



2010 Shareholder Meeting

April 29, 2010

Mark McAndrew, Chairman & Chief Executive Officer
Carol McCoy, VP, Associate Counsel and Secretary

Mark McAndrew:

Good morning. It's ten o' clock. My name is Mark McAndrew. I am the Chairman of the Board and Chief Executive Officer of Torchmark. Welcome to Torchmark's 29th Annual Shareholders Meeting. For those of you who are listening via the Internet, welcome.

This meeting will be conducted in accordance with Torchmark's Shareholder Rights Policy and Roberts Rule of Order. We have provided in your seats this morning a proxy statement and an annual report. Members of the Board of Directors who are attending this morning are Eddie Adair, David Boren, Jane Buchan, Rob Ingram, Lloyd Newton, Sam Perry, Darren Rebelez, Lamar Smith and Paul Zuconi. Would you please stand? Thank you. I would also like to recognize this morning Joe Lanier who is retiring today after 32 years of service on Torchmark's Board. Joe, would you stand?

I will now call upon Secretary Carol McCoy to present proof that the meeting is duly commenced.

Carol McCoy:

Mr. Chairman, this meeting is held pursuant to a printed notice that was mailed on March 18, 2010 to each shareholder of record of the Company at the close of business on March 2, 2010. A list of the shareholders entitled to vote at this meeting has been available at the principal executive office of the Company as is required by Delaware law and is available here today at this meeting for examination

by any shareholder who wishes to do so. All of the documents concerning the call and notice of this meeting will be filed in the official records of the Company at the conclusion of the meeting. The count of shares immediately preceding commencement of this meeting indicated that approximately 87.1% of the outstanding common stock of the Company is represented today either in person or by proxy.

Mark McAndrew:

Thank you, Carol. I declare a quorum is present and the meeting is open for business. The minutes of last year's meeting are available. If anyone would like a copy, please contact Carol.

As stated in the proxy statement, we have three proposals subject to shareholder vote. The first proposal is that the Board recommends the election of Mr. Adair, Mr. Newton and Mr. Rebelez to serve on the Board for a term of three years. I will now call upon Carol to nominate the Directors.

Carol McCoy:

Mr. Chairman, I hereby nominate for election as Directors of the Company Charles E. Adair, Lloyd W. Newton and Darren M. Rebelez to serve for terms expiring on the date of the Annual Meeting of the Company in 2013, with all to serve until their respective successors are duly elected and qualified.

Mark McAndrew:

Is there a second?

Unknown Party:

Second.

Mark McAndrew:

We have a second.

Are there any other nominations? No? I declare the nominations closed.

Next is the proposal for ratification of independent auditors for the fiscal year 2010. Deloitte & Touche has served as the Company's independent auditors for fiscal years 1999 – 2009. The Audit Committee has appointed Deloitte & Touche as our independent auditor for the year 2010 and recommends the stockholders approve this appointment.

With us today from the firm is partner Matt Darden. If you would, please stand. Thank you, Matt. If you have any questions to ask him, please contact him after the meeting.

I will call upon Carol again to make a formal motion.

Carol McCoy:

Mr. Chairman, I move for ratification and approval of the appointment of Deloitte & Touche LLP as the independent auditors of the Company and its subsidiaries for the year 2010.

Mark McAndrew:

Is there a second?

Unknown Party:

Second.

Mark McAndrew:

Thank you.

The third proposal relates to approval of amendments to the Company's Amended and Restated By-Laws and the Restated Certificate of Incorporation to remove "Supermajority Voting" provisions. These amendments will remove the requirements requiring an affirmative vote of the holders of 80% of the shares entitled to vote in order to amend the By-Laws of the Company. They will permit desirable corporate governance changes in the By-Laws to be adopted by either a majority of the Company's shareholders or the Board of Directors. In

order to be adopted, this proposal must receive the affirmative vote of 80% of the shares of common stock eligible to be voted at this meeting.

I will now call upon Carol to make the formal motion.

Carol McCoy:

Mr. Chairman, I move the adoption of amendments to Articles II and III of the Amended and Restated By-Laws of Torchmark Corporation and Article SIXTH of the Restated Certificate of Incorporation of Torchmark Corporation, as set forth in Appendix A to the Proxy Statement.

Mark McAndrew:

Do I have a second?

Unknown Party:

Second.

Mark McAndrew:

Thank you.

The fourth proposal relates to approval of an amendment to eliminate the "Fair Price" provisions from the Company's Restated Certificate of Incorporation. Similar protections to those provided by these "fair price" provisions, which are anti-takeover measures originally adopted by Company shareholders in 1984, and now effectively in place for Company shareholders under Delaware corporate law and the "fair price" provisions are no longer necessary. In order to be adopted, this proposal must receive the affirmative vote of 80% of the shares of common stock eligible to be voted at this meeting.

I will now call upon Carol to make the formal motion.

Carol McCoy:

Mr. Chairman, I move adoption of amendments to repeal Article TENTH of the

Company's Restated Certificate of Incorporation in its entirety and to renumber Article ELEVENTH of the Restated Certificate of Incorporation as Article TENTH, as set forth in Appendix B to the Proxy Statement.

Mark McAndrew:

Do I have a second? Thank you.

If there are any shareholders who have not voted and wish to vote at this time, please raise your hand and you will receive a ballot. If there are no ballots to be collected, I will ask Trish Hodson, the representative of our stock transfer agent, BNY Mellon Shareowner Services, to give us a tally.

Trish Hodson, BNY Mellon Shareowner Services Representative:

Mr. Chairman, the ballots have been counted and more than a majority of the voting stock of the Company represented in person or by proxy at this meeting has been voted for the election of the director nominees and for the ratification and appointment of Deloitte & Touche LLP as independent auditor for the Company for the year 2010. The proposal to approve the amendments to Articles II and III of the Company's Amended and Restated By-Laws and Article SIXTH of the Restated Certificate of Incorporation to remove the supermajority voting provisions has received the required 80% vote for approval. The proposal to approve amendments to the Restated Certificate of Incorporation to remove the "fair price" provisions received the required 80% vote for approval.

Mark McAndrew:

Thank you. You have heard the results of the balloting.

It is now time for the Question and Comment Period, and I will recognize again Carol McCoy.

Carol McCoy:

Mr. Chairman, this year we received no questions from stockholders submitted in writing in accordance with the Shareholders' Rights Policy.

At this time, if any shareholder wishes to discuss issues reasonably related to the management of the Company's operations, please move to the microphone, state your name, whether you are a shareholder or the proxy of a shareholder, and proceed with your comment. I want to remind you that pursuant to the Shareholders' Rights Policy any shareholder comment is limited to not more than three minutes.

Are there any comments?

Hearing none, I am turning the meeting back over to Chairman McAndrew.

Mark McAndrew:

Thank you, Carol.

If there is no other business this morning, I will entertain a motion for adjournment.

Unknown Party:

So moved.

Mark McAndrew:

Do I have a second?

Unknown Party:

Second.

Mark McAndrew:

Thank you. That concludes our meeting this morning. Thank you for attending and have a great day.