

The Company held its 2016 annual stockholders' meeting on May 20, 2016. There were 47,384,114 shares of common stock outstanding and entitled to be voted, and 43,613,962 of those shares (92.0% of the outstanding shares) were represented in person or by proxy, at the Annual Meeting. The following is a summary of the proposals that were submitted to the stockholders for approval and a tabulation of votes with respect to each proposal:

#### Proposal 1 — Election of Eleven Directors

The results of the voting on the election of directors are set forth below. There were 5,135,158 broker non-votes (10.8% of the outstanding shares) for each director on this proposal.

Nominee	Votes For (% of voted shares)	Votes Withheld (% of voted shares)
John A. Addison, Jr.	38,415,132 (88.1%)	63,672 (0.1%)
Joel M. Babbit	38,422,070 (88.1%)	56,734 (0.1%)
P. George Benson	38,422,099 (88.1%)	56,705 (0.1%)
Gary L. Crittenden	38,422,032 (88.1%)	56,772 (0.1%)
Cynthia N. Day	38,009,800 (87.2%)	469,004 (1.1%)
Mark Mason	38,418,604 (88.1%)	60,200 (0.1%)
Robert F. McCullough	38,418,479 (88.1%)	60,325 (0.1%)
Beatriz R. Perez	38,418,232 (88.1%)	60,572 (0.1%)
D. Richard Williams	38,262,598 (87.7%)	216,206 (0.5%)
Glenn J. Williams	38,415,327 (88.1%)	63,477 (0.1%)

Accordingly, each of the eleven nominees received a majority of the votes cast in favor of that director's election and was elected.

#### Proposal 2 — Re-Approval of the Material Terms of Performance-Based Compensation Under the Amended and Restated Primerica, Inc. Omnibus Incentive Plan

Votes For (% of voted shares)	Votes Against (% of voted shares)	Abstentions (% of outstanding shares)	Broker Non-Votes
35,090,772 (80.5%)	3,324,092 (7.6%)	63,940 (0.1%)	5,135,158

Accordingly, at least a majority of votes cast on the re-approval of the material terms of performance-based compensation under the Amended and Restated Primerica, Inc. Omnibus Incentive Plan were in favor of the proposal.

**Proposal 3 — Ratification of the Appointment of KPMG LLP as Our Independent Registered Public Accounting Firm**

<b>Votes For</b> <b>(% of voted shares)</b>	<b>Votes Against</b> <b>(% of voted shares)</b>	<b>Abstentions</b> <b>(% of outstanding shares)</b>	<b>Broker</b> <b>Non-Votes</b>
43,408,033 (99.5%)	147,264 (0.3%)	58,665 (0.1%)	n/a

Accordingly, at least a majority of votes cast on the ratification of auditors were in favor of the proposal and the appointment of KPMG LLP as independent registered public accounting firm for the fiscal year ending December 31, 2016 was ratified.