

## **NATIONAL FINANCIAL PARTNERS CORP. CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors (the “Board”) of National Financial Partners Corp. (the “Company”) has adopted these corporate governance guidelines (the “Governance Guidelines”) to reflect the Company’s commitment to the highest standards of corporate governance, and to comply with the listing requirements of the New York Stock Exchange (“NYSE”) and other legal requirements. The Board’s Nominating and Corporate Governance Committee will periodically, but no less than annually, review these Governance Guidelines and propose modifications for the Board’s consideration as appropriate.

### **I. Board Composition and Size**

The members of the Board should collectively possess a broad range of skills, expertise, industry and other knowledge, and business and other experience so as to enhance the Board’s ability to manage and direct the affairs and business of the Company. A majority of the Board shall consist of directors who the Board has determined meet the criteria for independence as established by the Board in accordance with NYSE listing standards and any other applicable laws, rules and regulations regarding independence in effect from time to time and the Board’s business judgment (an “Independent Director”). Each director shall promptly inform the Board in the event of any change in circumstances or relationships that may impact his or her designation by the Board as “independent.”

The Board shall determine the appropriate size of the Board within the requirements of the Company’s Amended and Restated Certificate of Incorporation, as amended (the “Charter”) and the Amended and Restated By-Laws (the “By-Laws”).

### **II. Selection of Directors**

***Nominations and Appointments.*** The Nominating and Corporate Governance Committee shall be responsible for identifying and recommending to the Board qualified candidates for Board membership, based primarily on the following criteria and in accordance with the Company’s Guidelines for Selection of Directors:

- Judgment, character, expertise, skills and knowledge useful to the oversight of the Company’s business;
- Reputation, both personal and professional, consistent with the Company’s image and reputation;
- Diversity of viewpoints, backgrounds, experiences and other demographics;
- Business or other relevant experience;
- Ability and willingness to devote the required amount of time to the Company’s affairs, including preparing for and attending meetings of the Board and its committees;
- Independence in their thought and judgment and commitment to represent the long-term interests of the Company’s stockholders; and

- The extent to which the interplay of the candidate's expertise, qualifications, skills, knowledge and experience with that of other Board members will build a Board that is effective, diverse, collegial and responsive to the needs of the Company.

The Nominating and Corporate Governance Committee may accept suggestions from management of the Company, members of the Board and employees as to potential candidates for nomination to the Board. The Nominating and Corporate Governance Committee shall also give appropriate consideration to candidates for Board membership nominated by stockholders, and shall evaluate such candidates in the same manner as other candidates identified to the Committee. The Nominating and Corporate Governance Committee may retain a search firm to assist in identifying candidates. Members of the Nominating and Corporate Governance Committee shall discuss and evaluate possible candidates in detail prior to recommending them to the Board. The Nominating and Corporate Governance Committee shall follow prudent practices prior to nomination, including, where appropriate, practices such as background checks and interviews of the candidate with Board members and executive management.

The Nominating and Corporate Governance Committee shall be responsible for initially assessing whether a candidate would be an Independent Director. The Board, taking into consideration the assessment of the Nominating and Corporate Governance Committee, shall make a determination as to whether a candidate would be an Independent Director.

In connection with the nomination of any incumbent director for reelection to the Board, the Nominating and Corporate Governance Committee and the Board shall review annually the relationships that such director has with the Company. Following such annual review, only those directors who the Nominating and Corporate Governance Committee and the Board affirmatively determine have no material relationship with the Company or any of its consolidated subsidiaries (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) or with any executive management member of the Company will be considered Independent Directors. Additionally, the Nominating and Corporate Governance Committee will conduct an annual evaluation of each director's performance and assess the suitability of such director remaining on the Board. The Nominating and Corporate Governance Committee and the Board shall consider the results of the evaluations in determining whether to nominate the director for reelection.

The Board, taking into consideration the recommendations of the Nominating and Corporate Governance Committee, shall be responsible for selecting the nominees for election to the Board by the stockholders and for appointing directors to the Board to fill vacancies, with primary emphasis on the criteria set forth above.

***Invitations.*** The Chairman of the Nominating and Corporate Governance Committee and the Chairman of the Board shall extend an invitation to the potential director nominee to join the Board.

### **III. Selection of Chairman of the Board and Chief Executive Officer**

The Board shall select its Chairman and the Company's Chief Executive Officer (the "CEO") in the manner it considers in the best interests of the Company at any given point in time. The Board does not have a policy on whether the role of Chairman and CEO should be separate or combined and, if it is to be separate, whether the Chairman should be selected from the Independent Directors or should be an employee of the Company.

### **IV. Lead Director**

The Board shall designate one of the Independent Directors to serve as Lead Director. The Lead Director's duties shall include the following:

- Preside at executive sessions of the Independent Directors;
- Preside at each Board meeting at which the Chairman is not present;
- Serve as liaison between the Chairman and the Independent Directors;
- Approve the agenda and schedule for Board meetings and executive sessions of the Independent Directors;
- Approve information sent to the Board;
- Advise the Chairman and CEO of decisions reached, and suggestions made, at executive sessions of the Independent Directors; and
- Such other matters as the Board may determine from time to time.

The name of the Lead Director shall be disclosed in the annual proxy statement, together with a statement as to the manner in which interested parties may communicate directly with the Lead Director or the Independent Directors as a group. Additionally, if requested by major stockholders, the Lead Director shall ensure that he or she is available for consultation and direct communication with such stockholders.

### **V. Continuation as a Director**

***Resignation from the Board – Age Limits.*** Contingent on acceptance of such resignation by the Board, each non-executive director shall tender his or her resignation from the Board to the Nominating and Corporate Governance Committee at the first meeting of stockholders to elect directors after he or she reaches 72 years of age, unless the person has been a non-executive director for less than ten years. In such cases, a non-executive director shall tender his or her resignation from the Board to the Nominating and Corporate Governance Committee (contingent on acceptance of such resignation by the Board) at the first meeting of stockholders to elect directors following the director's attaining 75 years of age. The Nominating and Corporate Governance Committee shall, within a reasonable period of time, review the continued appropriateness of the affected director remaining on the Board under the circumstances, and recommend to the Board whether the Board should accept such resignation or request that the director continue to serve on the Board. The Board shall decide whether to accept the director's resignation or request that the director continue to serve.

***Resignation from the Board – Change in Job Responsibility.*** In the event a director retires or changes the principal occupation or business association he or she held when he or she initially became a member of the Board, such director shall tender his or her resignation from the Board to the Nominating and Corporate Governance Committee contingent on acceptance of such resignation by the Board. The Nominating and Corporate Governance Committee shall, within a reasonable period of time, review the continued appropriateness of the affected director remaining on the Board under the circumstances, and shall recommend to the Board whether the Board should accept such resignation or request that the director continue to serve on the Board. The Board shall decide whether to accept the director’s resignation or request that the director continue to serve.

***Resignation from the Board – Conflict of Interest.*** In the event there is a substantial, unresolved conflict of interest between a director and either the Company or the Board, the Nominating and Corporate Governance Committee shall consider, and recommend to the Board, whether the conflict can be adequately resolved and if not, whether the director’s continued membership on the Board is appropriate in light of the conflict of interest. If the Nominating and Corporate Governance Committee so recommends, the affected director shall tender his or her resignation contingent on acceptance of such resignation by the Board. The Board shall decide whether to accept the director’s resignation or request that the director continue to serve.

***Resignation from the Board – Unsuccessful Incumbents.*** In the event that, after any meeting of the stockholders at which director nominees are subject to an election, any incumbent director fails to receive the requisite amount of votes cast “for” his or her election, such director shall promptly tender his or her resignation from the Board to the Nominating and Corporate Governance Committee contingent on acceptance of such resignation by the Board. The Nominating and Corporate Governance Committee shall, within a reasonable period of time, review the continued appropriateness of the incumbent director remaining on the Board under the circumstances and shall recommend to the Board whether the Board should accept such resignation, request that the director continue to serve on the Board or act otherwise with respect to such incumbent director. The Board shall decide whether to require the incumbent director’s resignation, request that the incumbent director continue to serve, or act otherwise with respect to such incumbent director. Thereafter, the Company shall publicly disclose the Board’s decision and the Board’s rationale regarding the incumbent director’s resignation offer.

***Term Limits.*** The Board does not believe it should establish term limits. The Company and its stockholders both benefit from Board continuity and stability and by allowing directors to focus on long-term business strategies and results.

## **VI. The Committees of the Board**

The Board shall have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Each committee shall have a written charter, adopted by the Board, that outlines such committee’s purpose and responsibilities. Each committee shall report regularly to the Board summarizing the committee’s actions and any significant issues considered by the committee.

Each committee member must satisfy the membership requirements set forth in the relevant committee charter. A director may serve on more than one committee. Committee chairs and members shall be appointed by the Board upon the recommendation (after consultation with the Chairman) of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall be responsible for identifying Board members qualified to fill vacancies on any committee and recommending that the Board appoint the identified member or members to the applicable committee. In making any committee appointments, consideration should be given to the periodic rotation of a committee member; however, such rotation is within the Board's discretion.

The Board may, from time to time, establish or maintain additional committees of the Board.

## **VII. Board and Committee Meetings**

The Board expects to have four regularly scheduled meetings each year, one being held each quarter. Upon adequate notice, unscheduled meetings may be called throughout the year as the need arises. The Board may act by unanimous written consent in lieu of a meeting.

Each committee shall have the number of meetings provided for in its charter, with further meetings to occur (or action to be taken by unanimous written consent) when deemed necessary or desirable by the committee or its chairman. The committees may act by unanimous written consent in lieu of a meeting.

The agenda for each Board meeting shall be established by the Chairman and the Lead Director and the Chairman shall chair all Board meetings. Any Board member may suggest the inclusion of additional subjects on the agenda either prior to or at any Board meeting; provided that each director uses his or her best efforts to notify the Chairman in advance of any additional subjects to be addressed. The agenda for each committee meeting shall be established by the committee chairman in consultation with appropriate members of the committee and with management. Although management will seek to provide appropriate materials in advance of Board and committee meetings, this will not always be consistent with the timing of transactions and the operations of the business, and in certain cases it may not be possible to circulate materials in advance of the meeting. Materials presented to the Board and committee members should provide the information needed for the directors to make an informed judgment or engage in informed discussion.

Any independent director may attend any committee meetings, whether or not he or she is a member of that committee.

## **VIII. Independent Directors Executive Sessions**

To ensure free and open discussion and communication among the Independent Directors, these directors shall meet in executive session at least twice a year or more frequently, if necessary; provided, however, that adequate time shall be reserved at each regularly scheduled Board meeting for the Independent Directors to meet at their discretion. Each

Independent Director shall have the authority to call executive sessions. The Lead Director shall preside at the executive sessions, unless the Independent Directors determine otherwise.

## **IX. Board Responsibilities**

The business and affairs of the Company are managed by or under the direction of the Board in accordance with Delaware law. The Board's responsibility is to provide direction and oversight. The Board establishes the strategic direction of the Company and oversees the performance of the Company's business and management. The management of the Company is responsible for presenting strategic plans to the Board for review and approval and for implementing the Company's strategic direction. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company. In discharging their responsibility, directors, in exercising their business judgment, are entitled to rely in good faith on the Company's management, outside advisors and independent auditors.

Certain specific corporate governance functions of the Board are set forth below:

1. **Management Succession.** The Board, acting through the Nominating and Corporate Governance Committee, and the CEO shall develop a CEO succession plan, which shall be reviewed at least annually, and shall address:
  - a. emergency CEO succession; and
  - b. CEO succession in the ordinary course of business.

The CEO shall develop a management succession plan to ensure continuity among members of senior management other than the CEO. This plan, on which the CEO shall report at least annually, shall include an assessment of senior management experience, performance, skills and planned career paths. The Board, acting through the Nominating and Corporate Governance Committee, shall review and concur in this plan at least annually.

2. **Evaluating the CEO.** The Board, acting through the Nominating and Corporate Governance Committee and the Compensation Committee, shall annually conduct an evaluation of the performance of the CEO. The chairmen of the Nominating and Corporate Governance Committee and the Compensation Committee shall communicate such evaluation to the CEO.
3. **Director Compensation.** All non-employee Directors shall receive directors' fees as their only compensation for Board and/or Board committee service. Non-employee Directors' fees shall be in the form of cash, company stock, including options and restricted stock, or a combination thereof, as well as any additional benefits regularly given to all non-employee Directors. Directors who are also current employees of the Company shall receive no additional compensation for their service as directors. The exact amount and form of director compensation shall be reviewed annually by the Nominating and Corporate Governance Committee and shall be determined by the Board upon recommendation of the

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall periodically consider the director compensation policies and practices of the Company's principal competitors and other comparable companies in determining appropriate levels of director compensation.

## **X. Expectations for Directors**

The Board has developed a number of specific expectations of directors to promote the discharge by the directors of their responsibilities and to promote the efficient conduct of the Board's business. It is understood that the non-management directors are not full-time employees of the Company.

1. ***Commitment and Attendance.*** All directors are expected to attend meetings of the Board and the committees of which they are members. Attendance by telephone or video conference may be used to facilitate a director's attendance. Directors are also required to attend the Annual Meeting of Stockholders, unless such attendance is precluded by health or personal matters or significant business matters otherwise requiring such director's presence.
2. ***Participation in Meetings.*** Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and the competition it faces, to ensure active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Upon request, management shall make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. To the extent available, directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.
3. ***Recusal when Conflict of Interest.*** Prior to any Board discussion or decision related to any matter that potentially affects a director's personal, business or professional interests, including those matters specified in Section V hereof, that director should (i) disclose the existence of the potential conflict of interest to the Chairman of the Board and (ii) if the Chairman of the Board (in consultation with legal counsel) determines a conflict exists or the perception of a conflict is likely to be significant, recuse himself or herself from any discussion or vote related to the matter.
4. ***Limit on Number of Board Memberships.*** In connection with its evaluation of the ability of any director to devote the requisite time, attention and service to the Company's Board, the Nominating and Corporate Governance Committee shall consider the number of public company boards on which any director serves and, in connection with such evaluation, shall, in its discretion, limit the number of public company boards on which any director may serve. Notwithstanding the foregoing, no director may serve simultaneously on more than five (5) other public company boards, unless the Nominating and Corporate Governance Committee determines

that such simultaneous services would not impair the ability of such director to effectively serve on the Board. A director should advise the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company board.

In addition, in recognition of the enhanced time constraints associated with membership on a public company's audit committee, no member of the Audit Committee may serve simultaneously on the audit committees of more than two (2) other public companies, unless the Board determines that such simultaneous services would not impair the ability of such director to effectively serve on the Audit Committee.

5. **Contact with Management and Employees.** Directors are encouraged to keep themselves informed with regard to the Company and its operations. Directors shall have full and free access to the Company's officers, employees, directors and, as necessary and appropriate, the Company's outside advisors. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO, the Corporate Secretary or directly by the director. Directors shall use their judgment to ensure that any such contact is not disruptive to the Company's business operations and shall, to the extent that it is not inappropriate, copy the CEO on any written communications between a director and a Company officer or employee.

The Board shall have the discretion to approve any director's request to have senior Company officers and other personnel regularly attend the Board meetings.

## **XI. Code of Business Conduct and Ethics**

The Board shall adopt and maintain the Code of Business Conduct and Ethics (the "Code") for the directors, officers and employees of the Company in compliance with the NYSE requirements. The Code shall be posted on the Company's website. The purpose of the Code shall be to focus the directors, officers and employees on areas of ethical risk, provide guidance in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty and accountability.

Each director shall act at all times in accordance with the requirements of the Code. Waivers of the Code for any executive officer or director may only be made by the Board or by a committee composed of Independent Directors. Any waiver for an executive officer or director must be posted on Company's website and otherwise disclosed as required by law.

## **XII. Evaluating Board and Committee Performance**

The Board shall conduct an annual self-evaluation of the Board's performance. The Nominating and Corporate Governance Committee will discuss the results of such annual evaluation with the full Board. Each committee shall also conduct an annual self-evaluation as provided for in its respective charter.

### **XIII. Orientation and Continuing Education**

All new directors shall receive a director orientation package. At a minimum, the package will include the following: the Company's By-Laws and Charter; pertinent Company policies (including, without limitation, these Governance Guidelines, the Code, the Company's policies with respect to trading, disclosure of information and whistleblower procedures); all SEC filings for the current year and last preceding calendar year; press releases issued during the current calendar year; current financial information; industry reports; all Board committee charters; information regarding the Company's directors & officers liability insurance policy; and information regarding the fiduciary obligations of directors. The new director will meet separately with the CEO, Chief Financial Officer, General Counsel and each Company department head to be briefed on the Company's strategic plans, its significant financial, accounting and risk management issues, current significant exploration and development projects, and compliance programs and policies, including, without limitation, these Governance Guidelines and the Code.

All directors must receive annual director education in subjects relevant to the duties of a director, including the study of corporate governance best practices or ethics. This education may be as a result of a program planned by the Company or by the director attending a seminar pre-approved by the General Counsel, with all reasonable expenses paid by the Company.

### **XIV. Access to Independent Advisors**

In performing its functions, the Board and each committee shall have the full power and authority to retain, in its sole discretion and at the expense of the Company, independent financial, accounting, legal or other expert advisors, as necessary to fulfill their duties.

### **XV. Stock Ownership Guidelines**

The Board believes that it is important for each director and member of the Company's Executive Management Committee ("EMC") to have a financial stake in the Company to help align the director's and executive's interests with those of the Company's stockholders. In connection with the foregoing, the Board has adopted stock ownership and retention guidelines for executives who are members of the EMC (set forth in Addendum I attached hereto) and non-management directors (set forth in Addendum II attached hereto).

**NATIONAL FINANCIAL PARTNERS CORP.**

**Executive Stock Ownership and Retention Guidelines**

Purpose. The purpose of the National Financial Partners Corp. Executive Stock Ownership and Retention Guidelines (the “Guidelines”) is to align the interests of executives of National Financial Partners Corp. (the “Company”) and the Company’s shareholders by requiring executives to accumulate and retain a meaningful level of stock ownership.

Covered Executives. The Guidelines apply to members of the Executive Management Committee (“EMC”).

Stock Ownership Multiples. The stock ownership levels under the Guidelines, expressed as a multiple of the Covered Executive’s annual base salary as of January 1, are as follows:

Covered Executive	Stock Ownership Multiple
CEO	3.0 times annual base salary
COO and CFO	2.0 times annual base salary
Other EMC Members: General Counsel, Head of M&A and Presidents of Business Segments	1.0 times annual base salary

Compliance Deadline. There is no required time period within which the Covered Executive must attain the applicable stock ownership level under the Guidelines.

Compliance Determination. For purposes of determining compliance with the Guidelines, as of January 1 of each year the number of shares of the Company’s common stock that a Covered Executive is required to own will be calculated by:

1. Multiplying the Covered Executive’s annual base salary (disregarding any increases after the Covered Executive has satisfied the Guidelines, unless and until the Covered Executive is promoted to a higher tier), by the applicable Stock Ownership Multiple; and
2. Dividing the product calculated in clause 1 above by the average of the closing prices of the Company’s common stock on each trading day of the prior month.

If a Covered Executive has satisfied the Guidelines on a prior determination date, a decrease in the Company’s stock price or an increase in salary without a sale of shares below the Covered Executive’s initial required stock ownership level will not be considered to result in non-compliance on a subsequent determination date. However, promotion to a higher tier will trigger a new ownership requirement based on the table illustrated above.

Eligible Shares. The following shares of Company common stock count towards compliance with the Guidelines:

- Shares owned by the Covered Executive;
- Shares owned jointly by the Covered Executive and spouse;
- Shares held in a trust or other estate planning vehicle (e.g., family limited partnership) established by the Covered Executive for the benefit of the Covered Executive and/or family members;
- Shares equal to the number of vested deferred stock units credited to the Covered Executive under any arrangement maintained by the Company; and
- Shares credited to the Covered Executive's 401(k) plan account.

Unvested and unearned restricted stock/restricted stock units/performance shares and unexercised stock options do not count towards compliance with the Guidelines.

Stock Retention Percentages. Until a Covered Executive complies with the Guidelines, the Covered Executive is required to retain 75% of net profit shares from each award on exercise, vesting or earn-out as set forth below:

“Net profit shares” means:

- Shares received on vesting or earn-out of restricted stock/restricted stock units/performance shares, net of shares for taxes; and
- Shares received on exercise of stock options, net of shares tendered or withheld for payment of exercise price and shares for taxes.

“Shares for taxes” means, regardless of whether share withholding is actually used:

- Shares equal to the gross number of shares resulting from the vesting or exercise, as the case may be, multiplied by the applicable Covered Executive's actual tax rate.

Stock Sales. Any sale of shares by Covered Executives must be approved by the Office of the General Counsel for compliance with the Guidelines and NFP's Insider Trading Policy.

Trading Plans. Covered Executives are encouraged to use SEC Rule 10b5-1 trading plans if they wish to sell shares that are no longer required to be held under the Guidelines.

Waiver. The Compensation Committee may waive the application of the Guidelines in the event of financial hardship.

Modification. The Guidelines may be amended or terminated at any time by the Compensation Committee in its discretion.

Enforcement. The Company may consider a Covered Executive's compliance with the Guidelines in connection with compensation decisions, promotion opportunities, etc., to the extent it determines appropriate in its discretion.

Effective Date. The Guidelines are effective as of January 1, 2011.

**NATIONAL FINANCIAL PARTNERS CORP.**

**Non-Management Director Stock Ownership and Retention Guidelines**

Purpose. The purpose of the National Financial Partners Corp. Non-Management Director Stock Ownership and Retention Guidelines (the “Guidelines”) is to align the interests of non-management directors of National Financial Partners Corp. (the “Company”) and the Company’s shareholders by requiring non-management directors to accumulate and retain a meaningful level of stock ownership.

Covered Population. The Guidelines apply to the non-management directors.

Stock Ownership Level. The stock ownership level under the Guidelines is 5.0 times the annual cash Board retainer as of January 1.

Compliance Deadline. There is no required time period within which the non-management directors must attain the stock ownership level under the Guidelines.

Compliance Determination. For purposes of determining compliance with the Guidelines, as of January 1 of each year the number of shares of the Company’s common stock that a non-management director is required to own will be calculated by:

1. Multiplying the annual cash Board retainer by 5.0; and
2. Dividing the product calculated in clause 1 above by the average of the closing prices of the Company’s common stock on each trading day of the prior month.

If a non-management director has satisfied the Guidelines on a prior determination date, a decrease in the Company’s stock price without a sale of shares below the initial required stock ownership level will not be considered to result in non-compliance on a subsequent determination date.

Eligible Shares. The following shares of Company common stock count towards compliance with the Guidelines:

- Shares owned by the non-management director;
- Shares owned jointly by the non-management director and spouse;
- Shares held in a trust or other estate planning vehicle (e.g., family limited partnership) established by the non-management director for the benefit of the non-management director and/or family members; and
- Shares equal to the number of vested deferred stock units credited to the non-management director under any arrangement maintained by the Company.

Unvested restricted stock/restricted stock units and unexercised stock options do not count towards compliance with the Guidelines.

Automatic Deferral Feature. To facilitate accumulation of NFP common stock by non-management directors, all restricted stock unit awards granted to non-management directors after the Effective Date will contain a mandatory deferral feature under which distribution of the resulting shares of NFP common stock will be automatically deferred until termination of Board service.

Stock Retention Percentages. Until a non-management director complies with the Guidelines, the non-management director is required to retain 100% of the net profit shares from each award granted prior to the Effective Date on exercise or vesting.

“Net profit shares” means:

- Shares received on vesting of restricted stock/restricted stock units, net of shares for taxes; and
- Shares received on exercise of stock options, net of shares tendered or withheld for payment of exercise price and shares for taxes.

“Shares for taxes” means, regardless of whether share withholding is actually used:

- Shares equal to the gross number of shares resulting from the vesting or exercise, as the case may be, multiplied by the applicable non-management director’s actual tax rate.

Stock Sales. Any sale of shares by non-management directors must be approved by the Office of the General Counsel for compliance with the Guidelines and NFP’s Insider Trading Policy.

Trading Plans. Non-management directors are encouraged to use SEC Rule 10b5-1 trading plans if they wish to sell shares that are no longer required to be held under the Guidelines.

Waiver. The Compensation Committee may waive the application of the Guidelines in the event of financial hardship.

Modification. The Guidelines may be amended or terminated at any time by the Compensation Committee in its discretion.

Effective Date. The Guidelines are effective as of January 1, 2011.