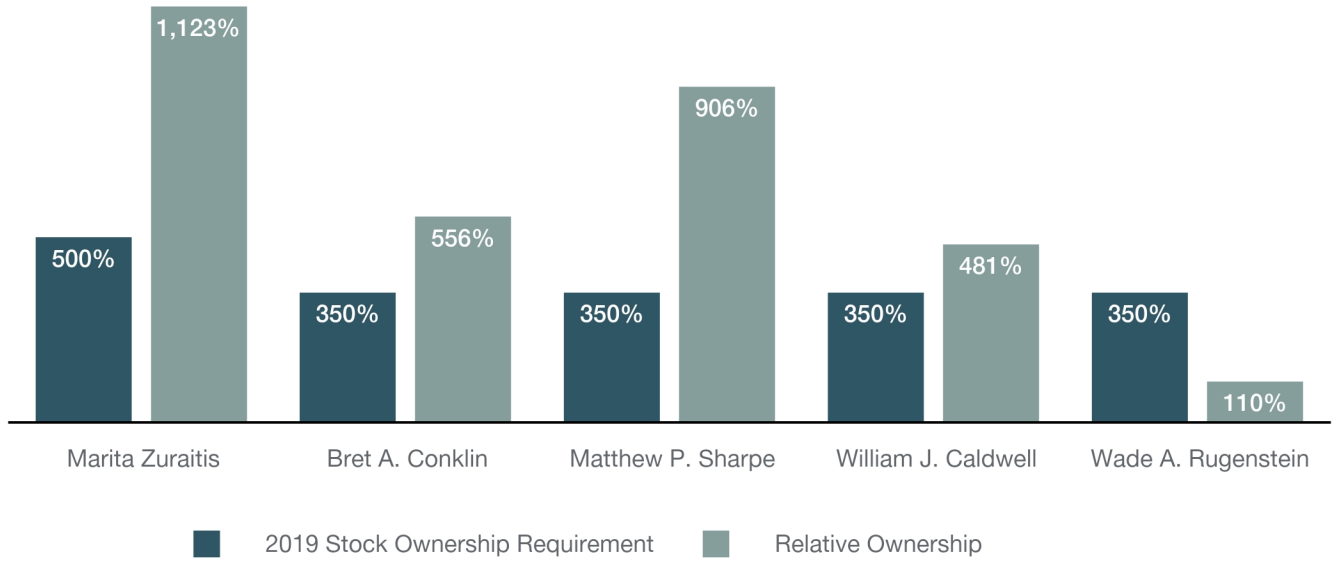
Position	Stock Ownership Target %
CEO	500%
Executive Vice President	350%
Senior Vice President	300%

For 2019, book value was used to measure the value of the shares we require the NEOs to own. For this purpose, the Company's book value per share is determined by dividing total Shareholders' equity, less the fair value adjustment for investments, by the number of outstanding shares of common stock.

The NEOs must satisfy stock ownership guidelines within five years of attaining their position. Stock ownership may be achieved by direct ownership or beneficial ownership through a spouse, child, or trust. The following types of beneficial ownership are considered in determining stock ownership: direct ownership, shares held through our Horace Mann 401(k) Plan, and RSUs (vested and unvested). Outstanding stock options are not used in determining stock ownership.

Beginning with stock option grants made in 2011, NEOs are required to hold shares equivalent to any proceeds from a long-term incentive stock option exercise, net of exercise price and related taxes and the costs of the exercise, for a minimum of 12 months after the date of exercise. As part of its 2017 overall review of the executive compensation program, the Committee reviewed the stock ownership guidelines for the Executive Officers, and determined they were appropriate and will be continued in 2019.

As indicated in the following chart, all NEOs have met or exceeded their stock ownership guidelines except for Mr. Rugenstein. Mr. Rugenstein joined the Company in July 2019 and is on target to meet the requirement by the deadline.



Named Individual	Stock Ownership Target %	Stock Ownership Actual %	Stock Ownership[1]	Book Value[2] ($)
Marita Zuraitis	500%	1123%	322,108	10,442,741
Bret A. Conklin	350%	556%	68,585	2,223,526
Matthew P. Sharpe	350%	906%	118,798	3,851,431
William J. Caldwell	350%	481%	59,352	1,924,192
Wade A. Rugenstein	350%	110%	13,565	439,777
HMN Stock Price @ 12/31/2019 =		$43.66		
HM Book Value @ 12/31/2019 =		$32.42		

(1) Represents share ownership as of 12/31/2019

(2) Represents book value per share excluding the fair value adjustment for investments

Minimum Vesting Period

In 2017, through an amendment approved by the Board, the Company updated the CECP to reflect a minimum vesting period of one year for all equity grants. No portion of any equity grant, including Stock Options, Stock Appreciation Rights, Restricted Stock or Restricted Stock Units, will become vested before the first anniversary of the grant date except in the cases of death or disability.

Annual Performance and Pay Review

To further reinforce a performance-based culture and the tie between Company results and compensation, the Committee reviews each Executive Officer's performance annually, coinciding with the review of corporate performance results. Each Executive Officer is reviewed not only on prior year business results but also on the individual's demonstration of leadership skills and progress on specific strategic initiatives and other key priorities. The Committee also considers any adjustments to base salary, annual incentive opportunity, and long-term incentive opportunity at this review. The Committee recognizes the need to have market-competitive compensation opportunities to attract, retain, and reward high performing executive talent.

Risk Assessment

Our programs are structured to discourage excessive risk-taking through a balanced use of compensation vehicles and metrics with an overall goal of delivering sustained long-term Shareholder value while aligning our executives' interests with those of our Shareholders. To this end, management and CAP conduct, and the Committee and the Board's outside legal counsel reviews, an annual risk analysis of the compensation plans and incentive metrics. Our executive compensation program requires that a substantial portion of each Executive Officer's compensation be contingent on delivering performance results. In addition, a significant portion of our NEOs' compensation is delivered in equity over a multi-year timeframe. The Committee has been advised by the Board's outside legal counsel and agrees that no unreasonable risk exists that a compensation policy or incentive plan would have a material adverse impact on the Company.

Succession Planning Process

To mitigate enterprise risk and leadership gaps, the Committee oversees and monitors the Company's succession planning process on a regular basis. This process identifies candidates that have the skill sets, background, training, and industry knowledge to assume critical positions on an emergency basis and also for the long-term, if necessary. The Company's succession plan is also reviewed by the full Board annually.

Minimal Use of Employment Agreements

Standard practice for the Company is to not have any individual employment agreements with any Executive Officer and intends to continue to minimize their use, while recognizing that in isolated situations an agreement may be needed for attraction and retention of key executive talent. As part of the acquisition of NTA, Mr. Rugenstein's offer included a special trigger for Change in Control tied to the departure of the CEO within two years of his employment date.

Executive Severance and Change in Control Plans

To maintain market competitiveness and allow for the successful recruitment of key executives, the Company maintains the Horace Mann Service Corporation Executive Severance Plan ("Executive Severance Plan") and the Horace Mann Service Corporation Executive Change in Control Plan ("CIC Plan"). The Executive Severance Plan provides benefits due to loss of position with or without a change in control. The CIC Plan is intended to provide a level of security consistent with market practices, mitigate some of the conflicts an executive may be exposed to in a potential acquisition or merger situation, and serve to ensure a more stable transition if a corporate transaction were to occur. The CIC Plan provides for benefits only in the event of the loss of position following a change in control, as defined in the CIC Plan. Participants in the CIC Plan are designated by position. This plan does not have tax gross-up provisions. Currently, all of the NEOs participate in the Executive Severance and CIC Plans. The CIC Plan does not permit duplicate benefits under the Executive Severance Plan.

The multiple is based on the sum of salary plus target annual incentive, payable in the form of salary continuation (for the Executive Severance Plan), and payable in a lump sum (for the CIC Plan), based on the following table:

Named Individual	Multiple	
	Executive Severance	Change In Control
Marita Zuraitis	2.0	2.5
Bret A. Conklin	1.5	2.0
Matthew P. Sharpe	1.5	2.0
William J. Caldwell	1.5	2.0
Wade A. Rugenstein	1.5	2.0

Retirement Plans

The NEOs participate in our Horace Mann 401(k) Plan and a nonqualified supplemental defined contribution plan designed to provide benefits that cannot be provided under our tax-qualified defined contribution plan because of certain limitations imposed by the Internal Revenue Code ("IRC"). Each of these two plans includes a Company contribution. The amounts contributed for each NEO are included in the "Summary Compensation Table." These types of plans are customarily offered within our industry. No NEO participates in the Company's defined benefit plan or supplemental defined benefit retirement plan because participation in those plans was limited to individuals hired prior to January 1, 1999 and all of our NEOs were hired after that date.

Deferred Compensation

Prior to 2009, the LTIP permitted certain elective deferrals. Pre-2009 account balances are maintained in notional deferred Common Stock equivalent units, which accrue dividend equivalents at the same rate as dividends paid to our Shareholders. These dividend equivalents are converted into additional deferred Common Stock equivalent units. Mr. Conklin is the only NEO with an account balance under this arrangement.

Nonqualified Supplemental Defined Contribution and Other Nonqualified Deferred Compensation Plans

The Company sponsors an unfunded nonqualified supplemental defined contribution plan, the Nonqualified Supplemental Defined Contribution Plan ("NQDCP"), which covers only the base salary compensation in excess of the IRC Section 401(a)(17) limit, which in 2019 was $280,000. The NQDCP accounts are established for the executives at the time their compensation exceeds the IRC Section 401(a)(17) limit and the NEOs are credited with an amount equal to 5% of the excess. In addition, the NQDCP accounts are credited with the same rate of return as the stable value fund available as an investment option under the qualified plan sponsored by the Company for all employees.

The Company offered a nonqualified deferred compensation plan to executives, which allowed them to defer receipt of long-term incentive cash compensation prior to 2009 when cash was a component of the LTIP. Executives were allowed to defer up to 100% of their earned long-term cash incentive into HMEC's deferred Common Stock equivalent units. All the NEOs except Mr. Conklin were hired after 2009 and do not have an account in the plan.

Clawbacks

The Committee believes that our compensation program should reward performance that supports the Company's culture of integrity through compliance with applicable laws and regulations and our codes of ethics and conduct. As a further step to support that belief, the Committee has determined that all Executive Officers are subject to the same standards as the CEO and CFO regarding cash compensation clawbacks as defined under Section 304 of the Sarbanes-Oxley Act of 2002. In addition, under the CECP, the Company is entitled to recover any cash or equity award if it is determined that an executive's own misconduct contributed materially to the executive's receipt of an award. If changes are made in future applicable legislative or regulatory guidance, the Company will modify the current clawback provisions to comply.

Hedging, Pledging Prohibitions

The Board, NEOs and other Executive Officers are prohibited from engaging in hedging transactions or from pledging their shares of our Common Stock. Any employee granted shares by the Company is prohibited from engaging in hedging transactions. No other employees are subject to hedging or pledging prohibitions.

Perquisites and Personal Benefits

The only perquisites we provide are financial planning services and an executive physical program, both of which are commonly provided among our peer companies. Please see the "Summary Compensation Table" for further details. Our NEOs do not receive other personal benefits.

Tax Implications

Favorable tax treatment of the various elements of the Company's total compensation program is an important, but not the sole, consideration in the design of the compensation program. On December 22, 2017, legislation commonly referred to as the Tax Cuts and Jobs Act ("Tax Act") was enacted that significantly impacted the tax treatment of executive compensation.

Historically, Section 162(m) of the Internal Revenue Code provided an exemption from taxation for compensation in excess of $1,000,000 paid to certain Executive Officers pursuant to a plan that is approved by our Shareholders, and is performance-related and non-discretionary. The Tax Act eliminated the exception for performance-based compensation, and provides that any individual identified as a Covered Employee (CEO, CFO and the three other most highly compensated Executive Officers) beginning after December 31, 2016 remains a Covered Employee for all future years, and applies the $1,000,000 limitation to any compensation paid to such Covered Employees after employment ends or death. The Tax Act also included a transition rule according to which the deduction limitation as described above, does not apply to compensation arrangements in place pursuant to a written binding contract that was in effect on November 2, 2017 as long as it is not materially modified after that date. To the extent applicable to our existing contracts and awards, the Committee may avail itself of this transition rule. However, due to uncertainties as to the application and interpretation of Section 162(m), including the scope of the transition relief, we expect that compensation paid to our Executive Officers in excess of $1,000,000 generally will not be deductible.

The Committee believes that Shareholder interests are best served by not restricting the Committee's discretion and flexibility in developing compensation programs, even though such programs may result in certain non-deductible compensation expenses as a result of the Tax Act, and still intends to utilize performance-based compensation programs.

Compensation Tables

Summary Compensation Table

The following table sets forth information regarding compensation of the Company's CEO, CFO, and the three other most highly compensated executive officers during 2019, 2018, and 2017.

Name & Principal Position	Year	Salary ($) (1)	Bonus ($)	Stock Awards ($) (2)	Option Awards ($) (3)	Non-Equity Incentive Plan Compensation ($) (4)	All Other Compensation ($) (5)	Total ($)
Marita Zuraitis President & Chief Executive Officer	2019	925,000	0	1,365,000	585,000	1,295,541	71,020	4,241,561
	2018	891,667	0	1,190,000	510,000	966,745	68,578	3,626,990
	2017	841,667	0	1,085,000	465,000	803,455	60,261	3,255,383
Bret A. Conklin Executive Vice President & Chief Financial Officer	2019	391,667	0	315,000	135,000	286,207	27,983	1,155,856
	2018	345,000	0	227,500	97,500	224,429	25,354	919,783
	2017	308,126	0	226,000	54,000	134,200	18,079	740,405
Matthew P. Sharpe Executive Vice President, Distribution & Business Strategy	2019	425,000	0	385,000	165,000	310,564	46,020	1,331,584
	2018	423,333	0	385,000	165,000	375,387	43,724	1,392,444
	2017	412,500	0	395,500	169,500	236,264	41,696	1,255,460
William J. Caldwell Executive Vice President, Property & Casualty and Life & Retirement	2019	397,500	0	297,500	127,500	290,469	44,645	1,157,614
	2018	383,333	0	280,000	120,000	249,366	42,162	1,074,861
	2017	370,833	0	252,000	108,000	212,398	41,080	984,311
Wade A. Rugenstein Executive Vice President, Supplemental & Operations	2019	211,916	0	566,000	114,000	154,856	19,558	1,066,330
	2018	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	2017	n/a	n/a	n/a	n/a	n/a	n/a	n/a

(1) Represents each NEO's actual base salary earnings as of December 31, 2019, 2018 and 2017, respectively. Mr. Rugenstein was hired on 7/1/2019.

(2) Represents the grant date fair value of service-based and performance-based RSUs granted in 2017, 2018, and 2019. Performance-based RSUs are valued based on the probable performance of Target with the potential of 50% to 200% being earned based on performance results. In 2017, 2018, and 2019 it represents the grant date fair value of service based and performance based RSUs.

(3) Represents the grant date fair value of $6.24 per share for stock options granted on March 5, 2019, the grant date fair value of $7.13 per share for stock options granted on March 6, 2018, and the grant date fair value of $6.60 per share for stock options granted on March 7, 2017.

(4) Represents the cash payout for the Annual Incentive Plan ("AIP") earned in each year.

(5) Components of All Other Compensation are set forth on the following page.

Detail of All Other Compensation

The following table sets forth information regarding all other compensation paid to, or earned by, the NEOs in 2019.

Name & Principal Position	Perquisites & Other Personal Benefits ($) (1)	Relocation	Company Contributions to Defined Contribution Plans ($)	Total ($)
Marita Zuraitis President and Chief Executive Officer	16,370	0	54,650	71,020
Bret A. Conklin Executive Vice President and Chief Financial Officer	0	0	27,983	27,983
Matthew P. Sharpe Executive Vice President, Distribution & Business Strategy	16,370	0	29,650	46,020
William J. Caldwell Executive Vice President, Property & Casualty and Life & Retirement	16,370	0	28,275	44,645
Wade A. Rugenstein Executive Vice President, Supplemental & Operations	4,485	0	15,073	19,558

(1) Includes the use of a financial planning service to help minimize distractions and help ensure appropriate focus on his or her Company responsibilities.

CEO Pay Ratio

Pursuant to Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, we calculate a ratio of total pay for our CEO compared to total pay for our median employee ("CEO Pay Ratio"). To identify our median employee, we use total cash at target (annualized base salary as of 12/31/2019 plus annual bonus target), as we believe this is the most representative measure of annual compensation for our broader employee population.

Once the median employee is identified, we compile the same pay elements for the median employee that we do for the NEOs as displayed in the Summary Compensation Table. We then compare total pay of our CEO (as displayed in the "Total $" column of the Summary Compensation Table) to total pay of our median employee.

The following table sets forth information regarding CEO Pay Ratio.

	Total Pay ($)	Pay Ratio
Chief Executive Officer	4,241,561	65:1
Median Employee	65,511	

Grants of Plan Based Awards

The following table sets forth information concerning the grant of the 2019 Annual Incentive and the grant of the 2019 Long-term Incentive for the 2019 – 2021 performance period. Actual payouts under the 2019 AIP are included in the "Summary Compensation Table." Payouts for the 2019 Long-term incentive grant and the determination of the actual RSUs earned will not occur until after the completion of the 2019 – 2021 performance period.

			Estimated Future Payouts Under Non-Equity Incentive Plan Awards[1]			Estimated Future Payouts Under Equity Incentive Plan Awards[2]						
Named Individual	Grant Date	Incentive Plan	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	All Other Stock Awards: Number of Shares of Stock or Units (#)[3]	All Other Option Awards: Number of Securities Underlying Options (#)[4]	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock Option Awards ($)[5]
Marita Zuraitis		AIP	531,875	1,063,750	2,127,500	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	3/5/2019	LTI	N/A	N/A	N/A	12,504	25,007	50,014	N/A	N/A	N/A	N/A
	3/5/2019	LTI	N/A	N/A	N/A	N/A	N/A	N/A	10,005	N/A	N/A	N/A
	3/5/2019	LTI	N/A	N/A	N/A	N/A	N/A	N/A	N/A	93,756	38.99	585,000
Bret A. Conklin		AIP	117,500	235,000	470,000	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	3/5/2019	LTI	N/A	N/A	N/A	2,886	5,771	11,542	N/A	N/A	N/A	N/A
	3/5/2019	LTI	N/A	N/A	N/A	N/A	N/A	N/A	2,310	N/A	N/A	N/A
	3/5/2019	LTI	N/A	N/A	N/A	N/A	N/A	N/A	N/A	21,636	38.99	135,000
Matthew P. Sharpe		AIP	127,500	255,000	510,000	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	3/5/2019	LTI	N/A	N/A	N/A	3,527	7,054	14,108	N/A	N/A	N/A	N/A
	3/5/2019	LTI	N/A	N/A	N/A	N/A	N/A	N/A	2,823	N/A	N/A	N/A
	3/5/2019	LTI	N/A	N/A	N/A	N/A	N/A	N/A	N/A	26,444	38.99	165,000
William J. Caldwell		AIP	119,250	238,500	477,000	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	3/5/2019	LTI	N/A	N/A	N/A	2,726	5,451	10,902	N/A	N/A	N/A	N/A
	3/5/2019	LTI	N/A	N/A	N/A	N/A	N/A	N/A	2,181	N/A	N/A	N/A
	3/5/2019	LTI	N/A	N/A	N/A	N/A	N/A	N/A	N/A	20,436	38.99	127,500
Wade A. Rugenstein		AIP	63,575	127,150	254,300	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	8/1/2019	LTI	N/A	N/A	N/A	2,224	4,447	8,894	N/A	N/A	N/A	N/A
	7/12/2019	LTI	N/A	N/A	N/A	N/A	N/A	N/A	7,167	N/A	N/A	N/A
	8/1/2019	LTI	N/A	N/A	N/A	N/A	N/A	N/A	1,779	N/A	N/A	N/A
	8/1/2019	LTI	N/A	N/A	N/A	N/A	N/A	N/A	N/A	17,592	42.73	114,000

N/A = Not applicable

(1) Represents performance-based 2019 Annual Incentive.

(2) Represents the performance-based portion of the 2019 Long-term Incentive grant.

(3) Represents the service-based RSU portion of the 2019 Long-term Incentive grant. Mr. Rugenstein's grant dated 7/12/19 was a sign-on grant.

(4) Represents the stock option portion of the 2019 Long-term Incentive grant.

(5) Totals equate to each NEO's 2019 Long-term Incentive amount. The fair value of stock options was determined using the Black-Scholes model.

Outstanding Equity Awards at Fiscal Year End

The following table sets forth information regarding the exercisable and unexercisable stock options, as well as the unvested RSUs held by each NEO at December 31, 2019.

	Option Awards						Stock Awards (Restricted Stock Units)			
Named Individual	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)[1]	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Grant Date	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested (#)[2]	Market Value of Shares or Units of Stock that Have Not Vested ($)[3]	Equity Incentive Plan Awards: Number of Unearned Shares, Units, or Other Rights that Have Not Vested (#)[4]	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units, or Other Rights that Have Not Vested ($)[3]
Marita Zuraitis	9,248	0	0	22.69	05/22/13	05/22/20	18,624	813,124	66,679	2,911,205
	33,296	0	0	28.88	03/05/14	03/05/24				
	29,596	0	0	32.35	03/04/15	03/04/25				
	62,937	20,979	0	31.01	03/09/16	03/09/26				
	35,212	35,212	0	41.95	03/07/17	03/07/27				
	17,883	53,649	0	42.95	03/06/18	03/06/28				
	0	93,756	0	38.99	03/05/19	03/05/29				
Bret A. Conklin	5,828	0	0	28.88	03/05/14	03/05/24	4,204	183,547	13,556	591,855
	4,712	0	0	32.35	03/04/15	03/04/25				
	7,869	2,623	0	31.01	03/09/16	03/09/26				
	4,090	4,090	0	41.95	03/07/17	03/07/27				
	3,419	10,257	0	42.95	03/06/18	03/06/28				
	0	21,636	0	38.99	03/05/19	03/05/29				
Matthew P. Sharpe	4,813	0	0	28.88	03/05/14	03/05/24	5,710	249,299	21,329	931,224
	13,452	0	0	32.35	03/04/15	03/04/25				
	22,479	7,493	0	31.01	03/09/16	03/09/26				
	12,836	12,836	0	41.95	03/07/17	03/07/27				
	5,786	17,358	0	42.95	03/06/18	03/06/28				
	0	26,444	0	38.99	03/05/19	03/05/29				
William J. Caldwell	5,898	0	0	32.35	03/04/15	03/04/25	4,343	189,615	15,183	662,890
	5,245	5,245	0	31.01	03/09/16	03/09/26				
	8,180	8,180	0	41.95	03/07/17	03/07/27				
	4,208	12,624	0	42.95	03/06/18	03/06/28				
	0	20,436	0	38.99	03/05/19	03/05/29				
Wade A. Rugenstein	0	17,592	0	42.73	08/01/19	08/01/29	9,061	395,603	4,504	196,645

(1) Long-term Incentive stock option grants are service-based and all exercisable options vest on each anniversary of the grant date at a rate of 25% of the original grant.

(2) Represents the unvested service-based RSUs granted in 2017, 2018, and 2019.

(3) Represents the value of the RSUs based on the closing price of our Common Stock ($43.66) at December 31, 2019.

(4) The performance-based RSUs granted in 2017 will not be earned until the end of the 2017-2019 performance period. RSUs earned at the end of the performance period will vest 100% in 2020. The performance-based RSUs granted in 2018 will not be earned until the end of the 2018-2020 performance period. RSUs earned at the end of the performance period will vest 100% in 2021. The performance-based RSUs granted in 2019 will not be earned until the end of the 2019-2021 performance period. RSUs earned at the end of the performance period will vest 100% in 2022.

Option Exercises and Stock Vesting

The following table sets forth information regarding options exercised and stock awards acquired on vesting by the NEOs in 2019.

	Option Awards		Stock Awards	
Named Individual	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)[1]
Marita Zuraitis	0	0	90,838	3,532,919
Bret A. Conklin	13,040	165,570	13,824	537,365
Matthew P. Sharpe	0	0	33,489	1,302,595
William J. Caldwell	0	0	26,043	1,014,014
Wade A. Rugenstein	0	0	0	0

(1) The value realized on vesting of stock awards is determined by multiplying the number of shares vested by the closing stock price on the date of vesting. The actual amounts realized from vested stock awards will depend upon the sale price of the shares when they are actually sold.

Nonqualified Supplemental Defined Contribution and Other Nonqualified Deferred Compensation Plans

The following table sets forth information regarding participation by the NEOs in the Company's NQDCP and the nonqualified deferred compensation plan as of December 31, 2019.

Named Individual	Account Name	Executive Contributions in Last FY ($)	Registrant Contributions in Last FY ($)[1]	Aggregate Earnings in Last FY ($)[2]	Aggregate Balance at Last FYE ($)
Marita Zuraitis	NQDCP Account	0	32,250	3,449	160,383
	Deferred Compensation Account	0	0	0	0
Bret A. Conklin	NQDCP Account	0	5,583	386	20,418
	Deferred Compensation Account	0	0	69,652	419,808
Matthew P. Sharpe	NQDCP Account	0	7,250	977	45,497
	Deferred Compensation Account	0	0	0	0
William J. Caldwell	NQDCP Account	0	5,875	481	24,461
	Deferred Compensation Account	0	0	0	0
Wade A. Rugenstein	NQDCP Account	0	0	0	0
	Deferred Compensation Account	0	0	0	0

(1) Represents the 2019 NQDCP registrant Company contributions. These contributions are included in the All Other Compensation column of the "Summary Compensation Table" for 2019.

(2) Represents (a) the gains/losses in the NQDCP in 2019 and (b) the change in the deferred compensation account balance reflecting changes in the closing stock price of HMEC Common Stock from December 31, 2018 to December 31, 2019, each excluding contributions reflected in the first two columns.

Illustration of Potential Payments upon Termination or Change in Control

The following table presents the estimated payments and benefits that would have been payable as of the end of 2019 in the event of separation due to disability or death, cause, voluntary termination of employment, retirement, involuntary termination of employment without cause, and a change of control of the Company.

Consistent with SEC requirements, these estimated amounts have been calculated as if the NEOs' employment had been terminated as of December 31, 2019, the last business day of 2019, using the closing price of our Common Stock on that date ($43.66). The amounts reported in the following table are hypothetical amounts based on the disclosure of compensation information about the NEOs. Actual payments will depend on the circumstances and timing of any termination of employment or other triggering event.

Estimated Payments ($) Assuming Termination as of December 31, 2019 (1)(2)(4)					
Name & Benefits	**Disability or Death**	**For Cause**	**Voluntary**	**Involuntary Termination w/o Cause**	**Change in Control**
Marita Zuraitis					
Cash Severance	0	0	0	3,999,000	4,998,750
AIP	1,069,500	0	0	1,069,500	1,069,500
Acceleration of Stock Options	801,528	0	0	0	801,528
Acceleration of RSUs	2,518,915	0	0	0	3,537,333
Health and Welfare	0	0	0	24,224	24,224
Modified Cap Adjustment (3)	N/A	N/A	N/A	N/A	N/A
TOTAL	**4,389,943**	**0**	**0**	**5,092,724**	**10,431,335**
Bret A. Conklin					
Cash Severance	0	0	0	960,000	1,280,000
AIP	240,000	0	0	240,000	240,000
Acceleration of Stock Options	148,497	0	0	0	148,497
Acceleration of RSUs	514,208	0	0	0	737,766
Health and Welfare	0	0	0	35,558	35,558
Modified Cap Adjustment (3)	N/A	N/A	N/A	N/A	-300,466
TOTAL	**902,705**	**0**	**0**	**1,235,558**	**2,141,355**
Matthew P. Sharpe					
Cash Severance	0	0	0	1,020,000	1,360,000
AIP	255,000	0	0	255,000	255,000
Acceleration of Stock Options	252,554	0	0	0	252,554
Acceleration of RSUs	819,304	0	0	0	1,118,613
Health and Welfare	0	0	0	33,029	33,029
Modified Cap Adjustment (3)	N/A	N/A	N/A	N/A	N/A
TOTAL	**1,326,858**	**0**	**0**	**1,308,029**	**3,019,196**
William J. Caldwell					
Cash Severance	0	0	0	960,000	1,280,000
AIP	240,000	0	0	240,000	240,000
Acceleration of Stock Options	184,736	0	0	0	184,736
Acceleration of RSUs	576,116	0	0	0	803,125
Health and Welfare	0	0	0	22,652	22,652
Modified Cap Adjustment (3)	N/A	N/A	N/A	N/A	-157,935
TOTAL	**1,000,852**	**0**	**0**	**1,222,652**	**2,372,578**
Wade Rugenstein					
Cash Severance	0	0	0	960,000	1,280,000
AIP	120,000	0	0	120,000	120,000
Acceleration of Stock Options	16,361	0	0	0	16,361
Acceleration of RSUs	455,123	0	0	0	584,738
Health and Welfare	0	0	0	35,799	35,799
Modified Cap Adjustment (3)	N/A	N/A	N/A	N/A	-344,518
TOTAL	**591,484**	**0**	**0**	**1,115,799**	**1,692,380**

N/A – Not applicable

(1) All AIP and LTI earned payouts are assumed to be at target.

(2) As of December 31, 2019, Bret A. Conklin is only the NEO who is retirement eligible.

(3) Benefit reduction to avoid the imposition of a "golden parachute" tax.

(4) The amounts reflected for Pro Rata Short-Term (Annual) Incentive Compensation represent the entire value of the estimated liability at target, even though the actual value has also been disclosed in the Summary Compensation Table within this Proxy Statement as earned in 2019.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this Proxy Statement with management. Based on our review of, and the discussions with management with respect to, the Compensation Discussion and Analysis, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

COMPENSATION COMMITTEE

STEPHEN J. HASENMILLER, Chairman

MARK E. KONEN, BEVERLEY J. MCCLURE and H. WADE REECE, Members

Equity Compensation Plan Information

The following table provides information as of December 31, 2019 regarding outstanding awards and shares remaining available for future issuance under the Company's equity compensation plans (excluding the Horace Mann 401(k) plan):

Equity Compensation Plans	Number of Securities to be Issued Upon Exercise of Outstanding Options and Rights	Weighted-Average Exercise Price of Outstanding Options and Rights ($)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (4)
Plans Approved by Shareholders			
Stock Incentive Plans (1)			
Stock Options	908,557	37.57	N/A
Restricted Stock Units (2)	889,438	N/A	N/A
Subtotal	1,797,995	N/A	N/A
Deferred Comp Plan for Directors (2) & Employees (3)	53,720	N/A	N/A
Subtotal	1,851,715	N/A	1,187,220
Plans Not Approved by Shareholders	N/A	N/A	N/A
Total	1,851,715	N/A	1,187,220

N/A – Not applicable

(1) Includes grants under the CECP.

(2) No exercise price is associated with the shares of Common Stock issuable under these rights.

(3) The CECP permits Directors and participants in certain cash incentive programs to defer compensation in the form of deferred cash RSUs, which can be settled in cash at the end of the specified deferral period. For purposes of the CECP, deferred cash RSUs are valued at 100% of the fair market value of Common Stock on the date of crediting to the participant's deferral account. There are 48 senior executives of the Company currently eligible to participate in the CECP. The CECP does not reserve a specific number of shares for delivery in settlement of deferred cash RSUs but instead provides that shares will be available to the extent needed for such settlements. Further information on the CECP appears in the "Compensation Discussion and Analysis."

(4) Excludes securities reflected in the Securities to be Issued column and represents shares remaining as part of a fungible share pool. The pool of shares is reduced by 2.5 shares for every "full-value" award that is granted.

Executive Officers

The following provides biographical information, as of March 15, 2020, with respect to the Executive Officers of the Company and its subsidiaries who are not Directors of the Company (Marita Zuraitis, President and Chief Executive Officer, is a Director and is discussed above under "Board Nominees").

Bret A. Conklin, 56

Executive Vice President and Chief Financial Officer

Mr. Conklin was appointed to his present position of Executive Vice President and Chief Financial Officer in April 2017. He joined the Company as Senior Vice President and Controller in January 2002. Mr. Conklin previously served as Vice President of Kemper Insurance from January 2000 through January 2002, where he was responsible for all corporate financial reporting and accounting operations; Vice President and Controller of the Company from July 1998 through January 2000; and Vice President and Controller of Pekin Insurance from September 1992 through June 1998. He has seven years of public accounting experience with KPMG Peat Marwick from 1985 to 1992, specializing in its insurance industry practice. Mr. Conklin has 35 years of experience in the insurance industry.

William J. Caldwell[(1)], 49

Executive Vice President, Property & Casualty and Life & Retirement

Mr. Caldwell was appointed to his present position of Executive Vice President, Property & Casualty and Life & Retirement in November 2019. He previously served as Executive Vice President, Property & Casualty, a position he held since July 2015. Mr. Caldwell joined the Company in November 2013 as Senior Vice President, Personal Lines, and was appointed Senior Vice President, Property & Casualty in October 2014. Prior to joining the Company, he served as Head of Property Products at QBE North America from June 2011 through November 2013, Senior Vice President of Bank of America from August 2007 to June 2011 and Vice President of Unitrin from June 2001 to August 2007. Mr. Caldwell has over 25 years of experience in the insurance industry.

Wade A. Rugenstein, 45

Executive Vice President, Supplemental & Operations

Mr. Rugenstein joined the Company in July 2019 as Executive Vice President, Supplemental and Operations. Mr. Rugenstein is President and Chief Executive Officer of National Teachers Associates Life Insurance Company and its affiliates ("NTA"), positions he has held since 2015. He served as Vice President, Chief Information Officer and Chief Operating Officer of the NTA companies from 2013 to 2015. Prior to joining NTA, he served as Vice President, Information Technology and Chief Information Officer of The Republic Group, an insurance group located in Dallas, Texas. His previous experience includes extensive technology and leadership roles across varied industries, including service with Greyhound Lines and Ernst & Young, LLP. Mr. Rugenstein has over 15 years of experience in the insurance industry.

Matthew P. Sharpe, 57

Executive Vice President, Distribution & Business Strategy

Mr. Sharpe was appointed to his present position as Executive Vice President, Distribution and Business Strategy in November 2019. He took on the Business Strategy role in November 2017 after modernizing our Life & Retirement suite and infrastructure as Executive Vice President, Life & Retirement, a position he held since joining the Company in January 2012. Prior to joining the Company, Mr. Sharpe was with Genworth Financial, Inc. from 1999 to 2011, where he most recently served as Senior Vice President. During his tenure at Genworth, he gained an extensive annuity and life background while leading a variety of successful growth, product development, strategic, marketing and sales initiatives. He is Board President of the Central Illinois Foodbank. Mr. Sharpe has over 30 years of experience in the insurance and financial services industry.

(1) As disclosed in an 8-K filed on April 1, 2020, William J. Caldwell has resigned from his position at Horace Mann effective April 10, 2020.

Donald M. Carley, 52

Executive Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer

Mr. Carley was appointed to his present position as Executive Vice President in November 2019. He joined the Company in January 2016 as General Counsel. He assumed the additional responsibilities of Corporate Secretary and Chief Compliance Officer in May 2016 and was appointed Senior Vice President in November 2016. Mr. Carley previously served as Associate General Counsel at State Farm Mutual Automobile Insurance Company, an insurance provider, since 2008. Prior to that, he spent 10 years in private practice at Sonnenschein Nath & Rosenthal LLP (now known as Dentons), most recently as partner of the firm. Mr. Carley has more than 25 years of private practice and corporate experience with a focus on insurance industry litigation, legislative, regulatory, claims and operational issues.

Elizabeth P. Moore, 56

Senior Vice President and Chief Human Resources Officer

Ms. Moore was appointed to her present position as Senior Vice President in November 2019. She joined the Company in December 2014 as Vice President, Talent Management, and was appointed to the Chief Human Resources Officer position in November 2018. Ms. Moore previously served as Vice President, Talent Management of Guardian Life Insurance from April 2009 through November 2014, Senior Manager HRBP Team of Wells Fargo/Wachovia from 1996 through 2009, and HR Generalist of Northrop Grumman (formerly TRW, Inc.) from 1996 through 1998. She has held roles both as a Human Resources Business Partner and in centers of expertise with a focus on delivering business performance through strategic human capital management. Ms. Moore has over 20 years of experience primarily within the financial services industry.

Kimberly A. Johnson, 53

Senior Vice President and Controller

Ms. Johnson was appointed to her present position as Senior Vice President in November 2019. She joined the Company in 2002 as Assistant Controller and was appointed Vice President and Controller in April 2017. Prior to joining the Company, she was with MSI Insurance from 1991 to 2002 where she held multiple positions, including Vice President and Controller, responsible for financial planning and all property and casualty accounting and reporting functions. Ms. Johnson has over 25 years of experience in the insurance industry.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding beneficial ownership of shares of Common Stock by each person who is known by the Company to own beneficially more than 5% of the issued and outstanding shares of Common Stock, and by each of the Company's Directors, Board Nominees and NEOs, and by all Directors and Executive Officers of the Company as a group. Information in the table is as of March 15, 2020. Except as otherwise indicated, to the Company's knowledge all shares of Common Stock are beneficially owned, and investment and voting power is held solely by the persons named as owners.

Common Stock Ownership	Beneficial Ownership Amount	Percent of Class
5% Beneficial Owners		
BlackRock, Inc. (1)	5,971,207	14.5%
The Vanguard Group, Inc. (2)	4,453,188	10.8%
Dimensional Fund Advisors LP (3)	3,340,945	8.1%
Franklin Mutual Advisers, LLC (4)	2,900,852	7.0%
Directors, Board Nominees and Executive Officers		
Mark S. Casady	0	0.0%
Daniel A. Domenech (5)	17,824	*
Stephen J. Hasenmiller	26,851	*
Perry G. Hines (6)	2,230	*
Mark Konen	0	0.0%
Beverley J. McClure (7)	16,761	*
H. Wade Reece (8)	11,175	*
Robert Stricker (9)	34,790	*
Steven O. Swyers (10)	14,628	*
Marita Zuraitis (11)	521,106	1.3%
Bret A. Conklin (12)	93,740	*
Matthew P. Sharpe (13)	174,066	*
William J. Caldwell (14)	88,123	*
Wade A. Rugenstein	0	0.0%
All Directors and Executive Officers as a group (17 persons)(15)	1,086,842	2.6%

* Less than 1%

(1) BlackRock has a principal place of business at 55 East 52nd Street, New York, New York 10055. BlackRock has sole voting power with respect to 5,879,114 shares and sole investment power with respect to 5,971,207 shares. The foregoing is based on Amendment No. 11 to Schedule 13G filed by BlackRock on February 4, 2020.

(2) The Vanguard Group, Inc. ("Vanguard") has a principal place of business at 100 Vanguard Boulevard, Malvern, Pennsylvania 19355. Vanguard has sole voting power with respect to 40,009 shares, sole investment power with respect to 4,410,840 shares, shared voting power with respect to 6,971 shares and shared investment power with respect to 42,348 shares. The foregoing is based on Amendment No. 9 to Schedule 13G filed by Vanguard on February 12, 2020.

(3) Dimensional Fund Advisors LP ("Dimensional") has a principal place of business at Building One, 6300 Bee Cave Road, Austin, Texas 78746. Dimensional has sole voting power with respect to 3,234,721 shares and sole investment power with respect to 3,340,945 shares. Dimensional disclaims beneficial ownership of such securities. The foregoing is based on Amendment No. 14 to Schedule 13G filed by Dimensional on February 12, 2020.

(4) Franklin Mutual Advisers, LLC ("Franklin") has a principal place of business at 101 John F. Kennedy Parkway, Short Hills, New Jersey 07078. Franklin has sole voting power with respect to 2,688,488 shares and sole investment power with respect to 2,900,852 shares. The foregoing is based on Amendment No. 1 to Schedule 13G filed by Franklin on February 3, 2020.

(5) Consists entirely of 6,860 deferred cash RSUs and 10,963 vested share-based RSUs pursuant to the CECP.

(6) Consists entirely of 2,230 vested share-based RSUs pursuant to the CECP.

(7) Includes 10,963 vested share-based RSUs pursuant to the CECP.

(8) Consists entirely of 3,121 deferred cash RSUs and 8,054 vested share-based RSUs pursuant to the CECP.

(9) Includes 10,743 deferred cash RSUs and 13,080 vested share-based RSUs pursuant to the CECP.

(10) Consists entirely of 14,628 vested share-based RSUs pursuant to the CECP.

(11) Includes 258,831 vested stock options and 174,518 vested share-based RSUs pursuant to the CECP.

(12) Includes 39,414 vested stock options, 9,615 deferred cash RSUs and 30,504 vested share-based RSUs pursuant to the CECP.

(13) Includes 85,674 vested stock options and 49,534 vested share-based RSUs pursuant to the CECP.

(14) Includes 42,183 vested stock options and 6,718 vested share-based RSUs pursuant to the CECP.

(15) Includes 479,529 vested stock options, 30,340 deferred cash RSUs and 345,223 vested share-based RSUs pursuant to the CECP.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act requires the Company's Executive Officers and Directors and other persons who beneficially own more than 10 percent of HMEC's outstanding Common Stock, whom the Company refers to collectively as the "Reporting Persons," to file reports of ownership and changes in ownership with the SEC.

The Company has established procedures by which Directors and Executive Officers provide relevant information regarding transactions in Common Stock to a Company representative, and the Company prepares and files the required ownership reports. Based on a review of those reports and other written representations, the Company believes that in the most recent fiscal year the Reporting Persons filed the required reports on a timely basis under Section 16(a).

Proposal No. 3 - Ratification of Independent Registered Public Accounting Firm

The Audit Committee is directly responsible for the selection, compensation, retention, performance and evaluation of the Company's independent registered public accounting firm. The Audit Committee considers the independence and evaluates the selection of the independent registered public accounting firm each year.

KPMG LLP has been the Company's independent registered public accounting firm for the past 30 years (since the Company's 1989 leveraged buyout). After careful consideration of a number of factors, including length of time the firm has served in this role, the firm's past performance, and an assessment of the firm's qualifications and resources, the Audit Committee selected KPMG LLP to serve as the independent registered public accounting firm for the year ending December 31, 2020. As a matter of good corporate governance, the Audit Committee submits its selection of the auditors to the Shareholders for ratification. If the selection of KPMG LLP is not ratified, the Audit Committee will review its future selection of an independent registered public accounting firm in light of the vote result, but may nonetheless appoint KPMG LLP if it determines doing so to be in the best interest of the Company and Shareholders. Even if the selection is ratified, the Audit Committee in its discretion may select a different registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and its Shareholders. A representative from KPMG LLP will attend the Annual Meeting.

The Board recommends that Shareholders vote FOR the ratification of KPMG LLP, an independent registered public accounting firm, as the Company's auditors for the year ending December 31, 2020.

Report of the Audit Committee

Acting under a written charter, the Audit Committee oversees the Company's financial reporting process on behalf of the Board of Directors. The Audit Committee is comprised of four directors, each of whom is independent as defined by the New York Stock Exchange listing standards. Management has the primary responsibility for the Company's financial statements and its reporting process, including the Company's systems of internal controls. In fulfilling its oversight responsibilities, prior to the filing, the Audit Committee reviewed the audited consolidated financial statements in the Annual Report on Form 10-K with management including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and clarity of disclosures in the financial statements.

The Audit Committee has discussed with the Company's independent registered public accounting firm, which is responsible for expressing an opinion on the conformity of those audited consolidated financial statements with United States generally accepted accounting principles, their judgments as to the quality, not just the acceptability, of the Company's accounting principles and such other matters as are required by applicable requirements of the Public Company Accounting Oversight Board. In addition, the Audit Committee has received from the independent registered public accounting firm the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and discussed with them their independence from the Company and its management taking into account the potential effect of any non-audit services provided by the independent registered public accounting firm.

The Audit Committee discussed with the Company's internal auditors and independent registered public accounting firm the overall scope and plans for their respective audits. The Audit Committee meets with the internal auditors and the independent registered public accounting firm, with and without management present, to discuss the results of their audits, their evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting. The Audit Committee held twelve meetings during fiscal year 2019.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Annual Report on Form 10-K for the year ended December 31, 2019 for filing with the Securities and Exchange Commission. The Audit Committee approved the selection of the Company's independent registered public accounting firm.

AUDIT COMMITTEE

STEVEN O. SWYERS, Chairman

STEPHEN J. HASENMILLER, PERRY G. HINES AND MARK E. KONEN, Members

The Company's Independent Registered Public Accounting Firm

The independent registered public accounting firm selected by the Audit Committee to serve as the Company's auditors for the year ending December 31, 2020 is KPMG LLP. KPMG LLP served in that capacity for the year ended December 31, 2019.

Fees of KPMG LLP

The following were the fees of KPMG LLP for the years ended December 31, 2019 and 2018.

Fees ($)	2019	2018
Audit Fees[1]	4,897,400	3,405,200
Audit-Related Fees[2]	132,500	110,400
Tax Fees[3]	0	0
All Other[4]	0	939,800

(1) Represents the aggregate fees billed for professional services rendered by KPMG LLP for the audit of the Company's annual financial statements for the years ended December 31, 2019 and 2018, the audit of the Company's internal control over financial reporting as of December 31, 2019 and 2018, the reviews of the financial statements included in the Company's quarterly reports on Forms 10-Q for the years ended December 31, 2019 and 2018 and services in connection with the Company's statutory and regulatory filings for the years ended December 31, 2019 and 2018.

(2) Represents the aggregate fees billed for assurance and related services rendered by KPMG LLP that are reasonably related to the audit and review of the Company's financial statements for the years ended December 31, 2019 and 2018, exclusive of the fees disclosed under "Audit Fees." In 2019 and 2018, KPMG LLP audited the Company's employee benefits plans.

(3) Represents the aggregate fees billed for tax compliance, consulting and planning services rendered by KPMG LLP during the years ended December 31, 2019 and 2018, which were none.

(4) For the year ended December 31, 2019, represents the aggregate fees billed for all other services exclusive of the fees disclosed above relating to audit, audit-related and tax services rendered by KPMG LLP, which were none. For the year ended December 31, 2018, represents the aggregate fees billed for merger and acquisition due diligence services rendered by KMPG LLP.

Pre-Approval of Services Provided by the Independent Registered Public Accounting Firm

The Audit Committee approves in advance any significant audit and all non-audit engagements or services between the Company and the independent registered public accounting firm. As a practice, the Audit Committee does not allow "prohibited non-auditing services" as defined by regulatory authorities to be performed by the same firm that audits the Company's annual financial statements. The Audit Committee may delegate to one or more of its members the authority to approve in advance all significant audit and all non-audit services to be provided by the independent registered public accounting firm so long as it is presented to the full Audit Committee at the next regularly scheduled meeting. Pre-approval is not necessary for de minimis audit services as long as such services are presented to the full Audit Committee at the next regularly scheduled meeting. The Audit Committee pre-approved all of the above listed expenses.

Delivery of Proxy Materials

Electronic Access to Proxy Materials and Annual Report

As we did last year, we are delivering a Notice of Internet Availability of Proxy Materials to Shareholders in lieu of a paper copy of the Proxy Statement and related materials and the Company's Annual Report and Form 10-K. If you received a Notice by mail, you will not receive a paper copy of the Proxy Materials unless you request one. Instead, the Notice will instruct you as to how you may access and review the Proxy Materials and cast your vote. If you received a Notice by mail and would like to receive a paper copy of our Proxy Materials, please follow the instructions included in the Notice.

Shareholders also can elect to receive an email message that will provide a link to the Proxy Materials on the Internet. By opting to access your Proxy Materials via email, you will save the Company the cost of producing and mailing documents to you, reduce the amount of mail you receive and help preserve environmental resources. Shareholders who have enrolled previously in the electronic access service will receive their Proxy Materials via email this year. If you received a Notice by mail and would like to receive your Proxy Materials via email, please follow the instructions included in the Notice.

Copies of Annual Report on Form 10-K

The Company will furnish, without charge, a copy of its most recent Annual Report on Form 10-K filed with the SEC to each person solicited hereunder who mails a written request to Investor Relations, Horace Mann Educators Corporation, 1 Horace Mann Plaza, C-738, Springfield, Illinois, 62715-0001.

The Company also will furnish, upon request to the Investor Relations address above, a copy of all exhibits to the Annual Report on Form 10-K. In addition, the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Proxy Statements and all amendments to those reports are available free of charge through the Company's website, horacemann.com, as soon as reasonably practicable after such reports are electronically filed with, or furnished to, the SEC. The EDGAR filings of such reports are also available at the SEC's website, sec.gov.

Eliminating Duplicative Proxy Materials

If you are a beneficial owner, your bank or broker may deliver a single Proxy Statement and Annual Report, along with individual proxy cards, or individual Notices to any household at which two or more Shareholders reside unless contrary instructions have been received from you. This procedure, referred to as householding, reduces the volume of duplicate materials Shareholders receive, reduces mailing expenses and helps preserve environmental resources. Shareholders may revoke their consent to future householding mailings or enroll in householding by contacting the Company's facilitator for distribution of Proxy Materials, Broadridge Financial Solutions, Inc., at 1-800-542-1061, or by writing to Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717. Alternatively, if you wish to receive a separate set of Proxy Materials for this year's Annual Meeting, we will deliver them promptly upon request to Investor Relations, Horace Mann Educators Corporation, 1 Horace Mann Plaza, C-738, Springfield, Illinois, 62715-0001 or 217-789-2500.

Submitting Shareholder Proposals for the 2021 Annual Meeting of Shareholders

Any proposals of Shareholders submitted under Rule 14a-8 of the Securities Exchange Act, as amended, for inclusion in the Company's Proxy Statement and Form of Proxy for the next Annual Meeting of Shareholders scheduled to be held in 2021 must be received in writing by the Corporate Secretary, Horace Mann Educators Corporation, 1 Horace Mann Plaza, Springfield, Illinois, 62715-0001, not later than the close of business on December 7, 2020 in order for such proposal to be considered for inclusion in the Company's Proxy Statement and Form of Proxy relating to the 2021 Annual Meeting of Shareholders. The submission of a shareholder proposal does not guarantee that it will be included in the Company's Proxy Statement and Form of Proxy. In the event that a Shareholder intends to present any proposal at the 2021 Annual Meeting of Shareholders other than in accordance with the procedures set forth in Rule 14a-8, the Shareholder must give written notice to the Corporate Secretary no less than 45 days prior to the date of the Annual Meeting setting forth the business to be brought before the meeting. Accordingly, proxies solicited by the Board for the 2021 Annual Meeting will confer upon the proxy holders discretionary authority to vote on any matter so presented of which the Company does not have notice prior to April 11, 2021, which is 45 days prior to the anticipated Annual Meeting date of May 26, 2021.

Appendix | Reconciliations of GAAP measures to Non-GAAP Measures

Reconciliation of Net Income to Core Earnings

	2019	2018	2017
Net Income	184.4	18.3	169.4
Less: Net investment gains (losses)	120.2	(10.1)	(1.7)
Other expense - goodwill impairment	(28.0)	—	—
Re-measurement of DTL	—	—	99.0
Core earnings (loss)	92.2	28.4	72.1

Reconciliation of Book Value per Common Share to Book Value per Common Share Excluding Net Unrealized Investment Gains on Fixed Maturity Securities

	2019	2018	2017
Book value per common share			
Numerator: Common shareholders' equity	$ 1,567.3	$ 1,290.6	$ 1,501.6
Denominator: Common shares outstanding	41.2	41.0	40.7
Book value per common share	$ 38.01	$ 31.50	$ 36.88
Book value per common share, excluding net unrealized investment gains on fixed maturity securities			
Numerator: Common shareholders' equity	$ 1,567.3	$ 1,290.6	$ 1,501.6
Less: Net unrealized investment gains on fixed maturity securities	230.4	96.9	300.1
Adjusted common shareholders' equity	1,336.9	1,193.7	1,201.5
Denominator: Common shares outstanding	41.2	41.0	40.7
Book value per common share, excluding net unrealized investment gains on fixed maturity securities	$ 32.42	$ 29.13	$ 29.51

Horace Mann®