



**2015 ANNUAL SHAREHOLDER MEETING**

**April 30, 2015**

**Gary Coleman:**

My name is Gary Coleman.

**Larry Hutchison:**

My name is Larry Hutchison. We are the Co-Chairmen of the Board and would like to welcome you to Torchmark's 34th Annual Shareholders Meeting. For those of you who are listening via the Internet, welcome.

**Gary Coleman:**

Along with Larry and me, members of the Board of Directors present this morning are Eddie Adair, Marilyn Alexander, David Boren, Jane Buchan, Rob Ingram, Lloyd Newton, Darren Rebelez, Lamar Smith and Paul Zucconi. Will you all please stand? Thank you. This meeting will be conducted in accordance with Torchmark's Shareholder Rights Policy and Roberts Rules of Order. For your convenience, we provided in your seats a proxy statement and an annual report.

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

**Carol McCoy:**

Chairman Coleman and Chairman Hutchison, this meeting is held pursuant to a printed notice that was mailed on March 18, 2015 to each shareholder of record of the Company at

the close of business on March 2, 2015. A list of the shareholders entitled to vote at this meeting has been available at the principal executive offices 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 the 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% of the outstanding common stock of the Company is represented today either in person or by proxy.

**Gary Coleman:**

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 four proposals subject to shareholder vote. The first proposal is that the Board recommends the election of Eddie Adair, Marilyn Alexander, David Boren, Jane Buchan, Larry Hutchison, Rob Ingram, Lloyd Newton, Darren Rebelez, Lamar Smith, Paul Zucconi and myself to serve on the Board for a term of one year. I will now call upon Carol to nominate the Directors.

**Carol McCoy:**

Chairman Coleman and Chairman Hutchison, I hereby nominate for election as Directors of the Company Charles E. Adair, Marilyn A. Alexander, David L. Boren, Jane M. Buchan, Gary L. Coleman, Larry M. Hutchison, Robert W. Ingram, Lloyd W. Newton, Darren M. Rebelez, Lamar C. Smith and Paul J. Zucconi to serve for terms expiring on the date of the Annual Meeting of the Company in 2016, with all to serve until their respective successors are duly elected and qualified.

**Gary Coleman:**

Is there a second?

**Unknown Party:**

Second.

**Gary Coleman:**

We have a second. Are there any other nominations? Hearing none the nominations are declared closed.

**Larry Hutchison:**

Next is the proposal for ratification of independent auditors for the fiscal year 2015. Deloitte & Touche has served as the Company's independent auditors for fiscal years 1999 – 2014. The Audit Committee has appointed Deloitte & Touche as our independent auditor for the year 2015 and recommends the stockholders approve this appointment.

With us today are partners Mike Murphy and Chris Lewis. If you would, please stand. If you have any questions to ask them, please contact them after the meeting. I will now call upon Carol to make a formal motion.

**Carol McCoy:**

Chairman Coleman and Chairman Hutchison, I move the ratification and approval of the appointment of Deloitte & Touche LLP as the independent auditors of the Company and its subsidiaries for the year 2015.

**Larry Hutchison:**

Is there a second?

**Unknown Party:**

Second.

**Gary Coleman:**

Thank you. The third proposal relates to an advisory and non-binding vote on the 2014 compensation of the Company's named executive officers as set out in the Company's Proxy Statement for the 2015 Annual Meeting of Stockholders. I will now call upon Carol to make the formal motion.

**Carol McCoy:**

Chairman Coleman and Chairman Hutchison, I move adoption of the following resolution:

"RESOLVED, that the Company's stockholders hereby approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company's Proxy Statement for the 2015 Annual Meeting of Stockholders filed with the Securities and Exchange Commission, pursuant to the executive compensation disclosure rules of the Securities and Exchange Commission, which disclosure includes the Compensation Discussion and Analysis, the compensation tables and other related compensation disclosures."

**Gary Coleman:**

Is there a second?

**Unknown Party:**

Second.

**Larry Hutchison:**

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 declare voting closed and ask Nancy Petersen, the representative of our stock transfer agent, Wells Fargo, to give us a tally.

**Nancy Petersen:**

Chairman Coleman and Chairman Hutchison, 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 each of the director nominees, and for the ratification and appointment of Deloitte & Touche LLP as independent auditor for the Company for the year 2015. On a non-binding advisory basis, a majority of stockholders voted to approve the 2014 compensation of the Company's named executive officers in the Proxy Statement.

**Gary Coleman:**

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

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

**Carol McCoy:**

Chairman Coleman and Chairman Hutchison, 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 management of the Company's operations, please move to this

microphone, state your name, whether you are a shareholder or the proxy of a shareholder, and proceed with your comments. 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?

Since there are none, I am turning the meeting back over to the Co-Chairmen.

**Larry Hutchison:**

Thank you, Carol. If there is no other business today, I will entertain a motion for adjournment.

**Unknown Party:**

So moved.

**Unknown Party:**

Second.

**Gary Coleman:**

Thank you. That concludes the meeting. Thank you all for attending and you all have a good day thanks.