Voya Financial, Inc.
Form DEF 14A
April 10, 2019
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

Voya Financial, Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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April 10, 2019

Dear Fellow Stockholders:

You are cordially invited to attend the annual meeting of stockholders of Voya Financial, Inc. (the Company), on Thursday, May 23, 2019, at 11:00 a.m., Eastern Daylight Time. The annual meeting of stockholders will be held as a virtual meeting only, accessible at the following website address: www.virtualshareholdermeeting.com/VOYA2019. The enclosed notice of annual meeting and proxy statement describe the items of business that we will conduct at the meeting and also provide you with important information about our Company, including our practices in the areas of corporate governance and executive compensation. I strongly encourage you to read these materials and then to vote your shares.

Our Board is actively engaged in strategic planning

2018 was an important year for Voya as we closed the sale of our Closed Block Variable Annuity and individual fixed and fixed indexed annuities businesses. We also announced our decision to cease new individual life insurance sales at the end of 2018 and retain the in-force block in order to focus on our higher-growth, higher-return and capital-light businesses. Finally, we conducted our second Investor Day in November 2018 where we announced our new financial targets.

As stewards of the Company, one of the Board s key roles is overseeing strategy. The Board spent a significant amount of time during its Board meetings in 2018 discussing in the detail our growth plan and the strategy to reach our new targets. Our quarterly Board meeting in October 2018 was spent almost entirely on the Investor Day materials and directors provided critical advice and comments on both the content and the presentation of the materials.

Our Board is comprised of diverse and independent directors with skills and experiences to support our strategy and position us for long-term success

We rotated certain committee members and chairs in 2018. Pursuant to our Corporate Governance Guidelines, the Board seeks to rotate committee members and chairs on a staggered basis within each committee on an average of every five years. The rotations are intended to create a balance of fresh perspectives and continuity within each committee. See page 14 for further details.

We believe our directors bring a well-rounded variety of diversity, skills, qualifications and experiences, and represent an effective mix of deep company knowledge and fresh perspectives. Three of our nine directors are women and three of the committees are chaired by women.

Our annual shareholders meeting

As a result of positive feedback from our shareholders, we are excited to once again hold this year s annual meeting virtually, as we have done since our IPO in 2013. This format will continue to enable us to use technology to open our annual meeting to shareholders all over the world and improve our communications with shareholders while still providing shareholders the same opportunities to vote and ask questions that shareholders have at in-person meetings.

Please see page 15 of this proxy statement for our philosophy on holding our meeting virtually and details on the additional practices we implemented this year to enhance shareholders experience.

On behalf of the Board and the management team, I would like to thank you for your continuing investment and support of Voya Financial.

Very truly yours,

Rodney O. Martin, Jr.

Chairman and Chief Executive Officer

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Voya Financial, Inc.

Notice of 2019 Annual Meeting of Stockholders

Time and Date	11:00 a.m., Eastern Daylight Time, on Thursday, May 23, 2019
Meeting website address	www.virtualshareholdermeeting.com/VOYA2019
Items of Business	Election of nine directors to our board of directors for one-year terms An advisory vote to approve executive compensation Approval of the adoption of the Voya Financial, Inc. 2019 Omnibus Employee Incentive Plan Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2019 Transaction of such other business as may properly come before our 2019 Annual Meeting of Stockholders
Record Date	The record date for the determination of the stockholders entitled to vote at our Annual Meeting of Stockholders, or any adjournments or postponements thereof, was the close of business on March 25, 2019

Your vote is important to us. Please exercise your right to vote.

Important Notice Regarding the Availability of Proxy Materials for our Annual Meeting to be held on May 23, 2019. Our Proxy Statement, 2018 Annual Report to Stockholders and other materials are available at www.proxyvote.com.

By Order of the Board of Directors,

Jean Weng
Senior Vice President, Deputy General

Counsel and Corporate Secretary
April 10, 2019

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Executive Summary

This summary highlights certain information contained elsewhere in our proxy statement. You should read the entire proxy statement carefully before voting. Please see the Glossary at the end of this proxy statement for a list of certain defined terms used throughout this proxy statement.

Matters to be Voted on at our 2019 Annual Meeting:

	Matter	Board Recommendation	See This Page for More Information
1.	Election of directors	FOR each Director Nominee	2
2.	Advisory vote on the approval of executive compensation	FOR approval	21
3.	A vote to approve the adoption of the Voya Financial, Inc. 2019 Omnibus Employee Incentive Plan	FOR approval	58
4.	A vote to ratify the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for 2019	FOR approval	63

Our proxy statement contains information about the matters to be voted on at our 2019 Annual Meeting of Stockholders (which we refer to in this proxy statement as the Annual Meeting), as well as information about our corporate governance practices, the compensation we pay our executives, and other information about our Company. Our principal executive offices are located at 230 Park Avenue, New York, New York, 10169.

Please note that we are furnishing proxy materials to our stockholders via the Internet, instead of mailing printed copies of those materials to each stockholder. By doing so, we save costs and reduce our impact on the environment. A Notice of Internet Availability of Proxy Materials, which contains instructions about how to access our proxy materials and vote online or by mail, will be mailed to our stockholders beginning on April 10, 2019.

Your vote is important. Please exercise your right to vote.

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Part I: Corporate Governance

Agenda Item 1: Election of Directors

Our board consists of nine directors, who, pursuant to our Amended and Restated Certificate of Incorporation, are elected annually by our stockholders for one-year terms. Currently, our board consists of eight independent directors and our CEO (who also serves as chairman of the Board). David Zwiener, one of the eight independent directors, is currently our Lead Director.

At our Annual Meeting, our stockholders will be asked to elect the nine members of our board of directors.

Board Recommendation: Our board of directors unanimously recommends that our stockholders elect each of our Director Nominees described below under Our Director Nominees .

OUR DIRECTOR NOMINEES

Director Nominee Facts

We believe our director nominees bring a well-rounded variety of diversity, skills, qualifications and experiences, and represent an effective mix of deep company knowledge and fresh perspectives. Our Board believes our nominees breadth of experience and their mix of attributes strengthen our Board s independent leadership and effective oversight of management, in the context of our company s businesses, our industry s operating environment, and our company s long-term strategy.

Our nominees:

are seasoned leaders who have held a diverse range of leadership positions in complex businesses (including financial services organizations);

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- have served as chief executives and in senior positions in the areas of risk, operations, finance, technology and brand development;
- have extensive knowledge and experience in our industry;
- bring deep and diverse experience in public and private companies; and
- represent diverse backgrounds and viewpoints.

Core Qualifications and Experiences		Diversity of Skills and Experiences
Integrity, business judgment and commitment	+	Financial services industry
Demonstrated management ability	+	Risk management
Leadership and expertise in their respective fields	+	Cybersecurity, technology and information security
Financial literacy	+	Audit, tax and accounting
Strategic thinking	+	Operations
Reputational focus	+	Succession planning and talent development
	+	Brand development, marketing and communications
	+	Public company board service
	+	Finance and capital allocation
	+	Mergers and acquisitions experiences

Consideration of Board Diversity

The Nominating and Governance Committee is keenly focused on ensuring that a wide range of backgrounds and experiences are represented on our Board. Among the factors the Committee considers in identifying and evaluating a potential director candidate is the extent to which the candidate would add to the diversity of our Board. The Committee considers a number of demographics including gender, ethnicity, race, culture and geography, seeking to develop a Board that, as a whole, reflects diverse opinions and perspectives that are representative of our business.

Evaluation of our Director Nominees for Nomination and Re-Nomination

Our Nominating and Governance Committee does not set specific minimum qualifications that directors must meet in order for the Committee to recommend them to our board, but specific characteristics considered by the Committee when evaluating candidates for the Board include:

- whether the candidate possesses significant leadership experience;
- the candidate s accomplishments and reputation in the business community;
- whether the candidate is financially literate or has other professional business experience relevant to an understanding of our business; and
- whether the nominee is independent for purposes of the New York Stock Exchange (NYSE) listing rules.

We appreciate the importance of critically evaluating individual directors and their contributions to our Board in connection with re-nomination decisions. In considering whether to recommend re-nomination of a director for election at our annual meeting, the Nominating and Governance Committee considers factors such as:

The extent to which the director s skills, qualifications and experience continue to contribute to the success of our Board;
The extent to which the director continues to contribute to the diversity of our Board;
Attendance and participation at, and preparation for Board and Committee meetings;
Independence; and
Stockholder feedback, including the support received by director nominees at our last annual meeting.

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Consideration of Stockholder Nominees

It is the policy of the Nominating and Governance Committee to consider candidates recommended by stockholders in the same manner as other candidates. Stockholders wishing to submit potential director candidates for consideration by our Nominating and Governance Committee should submit the names of their nominees, a description of their qualifications and background, and the signed consent of the nominee to be so considered, to our Nominating and Governance Committee, care of the Corporate Secretary, Voya Financial, Inc., 230 Park Avenue, New York, New York 10169. For more information on how and when to submit a nomination, see Part V: Other information Frequently asked questions about our Annual Meeting How do I submit a stockholder proposal for the 2020 Annual Meeting? .

The Nominees

The following table sets forth our Director Nominees, their ages, their status as independent for purposes of NYSE listing rules, their board and business experience.

Name	Age	Independent	Director Since	Occupation	Other Public Company Boards
Curtis Arledge	53	Yes	2018	Chairman and CEO, Mariner Investment Group, LLC	None
Lynne Biggar	56	Yes	2014	Chief Marketing and Communications Officer, Visa Inc.	None
Jane P. Chwick	56	Yes	2014	Director	Essent Group MarketAxess People s United Bank, N.A.
Ruth Ann M. Gillis	64	Yes	2015	Director	KeyCorp. Snap-On Inc.
J. Barry Griswell	69	Yes	2013	Director	Herman Miller, Inc.
Rodney O. Martin, Jr.	66	No	2011	Chairman of the Board and CEO, Voya Financial, Inc.	None(1)
Byron H. Pollitt, Jr.	67	Yes	2015	Director	None
Joseph V. Tripodi	63	Yes	2015	Director	None
David Zwiener (lead director)	64	Yes	2013	Operating Executive, The Carlyle Group	None

(1) Mr. Martin is also a director of our wholly owned subsidiary, Voya Retirement Insurance and Annuity Company, which is a Securities and Exchange Commission (SEC) registrant.

If elected by our stockholders, the nine Director Nominees, all of whom are currently members of our board, will serve for a one-year term expiring at our 2020 Annual Meeting of Stockholders. Each duly elected director will hold office until his or her successor has been elected and qualified or until the director s earlier resignation or removal.

Each of our Director Nominees has been approved and nominated for election by our board. All of our directors are elected by majority vote of our stockholders, excluding abstentions.

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Below is biographical information about our Director Nominees. This information is current as of the date of this proxy statement and has been confirmed by each of the Director Nominees for inclusion in this proxy statement.

Curtis Arledge

Curtis Arledge has been a director of the Company since July 2018. Mr. Arledge is the Chairman and Chief Executive Officer of Mariner Investment Group, LLC. Mr. Arledge was the Vice Chairman of the Bank of New York Mellon Corporation and served as Chief Executive Officer of Investment Management of BNY Mellon from 2010 to 2016. More recently, he worked as Senior Research Associate at The Forum for Growth & Innovation at Harvard Business School. Prior to joining BNY Mellon, Mr. Arledge served as the Chief Investment Officer for fundamental fixed income portfolios at BlackRock, Inc., where he worked from 2008 to 2010. Prior to that, Mr. Arledge held a number of senior leadership roles at Wachovia Corp., including Global Head of Fixed Income in the Corporate and Investment Bank. Mr. Arledge holds a B.S. in Electrical Engineering from Princeton University.

Qualifications

Mr. Arledge has been selected as a Director Nominee in light of his extensive experience in the investment management industry and his extensive leadership experience with U.S. public companies.

Lynne Biggar

Lynne Biggar has been a director of the Company since October 2014, and serves as the Chairperson of our Nominating and Governance Committee. Ms. Biggar is the Executive Vice President and Chief Marketing and Communications Officer of Visa Inc. Prior to joining Visa in February 2016, Ms. Biggar was the Executive Vice President of Consumer Marketing + Revenue at Time Inc. since November 2013. Prior to that, Ms. Biggar served as Executive Vice President & General Manager of International Card Products + Experiences for American Express beginning in January 2012 and was a member of the company s Global Management Team. From August 2009 to January 2012, Ms. Biggar served as Executive Vice President & General Manager of the Membership Rewards and Strategic Card Services group at American Express. Prior to that, Ms. Biggar led American Express consumer travel business from January 2005 to July 2009. Before joining American Express in 1992, Ms. Biggar held various positions in international strategy and marketing. Ms. Biggar holds a B.A. from Stanford University and an MBA, Marketing and Organizational Management from Columbia University Graduate School of Business.

Qualifications

Ms. Biggar has been selected as a Director Nominee in light of her extensive experience in brand development, marketing and strategic growth of several large public companies.

Jane P. Chwick

Jane P. Chwick has been a director of the Company since May 2014, and serves as the Chairperson of our Technology, Innovation and Operations Committee. Ms. Chwick retired as the Co-Chief Operating Officer of Technology for The Goldman Sachs Group, Inc. in 2013, where she was employed in increasingly senior positions from 1983 until 2013. Ms. Chwick serves on the boards of Essent Group, People s United Bank, N.A., MarketAxess Holdings, Inc., ThoughtWorks Inc. and the Queens College Foundation. Ms. Chwick holds a bachelor s degree in Mathematics from Queen s College and a Masters of Business Administration in Management Sciences and Quantitative Methods from St. John s University.

Qualifications

Ms. Chwick has been selected as a Director Nominee in light of her experience as chief operating officer of a major function within a global financial institution, and her experience in technology, strategy, risk management and operations.

Ruth Ann M. Gillis

Ruth Ann M. Gillis has been a director of the Company since July 2015, and serves as the Chairperson of our Compensation and Benefits Committee. Ms. Gillis retired in 2014 as the Executive Vice President and Chief Administrative Officer of Exelon Corporation and president of Exelon Business Services Company. She previously served as Executive Vice President of Exelon s Commonwealth Edison Company subsidiary as well as Senior Vice President and Chief Financial Officer of Exelon Corporation and Unicom Corporation. Prior to joining Exelon in 1997, Ms. Gillis was Vice President, Treasurer and Chief Financial Officer at University of Chicago Hospitals and Health Systems as well as Senior Vice President and Chief Financial Officer of American National Bank, a subsidiary of First Chicago Corporation. Ms. Gillis also serves on the boards of KeyCorp. and Snap-On Incorporated. In addition, Ms. Gillis serves on the boards of The Goodman Theatre of Chicago, The Lyric Opera of Chicago and The University of Chicago Cancer Research Foundation. Ms. Gillis received a bachelor s degree in economics from Smith College and an MBA in finance from the University of Chicago Graduate School of Business.

Qualifications

Ms. Gillis has been selected as a Director Nominee in light of her extensive experience in strategy, risk management and operations, her knowledge of accounting and finance and her experience serving as a director of other U.S. public companies.

J. Barry Griswell

J. Barry Griswell has been a director of the Company since May 2013, and serves as Chairperson of our Risk, Investment and Finance Committee. Mr. Griswell is the retired Chairman and Chief Executive Officer of Principal Financial Group, positions he held from 2002 to 2009 and 2000 to 2008, respectively. He remained a non-executive member of Principal Financial Group s board of directors until 2010. Prior to joining Principal Financial Group in 1988, Mr. Griswell served as President and Chief Executive Officer of MetLife Marketing Corporation, a subsidiary of Metropolitan Life Insurance Company. Since 2004, Mr. Griswell has been a member of the board of directors of Herman Miller, Inc., where he currently is a member of the Executive Committee. From 2011 to 2018, Mr. Griswell was also a member of the board of directors of Och-Ziff Capital Management Group and the Chair of its Compensation Committee. From 2010 to 2013, Mr. Griswell served as a director of National Financial Partners Corp. From his retirement in 2008 from Principal Financial Group until July 1, 2013, Mr. Griswell served as the head of the Community Foundation of Greater Des Moines, first as President and, from July 2011 until July 2013, as Chief Executive Officer. Mr. Griswell has held leadership positions with several industry trade associations, including ACLI, LIMRA, the Life Underwriting Training Council and LL Global. Mr. Griswell is the co-author of *The Adversity Paradox: An Unconventional Guide to Achieving Uncommon Business Success* (2009). Mr. Griswell received a B.A. from Berry College and an M.B.A. from Stetson University.

Qualifications

Mr. Griswell has been selected as a Director Nominee in light of his extensive experience in the U.S. retirement and life insurance industry, his financial expertise and his experience serving as a director and officer of other U.S. public companies.

Rodney O. Martin, Jr.

Rodney O. Martin, Jr. has been our chief executive officer and a director of the Company since 2011. Mr. Martin was appointed Chairman of the board of directors upon completion of our initial public offering in May 2013, and also serves as chairman of the board s Executive Committee. As Chief Executive Officer, Mr. Martin is responsible for the overall strategy and performance of the Company. Mr. Martin began his insurance career as an agent with Connecticut Mutual Life Insurance Company, where, from February 1975 to August 1995, he served in various marketing and management positions. Mr. Martin ultimately advanced to become president of Connecticut Mutual Insurance Services. In 1995, Mr. Martin joined the American General Life Companies as president and chief executive officer where he ran the U.S. life insurance businesses until they were acquired by American International Group, Inc. (AIG), in 2001. At AIG, Mr. Martin held positions of increasing responsibility, from chief operating officer of AIG Worldwide Life Insurance, chairman and chief executive officer of American Life Insurance Company, chairman of American International Assurance, and most recently, chairman of AIG s International Life and Retirement Services businesses until November 2010. Mr. Martin serves on the board of directors of American Council of Life Insurers and has served on the board of directors of LIMRA. Mr. Martin received his bachelor s degree in business administration from Alfred University in Alfred, N.Y., and is also a Life Underwriter Training Council Fellow.

Qualifications

Mr. Martin has been selected as a Director Nominee in light of his extensive leadership experience within the retirement and life insurance industries, his understanding of the Company s business and the important role he has played in determining the Company s strategy and vision as a public company.

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Byron H. Pollitt, Jr.

Byron H. Pollitt, Jr. has been a director of the Company since July 2015, and serves as Chairperson of our Audit Committee. Mr. Pollitt was the Chief Financial Officer of Visa Inc. from 2007 to 2015. From 2003 to 2007, Mr. Pollitt served as Executive Vice President and Chief Financial Officer of Gap Inc. From 1990 to 2003, Mr. Pollitt held a number of senior leadership roles at The Walt Disney Company. In addition to serving as Executive Vice President and Chief Financial Officer for Walt Disney Parks and Resorts from 1999 to 2003, Mr. Pollitt also previously served as Senior Vice President and Chief Financial Officer for Disneyland Resort and Vice President of Corporate Planning. In December 2015, Mr. Pollitt was appointed to the Finance Commission of the International Federation of Red Cross and Red Crescent Societies. Mr. Pollitt served on the boards of American Red Cross Bay Area between 2005 and 2014, and Orange County between 1997 and 1999. Mr. Pollitt also serves on the Board of Councilors for the School of Dramatic Arts at the University of Southern California. Mr. Pollitt received a bachelor s degree in business economics from the University of California-Riverside and an MBA from Harvard Business School.

Qualifications

Mr. Pollitt has been selected as a Director Nominee in light of his deep knowledge of finance and accounting and his extensive leadership experience with U.S. public companies.

Joseph V. Tripodi

Joseph V. Tripodi has been a director of the Company since April 2015. Mr. Tripodi was the Chief Marketing Officer of The Subway Corporation from December 2015 to April 2018. Prior to that, Mr. Tripodi was the Executive Vice President and Chief Marketing & Commercial Officer of The Coca-Cola Company from 2007 to February 2015. Prior to joining The Coca-Cola Company in 2007, Mr. Tripodi was Senior Vice President and Chief Marketing Officer of Allstate Insurance Company from 2003 to 2007. Mr. Tripodi also previously served as Chief Marketing Officer for The Bank of New York in 2002 and Seagram Spirits & Wine from 1999 to 2002. Prior to joining Seagram, Mr. Tripodi held several marketing roles at MasterCard International, including serving as its Executive Vice President, Global Marketing, Products and Services from 1989 to 1998. Mr. Tripodi currently serves as a director of Newman s Own. Mr. Tripodi holds a B.A. from Harvard College and an M.S. from The London School of Economics.

Qualifications

Mr. Tripodi has been selected as a Director Nominee in light of his extensive experience in marketing, brand development, and customer experience of several large public and private companies.

David Zwiener

David Zwiener has been a director of the Company since May 2013, and serves as our Lead Director. Since March 2016, Mr. Zwiener has been engaged as an Operating Executive of The Carlyle Group. From January 2015 to March 2016, Mr. Zwiener was Interim CEO at PartnerRe Ltd. Mr. Zwiener was a Principal in Dowling Capital Partners from 2010 to 2015. Prior to joining Dowling Capital Partners, Mr. Zwiener was Chief Financial Officer of Wachovia Corporation. From 2007 to 2008, he was Managing Director and Co-Head of the Financial Institutions Group at The Carlyle Group. From 1995 to 2007, Mr. Zwiener served in increasingly responsible positions at The Hartford, rising to President and Chief Operating Officer Property & Casualty. He previously served as a director of The Bank of N.T. Butterfield & Son Limited, Partner Re, Ltd., CNO Financial Group, The Hartford, Sheridan Healthcare, Inc., the Hartford Hospital and a trustee of the New Britain Museum of American Art. Mr. Zwiener received an A.B. degree from Duke University and an M.B.A. from the Kellogg School of Management at Northwestern University.

Qualifications

Mr. Zwiener has been selected as a Director Nominee in light of his extensive experience in the financial services and U.S. insurance industries, his knowledge of finance and accounting and his background as a director and officer of U.S. public companies.

BOARD LEADERSHIP

Our Nominating and Governance Committee has considered the leadership structure of our board, and has determined that it is in the best interest of the Company for the positions of Chief Executive Officer and Chairman to be held by a single individual, Mr. Martin. The Committee made this determination in light of Mr. Martin s experience with the Company; the nature of the leadership he has demonstrated within our Company and on our board; and the role fulfilled by Mr. Zwiener, our Lead Director, as described below. The Committee believes that this structure is appropriate for us because it allows the individual with primary responsibility for managing the Company s day-to-day operations, the Chief Executive Officer, to chair regular board meetings and focus the directors attention on the issues of greatest importance to the Company and its stockholders while also providing for effective oversight by the Board through an independent lead director. It is the policy of our Board that, during any period where the Chairman of the board is not independent for purposes of the NYSE listing rules, the Board will appoint a Lead Director who will be an independent director. Mr. Zwiener is an independent director.

We believe effective independent board leadership is a key component of good corporate governance and long-term value creation. As such, our Board believes that an effective Lead Director must:

- Be a good communicator: since the role requires facilitating discussions among board members, between directors and the CEO/management, and engaging with other stakeholders, strong communications skills are necessary.

Have the required time commitment: given the key functions of the position, the role requires a significant time commitment to execute responsibilities effectively.

Have relevant industry expertise: the Lead Director acts as a sounding board to our Chief Executive Officer and we believe relevant industry expertise enhances the effectiveness of the role.

Have personal effectiveness: the ability to earn support of other directors and management; and sound judgment and leadership are key to the effectiveness of the role.

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Key Functions and Responsibilities of our Lead Director

The following table outlines the key functions and responsibilities of our Lead Director:

Function	Description	Responsibilities
Board Leadership	Leads independent directors and acts as a liaison between independent directors and the CEO/senior executives	Acts as liaison between independent directors and the CEO Acts as a sounding board and advisor to the CEO Has the authority to call meetings of the independent directors Leads meetings of independent directors, including executive sessions Participates in CEO succession planning
Board Oversight of Strategy	Ensures board ownership of strategy and provides guidance to the CEO on execution of the strategy, when needed	Ensures that the Board periodically reviews our long-term strategy Ensures that the Board oversees management s execution of the long-term strategy Assists in aligning governance structures and company culture with the long-term strategy Provides guidance to the CEO on executing the long-term strategy
Board Culture	Fosters an environment of open dialogue and constructive feedback	Encourages director participation by fostering an environment of open dialogue and constructive feedback among independent directors Helps ensure efficient and effective board performance and functioning
Board Meetings	Reviews and approves board meeting agendas; follows up on meeting outcomes	Consults on and approves Board meeting agendas with inputs from other directors Consults on and approves Board meeting schedules to ensure there is sufficient time for discussion on all agenda items Advises the CEO of the Board s information needs and ensure the timeliness of information provided to the Board

Follows up on meeting outcomes

BOARD ROLE IN RISK OVERSIGHT

Our board carries out its risk oversight function through its regularly scheduled meetings, through its committees (including the Audit Committee, which consistent with NYSE rules has a central role in risk oversight), and through informal interactions and discussions between our directors and our senior management. In particular, the committees of our board focus on overseeing the following risks:

The Board receives regular reports from the management risk committee of the Company and the Company s Chief Risk Officer on the Company s ongoing adherence to the Board s risk-related policies and the status of the Company s risk management programs.

BOARD OPERATIONS

Our directors are actively engaged inside and outside of Board meetings.

Actively Engaged Board and Outstanding Attendance

8 Board Meetings in 2018	33 Standing Committee Meetings in 2018	24 Executive Sessions in 2018	> 50 Meetings of Lead Director and Committee Chairpersons Outside of Board Meetings

No directors attended fewer than 75% of the aggregate number of meetings of the board and of the board committees on which the director served during 2018, the threshold for disclosure under SEC rules. In 2018, our

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directors attended 97% of the combined total meetings of the full Board and Committees on which they served. In addition, we encourage our directors to attend each of our annual meetings and in 2018, all of our directors attended the annual meeting of stockholders.

Discussions and Communications Outside of Board Meetings

The chairpersons of our Committees as well as our Lead Director meet and speak regularly with members of our management in between Board meetings. The chairpersons of our Committees have regular meetings with our management prior to Committee meetings to review meeting agendas, time allocated to each agenda item, meeting materials and discuss specific agenda items in order to ensure that the meeting would sufficiently fulfill the information needs of the Committee members. After each meeting and on an ad hoc basis as needed, Committee chairpersons provide feedback to management in preparation for future meetings. Our Lead Director conducts similar meetings with our CEO with respect to Board meetings. In addition, directors have discussions with each other and our senior management team and other key employees outside of Board meetings as needed.

Our directors also receive weekly analyst reports on the Company and its peers, and on a quarterly basis, they receive feedback from senior management on our meetings and interactions with investors.

Site Visits

Every year, our board conducts one of its in-person meetings outside of our headquarters to help enhance the directors understanding of our businesses. In 2018, our directors visited our Atlanta, GA office where a large portion of our investment management and finance employees are located. Directors spent time with our investment management team to gain further understanding of our investment process and tour our trading floor. We believe this and other similar visits deepen our directors understanding of our operations and provide them with in-person, hands-on insight to enhance their ability to guide the Company s overall strategy and direction.

Board and Committee Self-Assessments

Our Board continually seeks to improve its performance. Pursuant to NYSE requirements, our Corporate Governance Guidelines and the charters of each Committee, the Board and each of its Committees are required to conduct a self-evaluation at least annually. In 2019, the Nominating and Governance Committee initiated a change for gathering Board feedback. In lieu of soliciting feedback through a questionnaire, one-on-one discussions were conducted with each director. The Corporate Secretary initiated the feedback process by developing and circulating a list of potential topics to directors for consideration in advance of the Board s evaluation discussion. The Corporate Secretary then scheduled time to meet with each individual director to gather input and feedback. Summaries of the discussions were prepared and shared with each committee and the full Board, and were discussed in executive sessions of each Committee and the full Board. The chairpersons of each Committee and the Lead Director shared the results of the discussions with management to address any requests or enhancements in practices that may be warranted.

Our processes enable directors to provide confidential feedback on topics including:

- Board/Committee information and materials;
- Board/Committee meeting mechanics and structure;

Board/Committee composition;

Board/Committee responsibilities and accountability;

Board meeting content and conduct; and

Overall performance of Board members.

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While this formal self-evaluation is conducted on an annual basis, directors share perspectives, feedback and suggestions with management and each other year-round.

DIRECTOR INDEPENDENCE

As required by NYSE rules, our board of directors considers annually whether each of its members is independent for purposes of NYSE rules. Those rules provide that a director is independent if our board determines that the director does not have any direct or indirect material relationship with Voya Financial.

Our board has determined that each of Mses. Biggar, Chwick, Gillis and Wright[1], and Messrs. Arledge, Griswell, Pollitt, Tripodi and Zwiener, are independent. This determination was based, in part, on detailed information that each director provided our board regarding his or her business and professional relationships, and those of his or her family members, with Voya Financial and those entities with which we have significant business or financial interactions.

In making its independence determinations, our board considered both the bright line independence criteria set forth in NYSE rules, as well as other relationships which, although not expressly inconsistent with independence under NYSE, may nevertheless have been determined to constitute a material direct or indirect relationship that would prevent a director from being independent. These included relationships and transactions in the following categories, which our board has deemed immaterial to the Director s independence due to the nature of the relationship or transaction or the amount involved:

Ordinary course customer or client transactions. Ordinary-course transactions between the Company and another entity, where the other entity is our customer or client, or where we are the customer or client of the other entity, and where our director:

- is a non-executive director of the other entity (Mses. Chwick and Wright); and where the annual payments made or received by the Company do not exceed the greater of $1 million or 2 percent of the other entity s gross revenues.

Ordinary course charitable donations. Charitable donations made in the ordinary course (including through our matching gift program) to a charitable organization of which our director (Messrs. Arledge, Griswell and Pollitt, and Mses. Biggar, Chwick, Gillis and Wright) is a board member or trustee, or holds a similar position.

1 Ms. Deborah Wright was a director of our Board in 2018. Ms. Wright resigned from our Board on January 31, 2019.

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BOARD COMMITTEES

Our board of directors has the following committees: Audit, Compensation and Benefits, Nominating and Governance, Risk, Investment and Finance, Technology, Innovation and Operations, and Executive. The current members of the Board and the committees of the Board on which they currently serve are identified below.

	Audit Committee	Compensation and Benefits Committee	Nominating and Governance Committee	Risk, Investment and Finance Committee	Technology, Innovation and Operations Committee	Executive Committee
Rodney O. Martin, Jr. (Chairman of the Board of Directors and CEO)						
David Zwiener (Lead Director)						
Curtis Arledge						
Lynne Biggar						
Jane P. Chwick						
Ruth Ann M. Gillis						

J. Barry Griswell

Byron H. Pollitt, Jr.

Joseph V. Tripodi

= Member

= Chair

Audit Committee

The Audit Committee s primary function is to assist the board of directors in fulfilling its oversight responsibilities of the financial reports and other financial information filed with the SEC or provided by us to regulators; our risk and capital profile and policies; our independent auditors qualifications and independence; and the performance of our independent auditors and our internal audit function.

See *Part III Audit-Related Matters* of this proxy statement for additional information about our Audit Committee.

Compensation and Benefits Committee

The Compensation and Benefits Committee is responsible for annually reviewing and approving the corporate goals and objectives relevant to the compensation of the Chief Executive Officer and evaluating his or her performance in light of these goals; determining the compensation of our executive officers and other appropriate officers, and administering our incentive and equity-based compensation plans.

The Compensation and Benefits Committee has the authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without

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seeking approval of the board of directors or management. With respect to compensation consultants retained to assist in the evaluation of director, chief executive officer or senior executive compensation, this authority is vested solely in the Compensation and Benefits Committee.

Nominating and Governance Committee

The Nominating and Governance Committee is responsible for identifying and recommending candidates for election to our board of directors and each committee of our board of directors; reviewing and reporting to the board of directors on compensation of directors and board committee members; and developing, recommending and monitoring corporate governance principles applicable to the board of directors and the Company as a whole.

The Nominating and Governance Committee has primary responsibility for succession planning for the CEO. It oversees the development of the process and protocols regarding succession plans for the CEO and reviews the development of individual high-potential executives. The Committee s involvement in leadership development and succession planning is systematic and ongoing, and includes regular meetings with high-potential executives.

Risk, Investment and Finance Committee

The Risk, Investment and Finance Committee is responsible for overseeing and reviewing information regarding enterprise risk management; reviewing the investment strategy, portfolio composition and investment performance pertaining to our general account; monitoring our capital needs, liquidity and financing arrangements, our ability to access capital markets and our financing plans; and reviewing and make recommendations to the Board with respect to our capital management policies, including repurchases of securities, dividends on our common stock and preferred stock and stock splits.

Technology, Innovation and Operations Committee

The Technology, Innovation and Operations Committee is responsible for reviewing technology and innovation strategies and associated budgets; reviewing measurements and tracking systems in place to achieve successful innovation; monitoring existing and future trends in technology and innovation; reviewing technology risk exposures, including cybersecurity risks, and steps to monitor and control such exposures and reviewing risk management and risk assessment guidelines and policies regarding technology risks.

Executive Committee of the Board

The Executive Committee of the Board is responsible for taking action where required in exigent circumstances, where it is impracticable to convene, or obtain the unanimous written consent of, the full board of directors.

VIRTUAL MEETING PHILOSOPHY AND PRACTICES

We will once again hold our annual meeting virtually this year, as we have done since our IPO in 2013. The Board believes that holding the annual meeting in a virtual format provides the opportunity for participation by a broader group of shareholders, while saving the Company s and investors time and money, and reduces our environmental impact. The Board intends for the virtual meeting format to provide shareholders with an enhanced level of transparency and participation compared to the traditional in-person meeting format, and the Company has taken the following steps to ensure such an experience:

Providing shareholders with the ability to submit appropriate questions ahead of the meeting through the virtual meeting web portal;

Providing shareholders with the ability to submit appropriate questions during the meeting either through the virtual meeting platform or via telephone;

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Answering as many questions submitted in accordance with the meeting rules of conduct as possible in the time allotted for the meeting without discrimination; we have posted the rules of conduct on the virtual meeting web portal;

Publishing all appropriate questions that cannot be answered during the meeting due to time constraints with answers following the meeting and

Providing technical support through dedicated phone lines before and during the meeting.

Details regarding how to participate in the annual meeting are more fully described on page 69 of this proxy statement.

STOCKHOLDER ENGAGEMENT

In an effort to continuously improve our corporate governance processes and communications, we developed in 2016 an annual engagement plan to systematically reach out to stockholders and to proactively address issues that are important to our stockholders. We value stockholders views and insights and believe that two-way dialogue builds informed relationships that promote transparency and accountability by deepening our Board s understanding of stockholder concerns, and providing stockholders with insight into our Board s processes.

Stockholder Engagement Cycle

In the fall of 2018, we reached out to our top 40 stockholders who owned approximately 125 million shares, or approximately 78% of our then-outstanding common stock, for engagement. We also met with certain of the proxy advisory firms followed by some of our large stockholders. The topics that stockholders communicated with us during these engagement meetings included board oversight of firm strategy, compensation metrics,

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governance practices, philosophy on capital deployment, and disclosure. We shared the feedback from stockholders with the Nominating and Governance Committee and compensation-specific feedback with the Compensation and Benefits Committee. The feedback informed some of the changes that we made this year to our compensation programs. See *Part II: Compensation Matters* for more details.

CORPORATE GOVERNANCE BEST PRACTICES

We believe that strong and sustainable corporate governance is essential to the effective oversight of the Company. As such, we continuously review and strive to improve our corporate governance practices. We list below our current key corporate governance practices:

- Proactive stockholder engagement plan
- Annual election of directors
- Majority voting of directors
- Independent directors meet regularly in executive sessions, including with our external auditors
- Annual board and committee self-evaluations
- Annual advisory vote on executive compensation
- Stock ownership requirements for directors and executive officers
- No poison pill
- Director orientation and continuing education
- Anti-hedging and anti-pledging policies for directors and employees (including officers)
- 97% board and committee attendance
- 100% independent standing Board Committees

BOARD CONTINUING EDUCATION

In 2015, we revised our Corporate Governance Guidelines to encourage directors to attend director continuing education courses by providing reimbursement of such courses sponsored by recognized organizations for up to $15,000 per year per director. Our directors utilize this program actively and participated in numerous external training and director forums in 2018. In addition to such reimbursement, we provide directly, and with the assistance of outside advisors, presentations to the Board on current issues or topics relevant to the Board, including corporate governance trends and practices, and external perspectives and views of analysts and investors. For new directors, we provide a half-day orientation where senior management provides detailed presentations on our strategies and operations.

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OUR EXECUTIVE OFFICERS

Management of the Company is led by the Management Executive Committee, which comprises of all of the executive officers set forth below. The Management Executive Committee is tasked with setting corporate strategy, managing overall operating performance, building a cohesive culture and establishing our organizational structure. The following table presents information regarding our executive officers as of the date of this proxy statement.

Name	Age	Position
Rodney O. Martin, Jr.	66	Chairman and Chief Executive Officer
Nancy Ferrara	54	Executive Vice President of Operations and Continuous Improvement
Christine Hurtsellers	55	Chief Executive Officer, Investment Management
Charles P. Nelson	57	Chief Executive Officer, Retirement and Employee Benefits
Margaret M. Parent.	57	Executive Vice President and Chief Administrative Officer
Kevin D. Silva	65	Executive Vice President and Chief Human Resources Officer
Michael S. Smith	55	Executive Vice President, Chief Financial Officer and Interim Chief Risk Officer
Patricia J. Walsh	53	Executive Vice President and Chief Legal Officer

Set forth below is biographical information about each of the executive officers named in the table above.

Rodney O. Martin, Jr. has served as Chief Executive Officer and a member of the Board of Directors of Voya Financial, Inc. since April 2011. Additional biographical information regarding Mr. Martin is provided above, under Our Director Nominees .

Nancy Ferrara has served as Executive Vice President of Operations and Continuous Improvement of the Company since September 2016. Prior to that, Ms. Ferrara was Senior Managing Director of Operations for Voya. Prior to joining Voya in April 2012, Ms. Ferrara served as Operations Executive of the Financial Services Division at AIG in 2008 and went on to lead divestiture separation teams at AIG from 2009 until 2012. Prior to that, Ms. Ferrara served in a number of senior leadership roles at J.P. Morgan Chase. Ms. Ferrara has an M.B.A. from Hofstra University and a B.A. from Providence College.

Christine Hurtsellers has served as Chief Executive Officer of our Investment Management since September 2016. Prior to that, Ms. Hurtsellers was the Chief Investment Officer of Fixed Income at Voya Investment Management from 2009 to 2016, and prior to that, she was the head of Structured Finance from 2005 to 2008. Ms. Hurtsellers is a board member of Pomona Capital, and a member of the U.S. Treasury Borrowing Advisory Committee. Prior to joining Voya in 2004, Ms. Hurtsellers was a senior portfolio manager at the Federal Home Loan Mortgage Corporation (Freddie Mac). Prior to Freddie Mac, she was a portfolio manager at Alliance Capital Management and Banc One, and a client consultant at Pentalpha Capital Group. Ms. Hurtsellers received a B.A. in Finance from Indiana University Kelley School of Business, and holds the Chartered Financial Analyst® designation.

Charles P. Nelson has served as Chief Executive Officer of our Retirement business since May 2015. Since April 2018, Mr. Nelson is also the Chief Executive Officer of our Employee Benefits business. Prior to joining the Company, Mr. Nelson was with Great-West Financial since 1983. Mr. Nelson served as president of Retirement Services for Great-West from 2008 through September 2014 and most recently led the legacy Great-West retirement business of Empower Retirement, a business unit of Great-West Life & Annuity Insurance Company. Mr. Nelson served as the past president of the Board of Directors for The SPARK Institute, a trade institute that represents the entire spectrum of defined contribution service providers. Mr. Nelson has also been a member of the National Association of Government Defined Contribution Administrators (NAGDCA) since 1985. Mr. Nelson is a graduate of Whitman College with a degree in chemistry and economics. He was appointed to the Whitman College Board of Overseers in 2008 through 2017.

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Margaret M. Parent has served as the Executive Vice President and Chief Administrative Officer of the Company since April 2018 and had served as Executive Vice President, Technology, Innovation and Operations of the Company since October 2016. Ms. Parent is focused on driving customer experience and innovation throughout the Company to improve customer outcomes and gain competitive advantage. Prior to joining Voya in October 2016, Ms. Parent served as Managing Director, Americas head of Corporate Technology, at Deutsche Bank AG from January 2015. Prior to joining Deutsche Bank, Ms. Parent held the title of Managing Director at Credit Suisse AG from December 2013. Ms. Parent s 35-year career also includes serving in a number of leadership roles at Morgan Stanley, spanning 21 years. During her tenure, she held the title of Managing Director and Chief Operating Officer, Global Operations, Technology and Data, as well as Morgan Stanley s Chief Information Officer, Americas, from 2011 to 2013. Ms. Parent has a Bachelor s degree in government from Bowdoin College.

Kevin D. Silva has served as Executive Vice President and Chief Human Resources Officer of the Company since February 2012. Prior to his current position, from 2009 to 2012, he served as Chief Human Resources Officer at Argo Group International, a global, publicly traded specialty insurance company. Prior to joining Argo, Mr. Silva spent more than 13 years (1996-2009) at MBIA Insurance Corporation where he served as Chief Administrative Officer responsible for the human resources, communications, corporate administration, governmental relations, information resources, facilities, telecommunications, and records-management functions. Mr. Silva has also served in senior human resources leadership roles with Merrill Lynch (1993-1995), MasterCard International (1989-1993), and Pepsi Cola Company (1979-1989). Mr. Silva earned a bachelor s degree in Communications from St. John s University and a master s degree in Psychology from New York University.

Michael S. Smith has served as Executive Vice President and Chief Financial Officer of the Company since November 2016 and is responsible for strategic finance, capital management, actuarial, tax, insurance investments, controllership, financial reporting, procurement, expense management, treasury and investor relations. Since April 1, 2019, Mr. Smith has also served as our Interim Chief Risk Officer. Prior to becoming CFO, Mr. Smith served as Chief Executive Officer of our Insurance Solutions and Closed Block Variable Annuity business since January 2014. Prior to that, Mr. Smith served as the Executive Vice President and Chief Risk Officer of the Company since December 2012. Mr. Smith joined the Company in May 2009 first as Chief Financial Officer and Chief Insurance Risk Officer of the annuity business and subsequently as Chief Executive Officer of Annuity Manufacturing. Prior to joining the Company, from 1988 to 2009, Mr. Smith was employed by Lincoln Financial Group (LNC) where he held several positions, including head of Profitability and Risk Management for Retirement Solutions at LNC, Chief Actuarial Officer for Lincoln National Life, Chief Administrative Officer and Chief Financial Officer for Lincoln Financial Distributors, Inc., Chief Financial Officer and Chief Risk Officer for LNC s Life and Annuity division and head of customer support for LNC s Employer Markets division. Mr. Smith holds bachelor s degrees in Economics and Russian Studies from the University of Michigan. He attained Fellowship in the Society of Actuaries in 1990 and is also a Member of the American Academy of Actuaries. He also attained his CFA Charter holder designation in 2003.

Patricia J. Walsh has served as Executive Vice President and Chief Legal Officer of the Company since September 2015. In 2018, Ms. Walsh also assumed responsibility for Corporate Development and Corporate Audit. Prior to joining the Company, Ms. Walsh was Deputy General Counsel and Global Chief Compliance Officer of Cigna Corporation. Ms. Walsh joined Cigna in 2011 as Chief Counsel for Cigna s U.S. businesses. Prior to Cigna, Ms. Walsh held several leadership roles during her tenure at Massachusetts Mutual Life Insurance, serving as Senior Vice President and Deputy General Counsel for the company, and most recently, as Senior Vice President and Chief of Staff to the Chairman and CEO. Ms. Walsh holds a bachelor s degree in economics from Mount Holyoke College, a master s degree in public affairs from Princeton University and a J.D. from Yale Law School.

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CORPORATE RESPONSIBILITY

Corporate responsibility is a business imperative woven throughout our enterprise. We regard corporate responsibility as an investment in society and in the success of the Company. As a responsible corporate citizen, we simultaneously consider our impacts on the marketplace, society and the environment. We have an unwavering commitment to conduct business in a way that is ethically, economically, socially and environmentally responsible.

As such, we implement initiatives that integrate responsible and sustainable thinking into our operations, positively impact our communities and minimize our impact on the planet. Our work is guided by corporate responsibility standards and frameworks and informed by analysis of key impacts, identification of risks and opportunities and stakeholder input. We report publicly in our corporate responsibility annual report and on our website the progress on our corporate responsibility commitments, and disclose our environmental, social and governance data to investors on an ongoing basis. Corporate responsibility is governed by our Corporate Responsibility Executive Council, composed of our most senior leaders and headed by our CEO. We report our corporate responsibility performance to the Nominating and Governance Committee on an annual, and as needed, basis.

Political Contributions Oversight and Disclosure

Our Nominating and Governance Committee, a committee comprised solely of independent directors, provides oversight of the Company s political contributions and lobbying expenses. As part of its oversight role, it reviews our political activity policy and monitors our ongoing political strategy as it relates to the overall public policy objectives for the Company. The Committee also reviews an annual report on our political contributions and lobbying expenses. This report is available at investors.voya.com/financial-reporting/annual-reports. Political contributions made by Voya Financial Political Action Committee (PAC) provide a voice for the Company and its employees so that they may participate in the American democratic process. The PAC supports candidates from both major political parties and Independents who understand the importance of helping people responsibly save for retirement and manage their financial assets. PAC disbursement decisions are made by the officers of the PAC consistent with the PAC s bylaws and based upon a candidate s state or Congressional district. Candidates are vetted by the Company s Corporate Communications team for public statements inconsistent with the Company s corporate values. The PAC relies on outside legal expertise to address new or emerging issues and an outside vendor for the administration of the PAC.

Community Investment

We conduct our community investment work through Voya Foundation whose primary work focuses on financial resilience: STEM (science, technology, engineering and mathematics) education for K-8th graders; financial literacy for 9-12th graders; teacher training and employee matching gifts. Through Voya Foundation, employees receive dollar-for-dollar matches to eligible nonprofits of their choice. The annual maximum match is $5,000 for employees and $25,000 for our senior management and directors. In 2018, employees donated more than $3 million to over 3600 nonprofit organizations in the U.S. In addition, full-time employees receive 40 hours of paid volunteer-time-away at eligible nonprofits per year and part-time employees receive 20 hours per year. Voya employees volunteered more than 41,000 hours in 2018. On Voya s fifth annual National Day of Service in 2018, employees volunteered over 13,600 hours in one day supporting 130 local nonprofit organizations.

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Part II: Compensation Matters

Agenda Item 2. An Advisory Vote to Approve Executive Compensation

Section 14A of the U.S. Securities Exchange Act of 1934 (the Exchange Act) requires that stockholders be given the opportunity to cast an advisory vote on the compensation of our named executive officers, or NEOs . Our NEO compensation for 2018 is disclosed and discussed in detail below.

We believe that the success of our business is based on our ability to attract, retain and motivate the executive officers who determine our strategy and provide the leadership necessary to ensure we execute our business plan and drive long-term value creation for our stockholders. To support the achievement of these objectives, we focus our executive compensation programs on the principle of pay-for-performance. Consistent with this principle, our programs condition a significant portion of compensation our executives receive on the achievement of business and individual performance results.

Accordingly, the following resolution will be presented at our Annual Meeting:

RESOLVED, that the compensation paid to the Company s NEOs, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion is hereby APPROVED.

This vote is only advisory and will not be binding on the Compensation and Benefits Committee of the board of directors, which is responsible for determining the compensation of our NEOs. The results of the vote will be taken into account, however, by our Compensation and Benefits Committee when considering our compensation policies and procedures. We have determined that this vote will occur annually and so the next advisory vote will take place at our 2020 Annual Meeting of Stockholders.

Board Recommendation: Our board of directors unanimously recommends that stockholders vote FOR the resolution approving the compensation paid to the Named Executive Officers.

COMPENSATION DISCUSSION AND ANALYSIS

The Compensation Discussion and Analysis describes our compensation objectives, summarizes changes to our executive compensation program and reviews compensation decisions for our NEOs. For 2018, our NEOs were as follows:

Name	**Position**
Rodney O. Martin, Jr.	Chairman and Chief Executive Officer
Michael S. Smith	Executive Vice President and Chief Financial Officer
Christine Hurtsellers	Chief Executive Officer, Investment Management
Charles P. Nelson	Chief Executive Officer, Retirement and Employee Benefits
Patricia J. Walsh	Executive Vice President and Chief Legal Officer

Former Executive	
Alain M. Karaoglan	Former Executive Vice President and Chief Operating Officer [1]

(1) Mr. Karaoglan was Executive Vice President and Chief Operating Officer until March 30, 2018.

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1. How did we perform?

Strong organic growth and on track to realize significant cost savings.

All of our businesses achieved significant organic growth in 2018. Retirement s full service recurring deposits reached $9 billion in 2018, which grew 10% year over year. Investment Management achieved institutional net flows of $3.4 billion, an increase of 4.7% year-over-year. And Employee Benefits voluntary in-force premiums grew 21% in 2018.

We held our Investor Day on November 13, 2018 where we announced our new financial targets, including the normalized adjusted operating earnings per share growth of at least 10% annually through 2021. In addition, we announced a cost savings target of an additional $100 million run-rate savings, incremental to expense savings previously announced, expected by the end of 2020. We are on track to realize the total of $230-$250 million of cost savings by the end of 2020.

Further execution of our focus on higher-growth, higher-return, capital-light businesses.

We announced in November 2018 the conclusion of our strategic review of our Individual Life business. We ceased all new sales of individual life insurance on December 31, 2018 and retained the in-force block of policies. This decision aligns with our plans to focus on our higher-growth, higher-return, capital-light businesses: Retirement, Investment Management and Employee Benefits. Further, continuing to own the in-force block will benefit shareholders in that it will provide earnings and capital diversification and generate higher free cash flows. Specifically, we expect our Individual Life business to increase free cash flow conversion to 70% to 80% and generate meaningful free cash flow of at least $1 billion over the next five to six years.

We also closed the sale of our CBVA and annuities businesses on June 1, 2018 as planned.

Strong capital position.

We maintained robust capital with excess capital of $871 million at December 31, 2018 and a strong estimated combined risk-based capital ratio of 479% at December 31, 2018, well above our new target of 400%. In 2018, we continued to provide value to stockholders by repurchasing $1.5 billion of our common stock. Since our IPO and through year-end 2018, we had repurchased $5.1 billion of our common stock, representing 46% of our shares outstanding at IPO.

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2. What did we change for 2018?

2018 Compensation Highlights What is New in 2018

We made several notable changes to our compensation program in 2018. The changes are a result of our continued transformation to adopt best practices that align with shareholder interest and our strategy, our review of the say-on-pay vote result in the 2018 annual meeting and also reflect the feedback we have received from shareholders and proxy advisors in our proactive shareholder outreach program. The key changes in 2018 are described below:

What we changed in the annual incentive program	Why we made the change
Removed Distributable Cashflow from our annual incentive program	As we disclosed in last year s proxy statement, consistent with our evolving business strategy, we have been assigning less weight to this metric over the past couple of years. We had planned to remove this metric from the annual incentive program in 2018 to ***increase the weight of metrics that emphasize operating results*** in our compensation process.
	Distributable cashflow measures how effectively we are generating capital and managing the capital structure of our business. Other operating metrics that are currently used in our compensation programs, such as Adjusted Operating Return on Allocated Capital and Adjusted Operating Earnings per Share, are capital management metrics as well since they reflect our excess capital generation capability and the effect of our share buybacks.
Replaced Ongoing Business Adjusted Operating ROE with Adjusted Operating Return on Allocated Capital in our annual incentive program	We replaced Ongoing Business Adjusted Operating ROE with Adjusted Operating Return on Allocated Capital for two reasons.
	We believe the return on allocated capital metric focuses our leaders and employees on achieving competitive returns on the capital allocated to our businesses and incentivizes them accordingly. Furthermore, we replaced Ongoing Business Adjusted Operating ROE in our annual incentive program ***to***

	avoid an overlap of this metric in both the long-term and annual incentive programs and allow for a more diverse set of compensation metrics which better reflects our overall financial health and performance.
Changed Adjusted Operating Earnings per Share to Adjusted Operating Earnings in our annual incentive program	As further discussed below, we added Adjusted Operating Earnings per Share to our long-term incentive program. ***To avoid an overlap of this metric in both incentive programs***, we replaced it in the annual incentive program with Adjusted Operating Earnings.

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What we changed in the long-term incentive program	Why we made the change
Simplified the definition of Adjusted Operating Return on Equity in our long-term incentive program	In our long-term incentive program, we changed the definition of Adjusted Operating Return on Equity to be ***simpler and more consistent with how others in our industry define return on equity***. Adjusted Operating Return on Equity is now defined as operating income for all segments excluding DAC, VOBA and Other Intangible Unlocking divided by the average adjusted shareholders equity excluding AOCI and the capital related to certain deferred tax assets.
Added Adjusted Operating Earnings per Share in our long-term incentive program	As discussed above, we removed distributable cashflow as a compensation metric from our incentive program this year. Adjusted Operating Earnings per Share ***reflects how effectively we manage our capital*** as a result of the implicit incorporation of excess capital generation and the effect of our share buybacks in the metric.

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Significant Compensation and Governance Changes Since our IPO in 2013

The changes we made in 2018 are a continuation of multi-year enhancements to our executive compensation program which strengthened the alignment of pay and performance and included the adoption of more transparent performance metrics. We are a former subsidiary of ING Group and completed our IPO in May 2013. In March 2015, ING Group completed the sale of all of its holding of our common stock. As a result of our history, following the IPO, we were subject to European regulations that limited our ability to fully implement our intended compensation programs. The charts below describe changes implemented since our IPO and summarize our executive compensation governance practices.

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Key Compensation-Related Governance Practices

What we do:

Awards in our annual incentive program are based on key financial measures set at the beginning of the year that we use to determine the success of our business as part of our approved budget process

Individual performance objectives are set at the beginning of the year and reviewed following the conclusion of each year

A majority of ongoing long-term incentive equity grants to our NEOs are in the form of PSUs

The Compensation and Benefits Committee s independent compensation consultant performs services only for the Committee

Executive perquisites are limited and do not include tax gross-ups

Executives are subject to clawbacks, including no-fault clawbacks in the case of a financial restatement

What we don t do

v No single trigger vesting of change in control benefits

v No liberal share recycling for shares used to satisfy tax withholding requirements or tendered in payment of an option exercise price v No excise tax gross-up provisions

v No re-pricing of stock options permitted without stockholder approval

3. How do we determine pay?

Compensation Principles

The following principles help guide and inform the Compensation and Benefits Committee in delivering effective executive compensation programs that drive performance, mitigate risks and foster the attraction, motivation and retention of top leadership talent to enable us to execute our strategic business plan and ultimately deliver shareholder value.

Attract and retain talent: our success depends on the talents of our employees. Our compensation program needs to be market-competitive in order to attract and retain a talented and diverse workforce. We regularly review peer group compensation data to make competitive and reasonable compensation decisions to help grow and sustain our business in a changing and challenging environment.

Pay for performance: a significant portion of the annual compensation of our executive officers should vary with annual business performance and each individual s contribution to that performance. The performance metrics and goals are reviewed and challenged by the Compensation and Benefits Committee before they are approved and the goals are rigorous and challenging to motivate and reward stretch performance.

Transparency with and feedback from shareholders: we believe transparency to shareholders relating to our executive compensation program is essential. As such, we are continuously improving the disclosure of our programs for shareholders to have enough information and context to assess the effectiveness of our programs. We proactively engage with shareholders and take actions to improve our compensation programs based on feedback from shareholders.

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Integrate risk management and compensation: risk management and clawback policies need to be robust to deter imprudent risk taking. We conduct a rigorous annual review of the features of our compensation program that guard against excessive risk-taking.

Elements of Compensation

The following table presents the principal elements of the compensation programs that applied to our NEOs for 2018. The elements of compensation were designed to provide a variety of fixed and at-risk compensation related to the achievement of the Company s short-term and long-term objectives.

Incentive Type	Compensation Element	Form of Compensation	Performance Metric - 2017	Performance Metric - 2018	Objective/Purpose	Subject to Clawback and Forfeiture	2018 Actions
Fixed	Base salary	Cash	Individual performance goals	Individual performance goals	Compensates NEOs for the day-to-day services performed for the Company. Attracts and retains talented executives with competitive compensation levels.	No	Base salary largely remained consistent with 2017.
Variable	Annual cash incentive compensation	Cash	Adjusted Operating Earnings Per Share (35%) Ongoing Business Adjusted Operating Return on Equity (35%) Distributable Cash Flow Before	Adjusted Operating Earnings (45%) Adjusted Operating Return on Allocated Capital (45%) Strategic Indicators (10%)	Motivates executives to achieve performance goals selected individually based on the Company s annual business plan. Promotes differentiation of pay based on business and individual performance and rewards executives	Yes	Performance was above target in Adjusted Operating Earnings and Adjusted Operating Return on Allocated Capital and at target in Strategic Indicators, resulting in a 127% funding.

		Holding Company Expense (20%)	for attaining annual objectives.
		Strategic Indicators (10%)	

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ncentive Type	Compensation Element	Form of Compensation	Performance Metric - 2017	Performance Metric - 2018	Objective/Purpose	Subject to Clawback and Forfeiture	2018 Actions
	Long-term equity-based incentive compensation granted based upon prior year performance and other factors	Performance Stock Units (55%)	Three-year forward-looking performance vesting conditions: Ongoing Business Adjusted Operating Return on Equity (50%) Relative Total Shareholder Return vs. Compensation Peer Group (50%)	Three-year forward-looking performance vesting conditions: Ongoing Business Adjusted Operating Return on Equity (25%) Adjusted Operating Earnings Per Share (25%) Relative Total Shareholder Return vs. Compensation Peer Group (50%)	Equity-based compensation helps to create a culture focused on long-term value creation and share ownership, and is used to retain executive talent.	Yes	Performanc for the 2016-2018 period was above target, resulting in payout of 133% of target (see page 39).
		Restricted Stock Units (45%)				Yes	
enefits nd erquisites	Retirement, deferral and health and welfare programs				Addresses retirement savings and health insurance needs of executives with	No	

		competitive benefits programs. Aligns with philosophy of attracting and retaining talented individuals. It is offered to all employees.	
Perquisites and other benefits		Aligns with our approach of attracting and retaining talented individuals by offering limited perquisites and other benefits similar to or below those provided by peer companies.	No

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Why we use these performance metrics

We believe the performance metrics in our compensation program are appropriate to motivate our executives to achieve outstanding short-term results and, at the same time, help build long-term value for shareholders. We describe why we use these metrics in detail below.

Adjusted Operating Earnings and Adjusted Operating Earnings per Share

We believe these metrics indicate the financial performance of the total company and the underlying profitability factors, and exclude items that are not indicative of ongoing trends. In particular, these metrics exclude the effect of period-to-period volatility that can be caused by DAC/VOBA and other intangibles unlocking that are not indicative of our ongoing performance. We measure EPS on an absolute basis to minimize the complications associated with relative EPS, such as having to adjust peer companies EPS for exclusions. Adjusted Operating Earnings and Adjusted Operating Earnings per Share are non-GAAP financial measures. See Exhibit A Non-GAAP Financial Measures.

Relative Total Shareholder Return versus Compensation Peer Group

This metric provides a relative performance measure to our program and provides a direct correlation between total shareholder return results and our compensation decisions, which strengthens the alignment of our compensation decisions with stockholder interests.

Adjusted Operating Return on Allocated Capital

We introduced this metric for the 2018 compensation program to allow for a more diverse set of compensation metrics which we believe better reflect our overall financial health and performance. We believe the return on allocated capital metric focuses our leaders and employees on achieving competitive returns on the capital allocated to our businesses and incentivizes them accordingly. We replaced Ongoing Business Adjusted Operating ROE in our annual incentive program with Adjusted Operating Return on Allocated Capital in order to avoid an overlap of ROE in the annual and long-term incentive programs. Adjusted Operating Return on Allocated Capital is a non-GAAP financial measure. See Exhibit A Non-GAAP Financial Measures.

Ongoing Business Adjusted Operating Return on Equity

Ongoing Business Adjusted Operating ROE excludes the effect of period-to-period volatility that can be caused by DAC/VOBA and other intangibles unlocking that are not indicative of the financial performance of our ongoing business and the underlying profitability factors. We believe Ongoing Business Adjusted Operating ROE is a good metric by which to measure management s performance and base compensation decisions because it indicates the underlying financial performance of our ongoing business while excluding items that are not indicative of ongoing trends. Importantly, it measures how effectively we use equity capital in our ongoing business and hence is directly aligned with shareholder interests. With the closing of the Closed Block Variable Annuities and fixed and fixed indexed annuity businesses, we changed the definition of Adjusted Operating Return on Equity to be simpler and more consistent with how others in our industry define ROE. Ongoing Business Adjusted Operating Return on Equity is a non-GAAP financial measure. See Exhibit A Non-GAAP Financial Measures.

Strategic Indicators

The strategic indicators are a portfolio of indicators that drive growth and margin expansion. The indicators include net flows growth, inforce premium growth and cost savings from our strategic investment program. We believe this is a useful compensation metric as it aligned compensation decisions with measures and strategies that contributed to the achievement of our ROE goal and adds a relative performance measure to our program.

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Participants of the Process to Determine Compensation

Compensation and Benefits Committee

The Committee is responsible to our board for:

- Evaluation of corporate goals and objectives relevant to the compensation of our NEOs as well as individual goals and objectives relevant to the compensation of our CEO;

- Evaluation of the competitiveness of each NEO s total compensation package based on market data and each executive s experience;

- Review and approval of the CEO s compensation based on an evaluation of the CEO s performance in light of goals and objectives that were approved by the Committee; and

- Approval of any change to the total compensation package of NEOs, including base salary, annual incentive awards and long-term incentive awards.

Chief Executive Officer

Within the framework of the compensation programs approved by the Compensation and Benefits Committee and based on management s evaluation of individual performance and potential as well as review of market competitive positions, our CEO recommends the level of base salary, the annual incentive award and the long-term incentive award value for the other NEOs. The Compensation and Benefits Committee reviews and discusses our CEO s recommendations and approves any compensation changes affecting our NEOs as it determines in its sole discretion.

Compensation Consultant

The Compensation and Benefits Committee retained Pay Governance LLC (Pay Governance) to serve as its executive compensation consultant. The compensation consultant regularly attended Committee meetings and assisted and advised the Committee in connection with its review of executive compensation policies and practices. In particular, Pay Governance provides market data, trends and analysis regarding our executive compensation in comparison with its peers to assist the Committee in its decision-making process. The Committee reviews and confirms the independence of Pay Governance on an annual basis. Pay Governance does not perform any other work for management.

Evaluating Market Competitiveness

Comparison group

In late 2013 the Compensation and Benefits Committee established a comparison group of peer companies, with the assistance and advice of the Company s management and Pay Governance. The Compensation and Benefits Committee used this comparison group, in part, to evaluate the Company s compensation policies and practices, and as a means by which to measure the compensation packages of its executives. In establishing the comparison group, the

Compensation and Benefits Committee considered certain factors, including whether potential member companies competed with us in the same competitive labor market or in similar lines of business, the potential member company s market capitalization, and various other factors, including the revenues, workforce size and assets under management or assets under administration of potential member companies.

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For 2018, the comparison group of companies considered by the Compensation and Benefits Committee (the Comparison Group) for competitive data for all of our NEOs included the following companies:

Ameriprise Financial, Inc.

Eaton Vance Corp.

Genworth Financial, Inc.

The Hartford Financial Services Group, Inc.

Invesco Ltd.

Legg Mason, Inc.

Lincoln National Corp.
Manulife Financial Corp.

MetLife, Inc.

T. Rowe Price Group, Inc.

Principal Financial Group, Inc.

Prudential Financial, Inc.

Sun Life Financial Inc.

Torchmark Corp.

Unum Group

Surveys and competitive data

As part of its 2018 compensation review, the Compensation and Benefits Committee also considered compensation data provided by a number of surveys and sources to determine the relative competitiveness of compensation programs as well as competitive levels of pay. These surveys included a diversified study of executive compensation in the insurance industry prepared by Willis Towers Watson (which we refer to as the Willis Towers Watson Survey) and a survey of investment management companies prepared by McLagan, a consulting firm that provides market pay and performance information in the financial services industry.

The Compensation and Benefits Committee takes into consideration the Willis Towers Watson Survey and the McLagan survey when making decisions on base salary, annual incentive and long-term incentive opportunities for NEOs except the CEO. For the CEO, the Compensation and Benefits Committee solely takes into consideration proxy data of the Comparison Group.

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4. How did we pay for performance?

Pay Mix Shows Significant Variable Pay. Approximately 91% of the total compensation delivered to our CEO and 86% delivered to our other NEOs in 2018 is variable. By variable, we mean there is no guarantee that executives will actually realize the originally intended target compensation values. This variable feature demonstrates management s alignment with shareholders interests as the delivery of the variable compensation is dependent on performance, including our stock price performance.

Determination of 2018 Compensation

In early 2018, the Compensation and Benefits Committee met multiple times to consider the compensation opportunity that would be provided to the Company s NEOs and other senior executives during 2018. These considerations included an assessment of the Company s compensation practices and compensation packages against those of the Comparison Group, including in particular an assessment of the total target compensation opportunity for each NEO. In addition, the Compensation and Benefits Committee considered the vote result of our say-on-pay proposal in 2018 and took into account the outcome of the vote in reviewing our executive compensation programs and policies. Shareholders voted 95% in favor of the Company s Say on Pay proposal on executive compensation (based on shares voted). The Compensation and Benefits Committee considered the vote to be an endorsement of the Company s executive compensation programs and policies, and took into account the outcome of the vote in reviewing those programs and policies.

Following the review, the Compensation and Benefits Committee also established, for purposes of the annual cash incentive awards opportunities to the NEOs, performance measures and targets that would apply for the 2018 performance year.

Base salary

Base salary for the NEOs in 2018 stayed largely consistent with 2017 base salary. In the case of Mr. Martin, base salary for 2018 was set forth in his employment agreement and was unchanged from 2017. The base salary for our other NEOs was established after considering several factors, including promotions, the NEO s experience, the NEO s responsibilities, the NEO s 2018 performance, the NEO s 2018 base salary and the competitiveness of that base salary as compared to internal peers and similarly situated executives at companies

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that compete with us for executive talent. In the case of Mr. Smith, Ms. Hurtsellers, Mr. Nelson and Ms. Walsh, this included consideration of executive compensation paid by certain companies included in the Comparison Group. Mr. Martin, Mr. Smith, Ms. Hurtsellers and Mr. Nelson s base salaries were unchanged from their respective 2017 salaries. Ms. Walsh s base salary increased slightly from $535,000 to $550,000.

Annual cash incentive compensation

Our annual incentive program is designed to reward participants based on critical financial results and for their annual contributions to those results. Individual incentive awards are based on an annual evaluation of business performance and each NEO s individual performance.

In this CD&A, references to 2018 annual incentive compensation awards are to the annual incentive compensation amounts that were paid to NEOs in March 2019, which were designed to recognize individual, Company and business unit performance during 2018. As described in more detail below, an NEO s annual incentive award is determined after taking into account the performance of the Company under several financial measures and based on a qualitative assessment of individual performance and other factors considered relevant by the Compensation and Benefits Committee.

The Compensation and Benefits Committee determined 2018 annual incentive compensation for our NEOs by applying a multi-step process:

Each of these steps is described in more detail below:

Step 1: Establishment of Annual Incentive Compensation Target Opportunity and Maximum Award. Each NEO s 2018 target annual incentive opportunities were determined under the terms of their respective employment agreements and offer letters, and reviewed by the Compensation and Benefits Committee in early 2018 or in connection with their promotions, with reference to the compensation amounts publicly disclosed by the Comparison Group to assess competitiveness. The target and maximum annual incentive amounts were considered as one element of our NEOs overall total direct compensation opportunity, and, based in part on this review, total direct compensation opportunities were set with reference to median total target compensation as reflected in the comparative data.

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Target annual incentive award opportunities for the NEOs in 2018, as a percentage of base salary, were as follows:

2018 Target Annual Incentive Awards	
Mr. Martin	225%
Mr. Smith	150%
Ms. Hurtsellers	300%
Mr. Nelson	125%
Ms. Walsh	120%

Unchanged from our 2017 approach, the maximum 2018 incentive opportunity was capped at two times the target award opportunity for all NEOs except for Mr. Martin, whose maximum incentive opportunity is set forth in his employment agreement.

Step 2: Establishment of Preliminary Annual Incentive Compensation Amounts. Preliminary annual incentive amounts were determined based on Company performance in 2018 against target performance levels set by the Compensation and Benefits Committee during the first quarter of 2018, based on business forecasts and projections. Achievement against these targets was assessed by the Compensation and Benefits Committee during the first quarter of 2019, following the availability of Company financial information for 2018.

For 2018 annual incentive awards, preliminary annual compensation amounts were based on the target annual incentive compensation amounts for each of our NEOs, and on the Company financial performance under three financial measures: Adjusted Operating Earnings, Adjusted Operating Return on Allocated Capital and Strategic Indicators. Each of Adjusted Operating Earnings and Adjusted Operating Return on Allocated Capital is a non-GAAP financial measure. See Exhibit A Non-GAAP Financial Measures.

Measure	Weight	Minimum Performance for Payment	Performance for Target Payout	Performance for Maximum Payout	Actual Performance, as Reported	Performance, as Adjusted for Compensation Purposes[2]	Payout as Percentage of Target
Adjusted Operating Earnings (in millions)	45%	$ 700	$ 875	$ 1,050	$ 992		133%
Adjusted Operating Return on Allocated Capital	45%	10.8%	13.5%	16.1%	15.2%	14.9%	127%
Strategic Indicators[1]	10%	1.5	3.0	4.5	3.0		100%
Total	**100%**						**127%**

[1] Each strategic indicator is assigned a rating from 1 to 5, a 3 rating indicates that the performance met the target.

[2] The percentage reflects an adjustment to the reported percentage, which was determined by the Compensation and Benefits Committee to be not reflective of the ongoing performance of our business.

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Step 3: Individual Assessment and Determination of Individual Annual Incentive Award. Following determination of the preliminary annual incentive amounts, the Compensation and Benefits Committee qualitatively assessed each NEO s performance based on performance objectives that included individualized qualitative performance goals and business line or functional area performance. In the case of NEOs other than Mr. Martin, the views of Mr. Martin with respect to such performance were considered by the Compensation and Benefits Committee as part of this assessment. The results of this assessment were as follows:

Under Mr. Martin s leadership, the company s key accomplishments for 2018 include:

- Continued to improve our financial performance, growing our after-tax adjusted operating earnings per share[1] significantly from $1.92 per share in 2017 to $4.04 per share in 2018

- Took significant steps to become a simpler, more-efficient organization with a focus on our high-growth, high-return, capital-light businesses which are now largely centered on the workplace and institutional clients through our Retirement, Investment Management and Employee Benefits businesses. We closed the transaction to sell substantially all of our variable, fixed and fixed indexed annuities. In addition, we made the decision to cease new sales of individual life insurance and retain the in-force block

- Repurchased 23 million shares of our common stock in 2018, bringing the total repurchase activity since our IPO through year-end 2018 to $5.1 billion of our common stock, representing 46% of our shares outstanding at IPO

- Continued to foster a culture of diversity, inclusion and equality, for which the Company was recognized externally for our commitment, including being named one of *Fortune* s World s Best Employers, again joining Bloomberg s Gender Equality Index, and remaining one of the *Ethisphere s* World s Most Ethical Companies® for the sixth consecutive year

Mr. Smith s key accomplishments for 2018 include:

- Concluded 2018 with excess capital of $871 million

- Led the company s $1.5 billion share repurchase activity, including a $500 million accelerated share repurchase program entered into at the end of 2017

- Completed a Finance Revitalization roadmap outlining a 3-year plan and launched the first wave of projects that will invest in new technologies to simplify work processes and enable the finance organization to be a stronger business partner by providing more value-added insights

Executed on several tax strategies that generated meaningful tax savings and increased surplus at the company s reporting entities with no current impact to the company s liquidity

Hosted a successful Investor Day highlighting our long term strategy and plans for future growth

Ms. Hurtsellers key accomplishments for 2018 include:

Generated more than $3 billion of Institutional net flows, marking the fourth quarter of 2018 as the 12th consecutive quarter of positive Institutional net flows

Investment Management drove a 6% increase in external client fee revenues in 2018 as compared with 2017

Continued to prudently manage the business, successfully executing on organization changes and expense reductions in areas to fund a number of growth and renewal initiatives as the team strives to strengthen the business in the face of a rapidly changing industry landscape

For the 4th consecutive year, Pensions & Investments Magazine named Investment Management to its Best Places to Work in Money Management

[1] Adjusted operating earnings per share is a non-GAAP measure. Information regarding this non-GAAP financial measure and a reconciliation to the most comparable U.S. GAAP measure is provided in Appendix A.

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Mr. Nelson s key accomplishments for 2018 include:

- Retirement exceeded return on capital and earnings targets and full year earnings reached a record. The strong growth in earnings was driven by continued strong organic growth in the business, disciplined expense management, and very strong investment income performance particularly with respect to alternatives

- Employee Benefits exceeded return on capital and earnings targets demonstrating the value of a diverse mix of business led by strong Voluntary earnings

- Made strategic progress in three areas: (1) completed acquisition of Pen-Cal, adding a non-qualified plan offering and technology platform to better compete in the market, (2) through the Voya Cares initiative, guided people with special needs and their caregivers on their journey to complete special needs financial planning, and (3) through lessons from the Voya Behavioral Finance Institute, optimized digital design and experiences of the company s customers

Ms. Walsh s key accomplishments for 2018 include:

- Led the transaction teams that executed several important transactions/decisions in 2018, including the closing of the variable, fixed and fixed indexed annuities businesses, the PenCal acquisition and the strategic review of the Life business

- Secured litigation wins by defending the company aggressively and pursuing affirmative litigation that resulted in significant recoupment back to the company

- Led enterprise-wide anti-fraud efforts to build detection and prevention tools to thwart fraud efforts resulting in a significant decrease of net fraud loss in 2018

Following this assessment, the Compensation and Benefits Committee considered the total 2018 compensation package being proposed for each NEO. Following this review and assessment, the Compensation and Benefits Committee adjusted the annual compensation amount payable to each NEO to between 140% and 159% of the preliminary payout determined pursuant to Step 3, above.

Annual Incentive Compensation Outcomes

The following table presents, for each NEO, the results of the foregoing annual incentive award determination, the target annual incentive compensation for 2018 and the amount of the award paid in the form of cash in March 2019.

Name	**2018 Target**	**2018 Target Annual Incentive after**	**2018 Actual**	**% of Actual**

	Annual Incentive	Applying 127% Company Funding	Annual Incentive Payment	Payment to Target
Mr. Martin.	$ 2,250,000	$ 2,857,500	$ 3,140,000	140%
Mr. Smith	$ 937,500	$ 1,190,625	$ 1,375,000	147%
Ms. Hurtsellers	$ 1,800,000	$ 2,286,000	$ 2,625,000	146%
Mr. Nelson	$ 875,000	$ 1,111,250	$ 1,375,000	157%
Ms. Walsh	$ 660,000	$ 838,200	$ 1,050,000	159%

Long-Term Equity-Based Incentive Compensation

Equity compensation is an important element of executive compensation, because it aligns executive pay with the performance of our stock, and in turn the interests of our stockholders. The size of each award is generally based on each NEO s individual performance during the year preceding the grant date. We have historically made grants of equity-based awards in February, in respect of prior-year performance.

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Grants made in 2018 for 2017 performance

The NEOs long-term equity awards granted in 2018 were considered for adjustment, either upwards or downwards, from 2017 levels, based on an assessment of individual performance during 2017 plus other factors such as executive potential and expertise.

The following table shows our NEO target long-term equity incentive amounts for 2017, expressed as a percentage of base salary, and based on the evaluations set forth above, the long-term incentive awards that our NEOs received in 2018:

	Target Long-Term Equity Incentive		
	% of base salary	$ amount	Long-Term Incentive Awards
Mr. Martin	675%	$ 6,750,000	$ 6,750,000
Mr. Smith	285%	$ 1,781,250	$ 2,137,500
Ms. Hurtsellers	300%	$ 1,800,000	$ 2,250,000
Mr. Nelson	250%	$ 1,750,000	$ 2,187,500
Ms. Walsh	200%	$ 1,070,000	$ 1,391,000

Although these amounts were granted in respect of 2017 performance, because of the rules of the Securities and Exchange Commission (the SEC) governing the presentation of executive compensation in proxy statements, such amounts appear in the Summary Compensation Table and other tables below under Compensation of Named Executive Officers as compensation for 2018, because such awards were granted during 2018. Our equity-based awards granted under the Omnibus Plan are calculated and communicated to our NEOs based on various internal factors and qualifications, and are similar to award measurements used by companies that compete with us for executive talent. These internally communicated amounts do not necessarily reflect the grant date fair value of these awards (computed in accordance with FASB ASC Topic 718) which are required to be included in the Summary Compensation Table below.

Grants made in 2019 for 2018 performance

For each of our NEOs other than Mr. Martin, target long-term equity awards with respect to 2018 performance were set or reviewed by the Compensation and Benefits Committee during 2018, with reference to the survey and competitive data described above. The target long-term equity incentive amounts were considered as one element of our NEOs overall total direct compensation opportunity, and, based in part on this review, total direct compensation opportunities were set with reference to median total target compensation as reflected in the comparative data.

For equity awards granted in respect of 2018 performance, we made grants on February 21, 2019. Long-term incentive awards to our NEOs were made on the basis of an evaluation of individual performance and other qualifications during 2018, which evaluations are described above under Step 3 of the Annual Incentive Compensation determination process. In 2019, in addition to RSUs and PSUs, we granted performance-based stock options to our NEOs (other than the CEO) that are subject to vesting conditions based on the achievement of certain cost savings targets on or before December 31, 2020. The options generally become exercisable one year following achievement of the relevant vesting condition. The options have a term of ten years from the grant date, but to the extent that the relevant vesting condition has not been met by December 31, 2020, any unvested options will expire without value. In the event of a change in control of the Company, the performance conditions on vesting will be waived and the options will become vested and exercisable on the first anniversary of the change in control (with exceptions for certain terminations of employment).

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Based on the evaluations set forth above, Mr. Martin received $7.86 million, Mr. Smith received $2.84 million, Ms. Hurtsellers received $3.22 million, Mr. Nelson received $2.8 million and Ms. Walsh received $2.21 million in long-term equity awards. Although these amounts were granted in respect of 2018 performance, because of the SEC rules governing the presentation of executive compensation in proxy statements, such amounts do not appear in the Summary Compensation Table and other tables below under Executive Compensation Tables and Narratives as compensation for 2018, because such awards were granted during 2019.

Payout for previously granted performance stock units

The table below shows the 2018 performance result and the payout for the PSUs granted in 2016.

Measure ($ in million)	**Weight**	**Minimum Performance for Payment**	**Performance for Target Payout**	**Performance for Maximum Payout**	**Actual Performance, as Reported**	**Payout as Percentage of Target**
Ongoing Business Adjusted Operating Return on Equity	60%	12.6%	14.0%	15.0%	17.5%	150%
Total Shareholder Return	40%	25th percentile	Median	75th percentile	53rd percentile	107%
Total	**100%**					**133%**

Ongoing Business Adjusted Operating Return on Equity is a non-GAAP financial measure. See Exhibit A-Non-GAAP Financial Measures.

Other Compensation Practices and Considerations

Health and Insurance Plans

Our NEOs are currently eligible to participate in Company-sponsored benefit programs, offered on the same terms and conditions as those made generally available to all full-time and part-time employees. Basic health, life insurance, disability benefits and similar programs are provided to give employees access to healthcare and income protection for themselves and their family members. The NEOs also have access to a supplemental long-term disability programs, facilitated by the Company, generally available to a broad group of highly paid Company employees on an elective basis. The cost of participating in the supplemental disability program is borne entirely by each NEO.

Tax-qualified and Non-qualified Retirement and Other Deferred Compensation Plans

Our NEOs generally are eligible for the same retirement benefits as full-time and part-time employees under the Company s broad-based, tax-qualified retirement plans. As described further in the narrative description preceding the table entitled Pension Benefits in 2018 , below, the Company sponsors the Voya Retirement Plan (the Retirement Plan), a tax-qualified, noncontributory, cash balance formula, defined benefit pension plan for eligible employees.

The Company also sponsors the Voya 401(k) Savings Plan (the 401(k) Plan), a tax-qualified defined contribution plan. Under the 401(k) Plan, the Company will match 100% of a participant s contribution up to 6% of eligible compensation.

In addition to the tax-qualified retirement benefits described above, the Company also maintains the Voya Supplemental Executive Retirement Plan (the SERP) and the Voya 409A Deferred Compensation Savings Plan (the DCSP). The SERP and the DCSP permit our NEOs and certain other employees whose participation in our tax-qualified plans is limited due to compensation and contribution limits imposed under the Internal Revenue Code (the Code), to receive the benefits on a non-qualified basis that they otherwise would have been eligible

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to receive under the Retirement Plan and the 401(k) Plan if it were not for the Code s compensation and contribution limits. For purposes of determining benefits under the SERP and the DCSP, eligible compensation is limited to three times the Code compensation limit, which was $275,000 for 2018. See the narrative description preceding the table entitled Pension Benefits in 2018 for more detail of the Retirement Plan and the SERP. See the narrative description preceding the table entitled Non-qualified Deferred Compensation Plans Table for 2018 for more detail of the DCSP.

Perquisites and Other Benefits

During 2018, we provided the NEOs with Company-selected independent advisors to assist them with financial planning and tax issues. In addition, certain of our NEOs have personal use of a company car and driver (principally for commuting purposes), and in certain cases the Company provided travel-related perquisites, including for spousal travel. We impute as income the cost of these perquisites and other benefits. See All Other Compensation Table for 2018 , below, for additional information concerning perquisites.

Dividend Equivalent Rights

Equity-based awards granted to our employees, including to our NEOs, include dividend equivalent rights. These rights provide for the cash payment, in respect of each RSU granted in respect of deferred annual incentive awards and long-term incentive awards, of an amount equivalent to the dividends paid on our common stock during the period between the grant date and the vesting date of the award. The amount is paid, without interest, only upon vesting of the award.

RELATIONSHIP OF COMPENSATION POLICIES AND PRACTICES TO RISK MANAGEMENT

5. How do we address risk and governance?

The Company adheres to compensation policies and practices that are designed to support a strong risk management culture. In particular, in 2015, the Compensation and Benefits Committee approved a new Human Resources Risk Policy which outlines the roles and responsibilities of the Compensation and Benefits Committee and management to monitor compensation and benefit risks as well as key talent risks. The Policy is based on the following principles:

- Align compensation programs and decisions with stockholder interests,
- Attract, retain and motivate executive talent to lead the Company to success,
- Establish an appropriate approach to governance that reflects the needs of all stakeholders and includes the Company s right to clawback compensation in certain circumstances,
- Support a business culture based on the highest ethical standards and
- Manage risk taking by executives by encouraging prudent decision making.

We have reviewed the Company s compensation programs, policies and practices for employees to ensure that, in design and operation and taking into account all of the risk management processes in place, they do not encourage excessive risk taking. In particular, the following features of our compensation program guard against excessive risk-taking:

Determination of incentive awards based on a variety of performance metrics, thus diversifying the risk associated with any single indicator of performance;

Long-term compensation awards and vesting periods that encourage a focus on sustained, long-term results;

A mix of fixed and variable, annual and long-term, and cash and equity compensation designed to encourage actions that are in our long-term best interest;

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Maximum discretionary incentive opportunities are capped and remained unchanged from 2017 to 2018; and

Our equity plans do not allow re-pricing of stock options and require double trigger vesting for awards upon a change in control.

We have determined that these programs, policies and practices are not reasonably likely to have a material adverse effect on the Company.

EXECUTIVE COMPENSATION TABLES AND NARRATIVES

Summary Compensation Table

The following table presents the cash and other compensation for our NEOs for 2018, 2017 and 2016.

Summary Compensation Table

Name and Principal Position	Year	Salary[1]	Bonus[2]	Stock Awards[3]	Option Awards	Non-Equity Incentive Plan Compensation[4]	Change in Pension Value[5]	All Other Compensation[6]	Total
Rodney O. Martin, Jr., Chairman and CEO	2018	$ 1,000,000	$	$ 7,072,591	$	$ 3,140,000	$ 39,581	$ 85,739	$ 11,337,911
	2017	$ 1,000,000	$	$ 6,614,961	$	$ 3,250,000	$ 37,906	$ 86,205	$ 10,989,072
	2016	$ 1,000,000	$	$ 6,399,977	$	$ 2,069,000	$ 37,701	$ 84,852	$ 9,591,531
Michael S. Smith, EVP &CFO	2018	$ 625,000	$	$ 2,239,635	$	$ 1,375,000	$ 25,523	$ 67,360	$ 4,332,518
	2017	$ 625,000	$	$ 1,870,282	$	$ 1,575,000	$ 47,517	$ 66,025	$ 4,183,824
	2016	$ 582,576	$ 350,000	$ 2,111,159	$	$ 881,719	$ 32,053	$ 69,717	$ 4,027,224