

National Western Life Group, Inc.
Form DEF 14A
April 30, 2019
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 (Amendment No.)

Filed by the Registrant [X]
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Check the appropriate box:
 [] Preliminary Proxy Statement
 [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 [X] Definitive Proxy Statement
 [] Definitive Additional Materials
 [] Soliciting Material Pursuant to §240.14a-12

National Western Life Group, Inc.

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National Western Life Group, Inc.

PROXY STATEMENT

April 30, 2019

To Our Stockholders:

We cordially invite you to attend the 2019 Annual Meeting of Stockholders of National Western Life Group, Inc. ("we," "us," "our," or "NWLGI") to be held on June 21, 2019 at 8:30 a.m., local time, at our executive offices located at 10801 N Mopac Expy Bldg 3, Austin, TX 78759.

At the annual meeting, in addition to electing nine members to our board of directors, you will be asked to ratify the appointment of our independent registered public accounting firm, BKD, LLP, as our independent registered public accounting firm for the fiscal year ending December 31, 2019.

This year we are again using the "Notice and Access" method of providing proxy materials to you via the Internet. We believe that this process provides you with a convenient and quick way to access your proxy materials and vote your shares, while allowing us to reduce the costs of printing and distributing the proxy materials and conserve resources. On or about May 3, 2019, we will mail to our stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy statement and our 2018 annual report and vote via the Internet. The Notice also contains instructions on how to receive a paper copy of the proxy materials and our 2018 annual report.

Your vote is important, no matter how many or how few shares you may own. Whether or not you plan to attend the annual meeting, please take the time to vote by completing, signing, and mailing the enclosed proxy card in the postage-paid envelope provided or by voting by telephone or over the Internet.

Our Board of Directors and management look forward to greeting those of you who are able to attend the annual meeting. The accompanying notice of meeting and this proxy statement provide specific information about the annual meeting and explain the various proposals. Please read these materials carefully.

Thank you for your continued support of and interest in our company.

Sincerely,

Ross R. Moody
Chairman of the Board,
President and Chief Executive Officer

This proxy statement is dated April 30, 2019 and is being first sent to NWLGI stockholders on or about May 3, 2019.

National Western Life Group, Inc.
10801 N Mopac Expy Bldg 3
Austin, TX 78759
(512) 836-1010

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of National Western Life Group, Inc.:

The 2019 Annual Meeting of Stockholders ("Annual Meeting") of National Western Life Group, Inc. (the "Company" or "NWLGI") will be held on Friday, June 21, 2019 at the Company's executive offices located at 10801 N Mopac Expy Bldg 3, Austin, TX 78759 at 8:30 a.m. local time for the following purposes:

1. Elect three designees of holders of Class A Stock and six designees of holders of Class B Stock, for a total of nine members to the board of directors of NWLGI, who shall hold office until the next annual stockholders' meeting or until their respective successors have been elected or appointed or until their earlier death, resignation, or removal;
2. Ratify the appointment of the firm of BKD, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019; and
3. Transact other business that may properly come before the Annual Meeting, or any adjournment or adjournments thereof.

These items are fully described in the proxy statement, which is part of this notice. The Company has not received notice of other matters that may be properly presented at the Annual Meeting.

Pursuant to the rules of the Securities and Exchange Commission, NWLGI has elected to provide access to our proxy materials over the Internet. Accordingly, we will mail, beginning on or about May 3, 2019, a Notice of Internet Availability of Proxy Materials to our stockholders of record and beneficial owners as of the record date of April 23, 2019. All stockholders and beneficial owners will have the ability to access all of the proxy materials on a website referenced in the Notice of Internet Availability of Proxy Materials as of the date of mailing of the Notice of Internet Availability of Proxy Materials.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS: Copies of the proxy statement and the Annual Report on Form 10-K for the year ended December 31, 2018, are available at <https://www.cstproxy.com/nwlg/2019>.

The Board of Directors of the Company has fixed the close of business on April 23, 2019 as the record date for the determination of the stockholders entitled to notice of and to vote at the Annual Meeting or any adjournment or adjournments thereof. A complete list of stockholders will be open to examination by any stockholder for any purpose germane to the Annual Meeting between the hours of 9:00 a.m. and 5:00 p.m., local time, at the offices of the Company at 10801 N Mopac Expy Bldg 3, Austin, TX 78759 for ten days prior to the Annual Meeting. If you would like to view the stockholder list, please call the Company Secretary at (512) 836-1010 to schedule an appointment. The list will also be available at the Annual Meeting and may be inspected by any stockholder who is present.

Regardless of the number of shares of National Western Life Group, Inc. common stock you hold, as a stockholder your vote is important and the Board of Directors of the Company strongly encourages you to exercise your right to vote. To ensure your vote is recorded promptly, please vote as soon as possible, even if you plan to attend the Annual

Meeting.

By Order of the Board of Directors

April 30, 2019 Rey Perez

Senior Vice President - Chief Legal Officer and Secretary

IMPORTANT

STOCKHOLDERS WHO DO NOT EXPECT TO ATTEND IN PERSON ARE URGED TO VOTE VIA THE INTERNET OR BY PHONE, OR REQUEST PAPER COPIES OF THE PROXY MATERIALS AND COMPLETE, SIGN, DATE, AND RETURN A PROXY CARD AS PROMPTLY AS POSSIBLE TO ENSURE ITS ARRIVAL IN TIME FOR THE ANNUAL MEETING.

ADDITIONAL INFORMATION

You should rely only on the information contained in this proxy statement or that to which we have referred you. We have not authorized anyone to provide you with any additional information. This proxy statement is dated as of the date listed on the cover page. You should not assume that the information contained in this proxy statement is accurate as of any date other than such date and the mailing of this proxy statement to stockholders shall not create any implication to the contrary.

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National Western Life Group, Inc.
10801 N Mopac Expy Bldg 3
Austin, TX 78759
(512) 836-1010

PROXY STATEMENT
2019 ANNUAL MEETING OF STOCKHOLDERS

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS: Copies of this Proxy Statement and the Annual Report on Form 10-K for the year ended December 31, 2018 are available at <https://www.cstproxy.com/nwlg/2019>.

This proxy statement and the accompanying proxy are being made available to stockholders on or about May 3, 2019 in connection with the solicitation by the Board of Directors (the "Board of Directors") of National Western Life Group, Inc. of proxies to be used at the 2019 Annual Meeting of Stockholders (the "Annual Meeting") of National Western Life Group, Inc. to be held on Friday, June 21, 2019 at the Company's principal executive offices located at 10801 N Mopac Expy Bldg 3, Austin, TX 78759 at 8:30 a.m. local time. Unless the context requires otherwise, references in this proxy statement to "NWLGI," "the Company," "we," "us," or "our" refer to National Western Life Group, Inc. and its wholly owned subsidiaries, including National Western Life Insurance Company, or NWLIC.

PURPOSES OF THE ANNUAL MEETING

The purposes of the annual meeting are to:

1. Elect three designees of holders of Class A Stock and six designees of holders of Class B Stock, for a total of nine members to the board of directors of NWLGI, who shall hold office until the next annual stockholders' meeting or until their respective successors have been elected or appointed or until their earlier death, resignation, or removal (Proposal 1);
2. Ratify the appointment of the firm of BKD, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019 (Proposal 2); and
3. Transact such other business as may properly come before the meeting or any adjournment thereof.

QUORUM AND VOTING

Holders of record of our Class A common stock, par value \$0.01 per share (the "Class A Stock"), and our Class B common stock, par value \$0.01 per share (the "Class B Stock" and, together with the Class A Stock, the "Common Stock"), at the close of business on April 23, 2019, will be entitled to notice of and to vote at the Annual Meeting or any adjournment or adjournments thereof. As of April 23, 2019, there were 3,436,020 shares of Class A Stock outstanding, held by 2,448 holders of record and 200,000 shares of Class B Stock outstanding, held by two holders of record. The number of holders of record does not include any beneficial owners for whom shares of Common Stock may be held in "nominee" or "street" name.

Stockholders of record at the close of business on April 23, 2019 will be entitled to vote at the Annual Meeting. Each stockholder is entitled to one vote per share held by such holder on all matters coming before the Annual Meeting, except as otherwise described below.

The presence, in person or by proxy, of the holders of one-half (1/2) of the total of each of the Class A Stock and the Class B Stock will constitute a quorum at the Annual Meeting. If a quorum is not present or represented at the Annual Meeting, the stockholders entitled to vote thereat, present in person or represented by proxy, have the power to adjourn the Annual Meeting from time to time without further notice, other than announcement at the Annual

Meeting, until a quorum is present. At such reconvened Annual Meeting at which a quorum is present, any business may be transacted as originally noticed. Abstentions and broker non-votes (shares held by a broker or nominee that does not have the authority to vote on a matter, and has not received instructions from the beneficial owner) are counted as present in determining whether the quorum requirement is met.

Election of Directors. Article V of our Restated Certificate of Incorporation, as amended (as so amended, the "Restated Certificate of Incorporation"), provides that the Class A stockholders have the exclusive right to elect one-third (1/3) of the members of our Board of Directors, plus one director for any remaining fraction, and that the Class B stockholders have the exclusive right to elect the remaining members of our Board of Directors. Our Amended and Restated Bylaws ("Bylaws") provide that directors are elected

by a plurality vote of each class of stock voting separately. Abstentions and broker non-votes will not have any impact on the result of the vote on this item.

In view of Robert L. Moody, Sr.'s ("Mr. Moody") ownership, as of April 23, 2019, of more than 99% of the outstanding shares of Class B Stock, as well as Mr. Moody's ownership of 33.7% of the Class A Stock outstanding (see Stock Ownership table below), Mr. Moody holds the voting power to elect a majority of our Board of Directors. We are considered to be a controlled company, and Mr. Moody is the controlling stockholder.

Ratification of Independent Registered Public Accounting Firm. The affirmative vote of a majority of the shares of the Class A and Class B Common Stock, voting together as the same class, cast at the annual meeting, in person or by proxy, is required to ratify the appointment of BKD, LLP to serve as our independent registered public accounting firm. Abstentions will not have any impact on the result of the vote on this item.

The Inspector of Elections for the Annual Meeting will be Rey Perez, our Senior Vice President - Chief Legal Officer and Secretary, and he will tabulate the votes. We will announce preliminary voting results at the Annual Meeting. The final official voting results from the Annual Meeting will be disclosed in a Current Report on Form 8-K to be filed within four business days after the Annual Meeting.

You may vote your proxy by Internet, telephone, or mail, as explained below. Votes submitted electronically over the Internet or by telephone must be received by 7:00 p.m., Eastern Daylight Time, on June 20, 2019. Voting your proxy does not limit your right to vote in person should you decide to attend the Annual Meeting. The law of Delaware, under which NWLGI is incorporated, specifically permits electronically transmitted proxies, provided that each such proxy contains or is submitted with information from which the Inspector of Elections of the Annual Meeting can determine that such electronically transmitted proxy was authorized by the stockholder. If your shares are held in the name of a broker, bank, or other holder of record, you will be provided voting instructions from the holder of record. If you vote by Internet or telephone, please do not mail in a proxy card as it will revoke your Internet or telephone proxy.

Internet. Access the Internet voting site at <https://www.cstproxy.com/nwlg/2019>. Follow the on-screen instructions and be sure to have the control number listed on your proxy card available when you access the Internet voting site. Please note that stockholders that vote through the Internet must bear all costs associated with electronic access, including Internet access fees.

Telephone. Dial the toll free number found on your proxy card. Follow the voice prompts and be sure to have the control number listed on your proxy card available when you call.

Mail. If you requested printed copies of the proxy materials, you may vote by mail by simply marking, signing, dating, and returning the proxy card in the postage-prepaid envelope provided for your convenience.

If a stockholder properly uses the Internet voting procedures described on the proxy card, or calls the toll-free telephone number, or completes, signs, dates, and returns the proxy card, by 7:00 p.m., Eastern Daylight Time, on June 20, 2019, his, her, or its shares will be voted at the Annual Meeting in accordance with his, her, or its instructions. If a stockholder returns a proxy card unsigned or undated, his, her, or its vote cannot be counted. If a stockholder signs and dates a proxy card, but does not fill out the voting instructions on the proxy card, the shares represented by the proxy will be voted in accordance with the Board of Directors' recommendations, as follows: FOR the election of each of the nominees to the Board of Directors to hold office until the next annual stockholders' meeting or until their respective successors have been elected or appointed or their earlier death, resignation, or removal;

FOR the ratification of the appointment of the firm of BKD, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019; and

In addition, if any other matters properly come before the Annual Meeting, Ross R. Moody, our President and Chief Executive Officer, and Rey Perez, our Senior Vice President - Chief Legal Officer and Secretary, the named proxies, have discretionary authority to vote on those matters in accordance with their best judgment. The Board of Directors is not currently aware of any other matters that may come before the Annual Meeting.

REVOCABILITY OF PROXY

The proxy is for use at the Annual Meeting if a stockholder will be unable to attend in person. The proxy (whether submitted by mail, telephone, or Internet) may be revoked by a stockholder at any time before it is exercised on the date of the Annual Meeting by:

- executing and delivering a written notice of revocation to the Secretary of NWLGI at our principal executive offices;
- submitting a later-dated proxy by Internet in the manner specified above, by telephone in the manner specified above, or in writing to the Secretary of NWLGI at our principal executive offices; or
- attending and voting in person at the Annual Meeting.

Attendance at the Annual Meeting will not revoke a proxy unless a stockholder provides written notice of revocation to the Secretary of NWLGI before the proxy is exercised or unless the stockholder votes his or her shares in person at the Annual Meeting. Street name holders that vote by proxy may revoke their voting instructions in accordance with their broker's, bank's, or other nominee's procedures.

SOLICITATION

This solicitation is made on behalf of our Board of Directors. The cost of preparing, assembling, printing, and mailing the Notice of Internet Availability of Proxy Materials, Notice of Annual Meeting of Stockholders, this proxy statement, the proxy card, and any additional materials, as well as the cost of soliciting the proxies will be borne by us, including reimbursement paid to brokerage firms and other custodians, nominees, and fiduciaries for reasonable costs incurred in forwarding the proxy materials to, and solicitation of proxies from, the beneficial owners of shares held by such persons. In addition, our officers, directors, and other regular employees, without additional compensation, may solicit proxies by mail, email, personal interview, telephone, or other electronic transmission.

PROPOSAL 1: ELECTION OF DIRECTORS

Our Restated Certificate of Incorporation and Restated Bylaws provide that the Board of Directors shall consist of a number of directors to be fixed from time to time exclusively by resolution of the Board of Directors. The Board of Directors currently consists of nine members. A Board of Directors composed of nine persons is recommended by the Board of Directors to be elected at the 2019 Annual Meeting to serve until the next Annual Meeting of Stockholders, or until their successors have been duly elected and qualified, or until their earlier death, resignation, or removal. As such, proxies cannot be voted for a greater number of persons than the number of nominees named. Article V of the Restated Certificate of Incorporation of the Company provides that the Class A stockholders shall have the exclusive right to elect one-third of the Board of Directors, plus one director for any remaining fraction, and that the Class B stockholders shall have the exclusive right to elect the remaining members of the Board of Directors. Accordingly, the Board of Directors recommends the election of three Class A nominees and six Class B nominees indicated below. A plurality of each class of stock voting separately will be necessary to elect the directors of that particular class. The Restated Certificate of Incorporation of the Company does not permit cumulative voting for directors.

It is the intention of the persons named in the proxy, in the absence of a contrary direction, to vote FOR the election of each of the nine persons named in this proxy statement as nominees for director for a one-year term expiring at the 2020 Annual Meeting of Stockholders or until their successors are duly elected and qualified or until their earlier death, resignation, or removal.

Nominees for the Board of Directors

Our nominees for the election of directors include five independent directors, as defined by the NASDAQ Listing Rules and determined by the Board of Directors, and two members of our senior management. The names of the nominees for election as a director to serve until the 2020 Annual Meeting of Stockholders, or until their earlier death, resignation, or removal, and certain additional information with respect to each of them, are set forth below. The nominees have consented to be named in this proxy statement and to serve as directors, if elected. Except as indicated in "Relationships among Directors and Executive Officers" below, there are no family relationships among any of our executive officers or the director nominees.

If, at the time of or prior to the Annual Meeting, any of the nominees is unable or declines to serve, the persons named as proxies may use the discretionary authority provided in the proxy to vote for a substitute or substitutes designated by the Board of Directors. If the proxy has been marked to withhold authority to vote for the nominees, the proxy will not then be voted either for or against such substitute nominees. The Board of Directors has no reason to believe that any substitute nominee or nominees will be required.

Class A Nominees

Name of Director	Principal Occupation During Last Five Years and Directorships	Class Nominee	Age	Director Since*
David S. Boone ⁽¹⁾⁽²⁾	Director and CEO of United Allergy Services, LLC and Lead Independent Director and Audit Chair of Track Group	Class A	58	2016
Stephen E. Glasgow ⁽¹⁾⁽²⁾	Managing Partner, Texas GSA Holdings, LP, RAM Investments, and ABIA Retail, LLC Austin, Texas	Class A	56	2004

E. J. Pederson ⁽¹⁾⁽²⁾

Managing Director, CitareTx, LLC;
Director of American National Insurance
Company

Class A

71 1992

4

Class B Nominees

Name of Director	Principal Occupation During Last Five Years and Directorships	Class Nominee	Age	Director Since*
Ross R. Moody	President and Chief Executive Officer of the Company	Class B	56	1981
Dr. Thomas A. Blackwell ⁽¹⁾⁽²⁾	Professor of Medicine, University of Texas Medical Branch	Class B	64	2017
Frances A. Moody-Dahlberg	Executive Director and Trustee, The Moody Foundation	Class B	49	1990
Ann M. Moody	Director of Gal-Tex Hotel Corporation, Transitional Learning Center, and Moody Endowment	Class B	81	2014
E. Douglas McLeod	Attorney, Investments, and Chairman and Director of Moody Gardens, Inc.	Class B	77	1979
Charles D. Milos	Senior Vice President of NWLIC	Class B	73	1981

(1) Member of Audit Committee.

(2) Member of Compensation and Stock Option Committee.

* Prior to October 2015 reflects board of director service with National Western Life Insurance Company, Inc. There are no arrangements or understandings pursuant to which any director was elected. All directors hold office for a term of one year or until their successors are elected and qualified.

Class A Nominees

DAVID S. BOONE

Mr. Boone, a CPA, is Director and Chief Executive Officer of United Allergy Services, LLC, a private equity backed medical services company. From 2011-2018, Mr. Boone served as CEO of Alacura Medical Transportation Management, LLC, a private equity backed air ambulance company, and as the lead independent director and Audit Chair of Track Group, a publicly traded electronic monitoring company. Mr. Boone served as CEO of American CareSource, a NASDAQ traded health care services firm, from 2006-2011. He has held executive roles with a variety of publicly traded and start-up organizations including Kraft General Foods, Sears, PepsiCo, Safeway, and Belo Corporation. He has also been a consultant with the Boston Consulting Group. Additionally, Mr. Boone also serves on a number of private company boards. His extensive business background and experience managing regulated entities qualify Mr. Boone to serve as an independent member of our Board of Directors.

STEPHEN E. GLASGOW

Managing Partner of Texas GSA Holdings, LP, RAM Investments, and ABIA Retail, LLC, real estate development and investment companies, since 2006, 1990, and 2010, respectively. Mr. Glasgow has developed and built a variety of different projects, including residential subdivisions, single and multi-family products, commercial office buildings, retail centers, and government properties. Mr. Glasgow also serves on the Board of Managers of Stream Gas & Electric, LP, a retail utility provider serving customers in seven states. He has served on that Board since 2007. Mr. Glasgow was elected to the Board of Directors of The Moody Endowment and Transitional Learning Center, Texas non-profit entities, in 2017. Mr. Glasgow's independence, experience, and financial acumen qualify him to serve as a member of our Board of Directors.

E. J. PEDERSON

Managing Director, CitareTx, LLC since July 2014. Director of American National Insurance Company; Special Assistant to the Executive Vice President and CEO of the Texas A&M Health Science Center from October 1, 2013 to June 2014; Interim President, Texas A&M Health Science Center and Interim Vice Chancellor for Health Affairs, The Texas A&M University System from October 2012 to October 2013; Management consultant from January 2007 to October 2012; Executive Vice President, The University of Texas Medical Branch, Galveston from 1986-2007; Vice President Business Affairs of the University of Texas at

San Antonio from 1984-1986; and Vice President Business Affairs of the University of Texas at Dallas from 1980-1984. Mr. Pederson's combination of independence, financial expertise, and experience qualify him to serve as a member of our Board of Directors.

Class B Nominees

ROSS R. MOODY

Director, President and Chief Executive Officer of NWLGI; Director of NWLIC since 1981, Chief Executive Officer since 2015, and President from 1992-2016; Director, Officer, and/or Manager of various Company subsidiaries; Director of American National Insurance Company since 2016; Trustee of The Moody Foundation (charitable and educational foundation); and director of Moody National Bank, Moody Bancshares, Inc., and Moody Bank Holding Company, Inc., since 2018. Mr. Moody's experience as former President and Chief Operating Officer of NWLIC, along with his experience as NWLIC's Chairman and Chief Executive Officer, provide him with significant insight into our operations and qualify him to serve as a member of our Board of Directors.

DR. THOMAS A. BLACKWELL

Dr. Blackwell has served as Professor of Medicine for the University of Texas Medical Branch in Galveston, Texas since August 1982. Dr. Blackwell is a member of the American Medical Association as well as the Texas Medical Association. In addition, Dr. Blackwell serves on various non-profit entity boards. Dr. Blackwell's overall experience allows him to provide valuable insight and a fresh and unique perspective to the Company, and afford him the ability to serve as a member of our Board of Directors.

FRANCES A. MOODY-DAHLBERG

Executive Director and Trustee of The Moody Foundation (charitable and educational foundation) since January 1998; a Trustee of The Moody Foundation since February 2004; Director of American National Insurance Company since 1987; director of Moody National Bank, Moody Bancshares, Inc., and Moody Bank Holding Company, Inc., since 2018; past director of Gal-Tex Hotel Corporation (hotel management corporation) from March 2000 to December 2003; and past Director of The Moody Endowment (charitable corporation) from 1991 to February 2004. Mrs. Moody-Dahlberg's significant director experience affords her with the qualities necessary to serve as a member of our Board of Directors.

ANN M. MOODY

Mrs. Moody has served as a director on the Board of Directors of Gal-Tex Hotel Corporation since 2011 and of the Transitional Learning Center and The Moody Endowment since 2012. She has previously served as a board member of Moody Gardens, First National Life Insurance Company, Westcap, Hometown Bank, Securities Management and Research, and the O'Connell High School Board. Mrs. Moody's extensive experience as a director of multiple regulated financial entities and her macroeconomic approach to management qualify her to serve as a member of our Board of Directors.

E. DOUGLAS McLEOD

Attorney; Investments; Chairman and Director of Moody Gardens, Inc. (charitable corporation); Past Director of Development of The Moody Foundation (charitable and educational foundation) from 1982 to 2013 (retired); Director of American National County Mutual Insurance Company; Advisory Director of American National Insurance Company, Galveston, Texas; Vice President and Director of Colonel Museum, Inc. (charitable organization); Past Director and past Chairman of Center for Transportation and Commerce (charitable organization); Past Director and Executive Board Member, South Texas College of Law (law school); Past Member of State House of Representatives of the State of Texas (terms ended January 1983). Mr. McLeod's experience as an attorney and public official, including as a state legislator, as well as experience in real estate development and non-profit administration, allow him to provide a varied set of problem-solving skills and valuable insight to the Company as a member of our Board of Directors.

CHARLES D. MILOS

Senior Vice President – Mortgage Loans and Real Estate of NWLIC since 1983; Director, officer, and/or manager of various Company subsidiaries; and past President of Regent Care Management and Regent Care Management Services. Mr. Milos was Vice President of Seal Fleet, Inc. from 1981-1983 and an Investment Analyst for NWLIC from 1976-1981. Mr. Milos' considerable experience as a senior officer of NWLIC, along with his understanding of its operations, qualifies him to serve as a member of our Board of Directors.

The Board of Directors recommends that you vote "FOR" the election of the nominees for director to serve until the 2020 Annual Meeting of Stockholders. All proxies executed and returned will be voted "FOR" the nominees unless the proxy specifies otherwise.

EXECUTIVE OFFICERS

The following persons are our executive officers as of April 23, 2019. Except as set forth below, there are no family relationships among any of our executive officers or nominees for director.

Name	Age	Position Held (Date Appointed to Position)
Ross R. Moody	56	Chairman of the Board and Chief Executive Officer (2015), Director
K. Kennedy Nelson	70	President and Chief Operating Officer (2016)
Dr. Carlos A. Martinez	54	Senior Vice President - Head of Foreign National Distribution (2018)
Steven W. Mills	63	Senior Vice President - Chief Administrative Officer (2017)
Charles D. Milos	73	Senior Vice President - Mortgage Loans and Real Estate (1990), Director
Gregory J. Owen	51	Senior Vice President - Chief Information Officer (2018)
Rey Perez	46	Executive Vice President - Chief Legal Officer (2019)
Brian M. Pribyl	60	Senior Vice President - Chief Financial Officer and Treasurer (2001)
Patricia L. Scheuer	67	Senior Vice President - Chief Investment Officer (1992)
R. Bruce Wallace	61	Senior Vice President - Chief Life Insurance Marketing Officer (2019)

The biographies for Ross R. Moody, our Chairman of the Board, President and Chief Executive Officer, and Charles D. Milos, NWLIC's Senior Vice President – Mortgage Loans and Real Estate, are listed above under the heading "Nominees for the Board of Directors."

There are no arrangements or understandings pursuant to which any officer was elected. All officers hold office for a term of one year or until their successors are elected and qualified, unless otherwise specified by the Board of Directors.

K. KENNEDY NELSON

Ms. Nelson has been NWLIC's President and Chief Operating Officer since October 2016 and an NWLIC director since October 2015. Ms. Nelson served as Senior Vice President – Chief Actuary from January 2013 to October 2016, was NWLIC's Vice President - Valuation Actuary from January 2007 to December 2012, and Assistant Vice President - Associate Actuary from November 2002 to December 2006. Prior to joining NWLIC, Ms. Nelson was with G.P. Monnin Consulting, Inc. in Austin from February to November 2002; was Senior Vice President and Chief Operations Officer with Americo Life, Inc. from 1998 to 2000; and was with United Companies Life Insurance Company a.k.a United Life & Annuity Insurance Company from 1984-1998, holding the title of Executive Vice President, Chief Administrative Officer and Chief Actuary from 1993 to 1998.

DR. CARLOS A. MARTINEZ

Dr. Martinez has been NWLIC's Senior Vice President – Head of Foreign National Distribution since May 2018, and was Senior Vice President - International Marketing from June 2012 to May 2018. Dr. Martinez was Vice President -

International Sales Development from May 2009 to June 2012, Assistant Vice President then Vice President of International New Business and Risk Selection from April 2004 to May 2009, and Senior Underwriter for the International Market from February 1997 to April 2004; prior to joining NWLIC, Dr. Martinez held the position of lead International Underwriter for Great Southern Life from 1996 to 1997 and for Citizens Life Insurance Company from 1994 to 1996.

STEVEN W. MILLS

Mr. Mills has been NWLIC's Senior Vice President - Chief Administrative Officer since February 2017. Prior to joining NWLIC, Mr. Mills was: Vice President of several departments at Sagacor Life Insurance Company from February 2006 to December 2016; executive director of United Way of Northwest Illinois, Inc. from January 2004 to January 2006; 2nd Vice President of Client Services for Trustmark Insurance Company from June 2003 to January 2004; 2nd Vice President of Client Services with Stewart & Associates from December 2002 to March 2003; and 2nd Vice President of Administration with Trustmark Insurance Company from January 1994 to September 2002.

GREGORY J. OWEN

Mr. Owen has been NWLIC's Senior Vice President - Chief Information Officer since March 2018. Prior to joining NWLIC, Mr. Owen served as: Vice President - Chief Information Officer for Western Reserve Group from October 2007 to March 2018; Corporate Vice President - Chief Information Officer for New York Life from August 2005 to September 2007; 2nd Vice President for Assurant Employee Benefits from July 2002 to August 2005; and Client Service Executive for Employer's Reinsurance Corporation from July 1994 to July 2002.

REY PEREZ

Mr. Perez has been the Company's Senior Vice President – Chief Legal Officer and Secretary since 2015, and he served in those same positions with NWLIC until promoted to Executive Vice President - Chief Legal Officer in January of 2019. Mr. Perez has been an NWLIC director since October 2015. Mr. Perez serves as Director and/or Officer of various Company subsidiaries. Mr. Perez was Vice President – Corporate Counsel of NWLIC from December 2011 to February 2015, Assistant Vice President - Corporate Counsel from April 2006 to December 2011, and Corporate Counsel from May 2001 to April 2006.

BRIAN M. PRIBYL

Mr. Pribyl has been NWLIC's Senior Vice President – Chief Financial Officer and Treasurer since 2001, and he serves in those same positions with the Company. Mr. Pribyl has been an NWLIC director since October 2015, and he serves as Director, Officer, and/or Manager of various Company subsidiaries. Mr. Pribyl was an Executive Vice President – Chief Financial Officer, Treasurer and Secretary for Interstate Assurance Company from July 1990 to April 2001, and an Audit Manager for Price Waterhouse from 1983 to 1990.

PATRICIA L. SCHEUER

Ms. Scheuer has been NWLIC's Senior Vice President – Chief Investment Officer since 1992. She was a Fixed Income Manager for Texas Permanent School Fund from February 1988 to August 1992, a Sr. Financial Analyst for Public Utility Commission of Texas from December 1984 to February 1988, and a Management Consultant for Deloitte Haskins & Sells from July 1983 to November 1984.

R. BRUCE WALLACE

Mr. Wallace has been NWLIC's Senior Vice President - Chief Life Insurance Marketing Officer since February 2018 and was Senior Vice President - Chief Marketing Officer from July 2017 to February 2018. Prior to joining NWLIC, Mr. Wallace served as: Senior Vice President - Head of Strategic Distribution for Voya Financial from July 2010 to August 2014; Managing General Agent for Eastern United States for Nationwide Insurance from February 2008 to June 2010; General Agent for Guardian Life from November 2004 to November 2007; and Managing Partner for New York Life from September 1993 to June 2004.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Other than as set forth in the following paragraphs, we are not aware of any transactions since the beginning of 2018 or any currently proposed transaction between us or our subsidiaries and any member of the Board of Directors, any of

our executive officers, any security holder who is known to us to own of record or beneficially more than 5% of our Common Stock, or any member of the immediate family of any of the foregoing persons, in which the amount involved exceeds \$120,000 and in which any of the foregoing persons had, or will have, a direct or indirect material interest. Except as otherwise noted and as applicable, we believe that each transaction described below is, or was, as the case may be, on terms at least as favorable to us as we would expect to negotiate with an unaffiliated party.

Relationships among Directors and Executive Officers

Ross R. Moody of Austin, Texas, the President and Chief Executive Officer and a director of the Company, is the stepson of Ann M. Moody and the half-brother of Frances A. Moody-Dahlberg. Frances A. Moody-Dahlberg of Dallas, Texas, a director of the Company, is the daughter of Ann M. Moody and the half-sister of Ross R. Moody. E. Douglas McLeod of Galveston, Texas, a

director of the Company, is the brother of Ann M. Moody. Ann M. Moody, of Galveston, Texas, a director of the Company, is the sister of E. Douglas McLeod, mother of Frances A. Moody-Dahlberg, and stepmother of Ross R. Moody.

Please read "Compensation Discussion and Analysis" below for information regarding the payments and awards we made to our Named Executive Officers during 2018.

Transactions with Related Persons, Promoters, and Certain Control Persons

Robert L. Moody, Jr. ("Mr. Moody, Jr.") is the son of Robert L. Moody, Sr. the Company's controlling stockholder and Chairman Emeritus of the Board of Directors, the stepson of Ann M. Moody, a director of the Company, and is the brother of Ross R. Moody, the Company's Chairman, President and Chief Executive Officer, and half-brother of Frances A. Moody-Dahlberg who serves as a director of the Company.

Mr. Moody, Jr. wholly owns an insurance marketing organization that maintains domestic and international agency contracts with NWLIC pursuant to which agency commissions are paid in accordance with NWLIC's standard commission schedules. Mr. Moody, Jr. also maintains an independent agent contract with NWLIC for policies personally sold under which commissions are paid in accordance with standard commission schedules. In 2018, commissions paid under these agency contracts aggregated approximately \$123,675.

During 2018, management fees totaling \$680,034 were paid to Regent Management Services, Limited Partnership ("RMS") for services provided to downstream nursing home subsidiaries of NWLGI. RMS is 1% owned by general partner RCC Management Services, Inc. ("RCC"), and 99% owned by limited partners, Three R Trusts. RCC is 100% owned by the Three R Trusts. The Three R Trusts are trusts for the benefit of the children of Robert L. Moody, Sr. (Robert L. Moody, Jr., Russell S. Moody, Ross R. Moody, and Frances A. Moody-Dahlberg).

NWLIC holds an investment totaling approximately 9.5% of the issued and outstanding Class A shares of Moody Bancshares, Inc. at December 31, 2018. Moody Bancshares, Inc. owns 100% of the outstanding shares of Moody Bank Holding Company, Inc., which owns approximately 98% of the outstanding shares of The Moody National Bank of Galveston ("MNB"). The ultimate controlling person of MNB are the Three R Trusts. NWLIC utilizes MNB for the company's general banking services and for certain bank custodian services as well as for certain administrative services with respect to the company's defined benefit and contribution plans. During 2018, fees totaling \$602,564 were paid to MNB with respect to these services. In 2009 the company entered into a revolving credit loan agreement with MNB, pursuant to which MNB granted to the company a revolving line of credit up to the principal amount of \$40,000,000, and executed a Master Repurchase Agreement with MNB providing for the overnight investment of company cash balances. The revolving credit loan agreement was renewed with MNB during 2013, 2015, and most recently in 2018, under generally the same terms and conditions except for an increase in the principal amount to up to \$75,000,000 in 2018. During 2017, MNB sold a 50.0% undivided participation in a mortgage loan to The Westcap Corporation for \$7.2 million, and a 50.0% participation in another mortgage loan to National Western for \$5.5 million. The Westcap Corporation and National Western will receive 50.0% of all future cash receipts which will be recognized over the life of the loans. The mortgage loan investment for The Westcap Corporation was paid in full during 2018 and the National Western investment had a balance of \$5.0 million as of December 31, 2018.

During 2018, NWLIC paid American National Insurance Company ("ANICO") \$699,950 in premiums for certain company sponsored benefit plans and \$2,886,920 in reimbursements for claim costs for which ANICO provides third party administrative services. ANICO paid the company \$3,007,209 in premiums for its company sponsored benefit plans. The company maintains an investment management agreement with American National Registered Investment Advisor, Inc., a subsidiary of ANICO, under which \$45,540 was paid for services in 2018. The company executed a two year agreement in April 2014 with an automatic 1 year renewal with ANICO for a disaster recovery site and

incurred expenses of \$18,000 during 2018 associated with this agreement.

During 2015, ANICO sold a 24.93% undivided participation in a mortgage loan to The Westcap Corporation, a wholly owned subsidiary of NWLIC, for \$20.0 million. The Westcap Corporation will receive 24.93% of all future cash receipts, which will be recognized over the life of the loan. The mortgage loan investment had a balance of \$19.4 million as of December 31, 2018.

Review, Approval, and Ratification of Transactions with Related Persons

In accordance with the Company's Audit Committee Charter, related party transactions must be reviewed and approved by the Audit Committee of the Board of Directors, both at inception and on an ongoing basis. Periodic reports of potential related party transactions are brought to the attention of the Audit Committee by management and the Audit Committee reviews the information on a case by case basis to determine if any transaction is a related party transaction. The standard of review for any related party

transaction is that the transaction must be fair to the Company and the transaction must be no more favorable to the related party than a similar arm's length transaction with a non-related party.

Other than the requirements contained in the Audit Committee Charter, memorandums, and documentation of review and approvals, the Company has not adopted written procedures for review of, or written standards for approval of, these transactions.

INFORMATION RELATING TO OUR BOARD OF DIRECTORS AND CERTAIN COMMITTEES OF OUR BOARD OF DIRECTORS

The Board of Directors

Our business is managed through the oversight and direction of our Board of Directors. The Board of Directors currently has nine members and, as detailed in Proposal 1, it recommends a Board of Directors comprised of nine members for the ensuing year.

Meetings of the Board of Directors

During 2018, the Board of Directors held a total of seven meetings. In addition to meetings, the Board of Directors acts by written consent from time to time but did not do so during 2018. All of the current directors that were members of the Board of Directors during 2018 attended more than 75% of the meetings. Each such director attended more than 75% of the meetings of the committees of which he is a member that were held during 2018.

Attendance at Annual Meetings of Stockholders

We encourage but do not require the members of our Board of Directors to attend the annual meeting of stockholders. Eight of the then current members of the Board of Directors attended the 2018 annual meeting of stockholders.

Board Leadership / Affirmative Determinations Regarding Director Independence

The Company is a "Controlled Company" as defined in NASDAQ Listing Rule 5615(c)(1) and is exempt from the requirement to have a majority of the members of its Board of Directors as independent directors. The Company qualifies as a Controlled Company because more than 50% of the voting power for the election of directors is held by Robert L. Moody, Sr.

The Board of Directors does not currently separate the role of Chairman of the Board from the role of Chief Executive Officer (both of which are held by Mr. Ross R. Moody) because it believes that this structure currently provides the most efficient and effective leadership model for the Company. The Company does have a separate lead independent director, David S. Boone, who was elected to the position by the Company's independent directors. The Board of Directors has affirmatively determined that each of Messrs. Dr. Thomas A. Blackwell, David S. Boone, Stephen E. Glasgow, E. Douglas McLeod, and E. J. Pederson are "independent directors" as such term is defined in NASDAQ Listing Rule 5605(a)(2). The independent directors met in executive session on three separate occasions during 2018.

The Compensation and Stock Option Committee and the Audit Committee will be comprised solely of "independent director" nominees elected at the Annual Meeting. The Board of Directors has affirmatively determined that each such member of these committees satisfies the independence requirements applicable to audit and compensation committees as prescribed by the NASDAQ Listing Rules and the rules and regulations of the SEC. Ross R. Moody and Charles D. Milos are not "independent directors" because they are our Chairman of the Board, President and Chief

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Executive Officer, and NWLIC's Senior Vice President - Mortgage Loans and Real Estate, respectively. Ann M. Moody and Frances A. Moody-Dahlberg are not "independent directors" because they are Family Members, as defined by NASDAQ Listing Rule 5605(a)(2), of an individual who is employed by the Company as an Executive Officer.

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Risk Management

Similar to other companies, NWLGI is exposed to a wide spectrum of financial, operational, and other risks. Effective enterprise risk management ("ERM") is a key concern for identifying, monitoring, measuring, communicating, and managing risks within limits and risk tolerances. The Company's Board of Directors and senior management are knowledgeable of and accountable for key risks. The full Board of Directors of the Company (as well as the Board of Directors of NWLIC) meets at least every other month and regularly hears reports from the President and Chief Executive Officer, the Chief Financial Officer, the President and Chief Operating Officer (NWLIC), the Chief Actuary (NWLIC), the Chief Investment Officer (NWLIC), and the Chief Legal Officer. In addition, the Board of Directors of the Company has several committees, including the Audit Committee and the Compensation and Stock Option Committee, and the Board of Directors of NWLIC has an Investment Committee and an Executive Committee, that regularly convene to address various aspects of risk. Day-to-day responsibility for the overall ERM governance framework resides with NWLIC's designated Chief Risk Officer.

The Company maintains several management groups and committees that meet regularly to monitor, discuss, and manage a variety of issues and risks associated with the business. These groups and committees include numerous areas such as regulatory compliance, financial reporting process and controls, fraud unit investigations, product spread management, and business strategy. Key members of senior management are involved with these groups and committees providing direction and oversight and serve as a reporting liaison with the Company's Board of Directors and sub-committees.

COMMITTEES OF THE BOARD OF DIRECTORS

NWLGI's Board of Directors has a standing and separately designated Audit Committee and a Compensation and Stock Option Committee. Additionally, NWLIC's Board of Directors maintains an Executive Committee and an Investment Committee. Information regarding each of these committees is set forth below.

Audit Committee

The Audit Committee of the Board of Directors consists of four non-employee directors. Pursuant to the NASDAQ Listing Rules and federal securities laws, all of the members of the Audit Committee are independent. The committee is primarily responsible for oversight of the Company's financial statements and controls; assessing and ensuring the independence, qualifications, and performance of the independent auditors; appointing and retaining the independent auditors; approving the independent auditor's services and fees; reviewing and approving all related party transactions; reviewing potential conflict of interest situations where appropriate; overseeing and directing internal audit activities; reviewing the Company's financial risk assessment process and ethical, legal, and regulatory compliance programs; oversight of the Company's risk management function, including ERM; and reviewing and approving the annual audited financial statements for the Company before issuance. Dr. Thomas A. Blackwell, David S. Boone, Stephen E. Glasgow, and E. J. Pederson are members of the Audit Committee. E. J. Pederson serves as Chairman of the Audit Committee. The Audit Committee Charter is available in the Financial Information section on the Company's website at www.nwlg.com. During 2018, the Audit Committee held 10 meetings.

The Board of Directors has determined that Mr. Boone is an "Audit Committee Financial Expert" as defined by the Securities Exchange Act of 1934, as amended, and as noted above Mr. Boone is an independent director. Additionally, Dr. Blackwell, Mr. Glasgow, and Mr. Pederson are financially literate and are able to read and understand financial statements, including a company's balance sheet, income statement, and cash flow statement. The Audit Committee will be comprised solely of "independent director" nominees elected at the Annual Meeting.

Compensation and Stock Option Committee

The Compensation and Stock Option Committee ("Compensation Committee") of the Board of Directors consists of four independent, outside directors and the committee has oversight responsibility for the compensation programs for the Company's Named Executive Officers as well as all other officers. Dr. Thomas A. Blackwell, David S. Boone, Stephen E. Glasgow, and E. J. Pederson serve as members of the Compensation Committee and Dr. Blackwell serves as its Chairman. The Compensation Committee's report on executive compensation is included under the heading "Compensation Committee Report," below. The Compensation Committee held five meetings during 2018, and its charter is available on the Company's website at www.nwsgi.com.

DIRECTOR NOMINATIONS

The Company is a "Controlled Company" as defined in NASDAQ Listing Rule 5615(c)(1) and is exempt from the requirement that its independent directors oversee the director nomination process. Therefore, the Company's Board of Directors in aggregate oversees the director nomination process.

In evaluating potential director candidates, the Board of Directors considers the appropriate balance of experience, skills, and characteristics required of the Board of Directors. The Board of Directors selects director nominees based on their personal and professional integrity, depth and breadth of experience, ability to make independent analytical inquiries, understanding of and familiarity with our business, willingness to devote adequate attention and time to duties of the Board of Directors, and such other criteria as is deemed relevant by the Board of Directors. The Company's Board of Directors believes that the backgrounds and qualifications of the directors, considered as a group, should provide a diverse mix of experience, knowledge, viewpoints, and skills. The Board of Directors considers the effectiveness of this policy and the effectiveness of the Board of Directors generally in the course of nominating directors for election.

In identifying potential director candidates, the Board of Directors relies on recommendations made by current directors and officers. In addition, the Board of Directors may engage a third party search firm to identify and recommend potential candidates. Finally, the Board of Directors will consider candidates recommended by stockholders.

Any stockholder wishing to recommend a director candidate for consideration by the Board of Directors in connection with the 2020 annual meeting of stockholders must provide written notice not later than January 3, 2020 to the Corporate Secretary at our principal executive offices located at 10801 N Mopac Expy Bldg 3, Austin, TX 78759. Any such notice should clearly indicate that it is a recommendation of a director candidate by a stockholder and must set forth (i) the name, age, business address, and residence address of the recommended candidate, (ii) the principal occupation or employment of such recommended candidate, (iii) the class and number of shares of the Company which are beneficially owned by such recommended candidate, (iv) a description of all understandings or arrangements between the stockholder and the recommended candidate and any other person or persons pursuant to which the recommendations are to be made by the stockholder, and (v) any other information relating to such recommended candidate that is required to be disclosed in solicitations of proxies for the election of directors. In addition, such notice must contain (i) a representation that the stockholder is a holder of record of stock of the Company entitled to vote at such meeting, (ii) the name and address, as they appear on the Company's books, of the stockholder proposing such nomination, (iii) the class and number of shares of the Company that are beneficially owned by such stockholder, (iv) any material interest of the stockholder in such recommendation, and (v) any other information that is required to be provided by the stockholder pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, in such stockholder's capacity as proponent of a stockholder proposal. Assuming that a stockholder recommendation contains the information required above, the Board of Directors will evaluate a candidate recommended by a stockholder by following substantially the same process, and applying substantially the same criteria, as for candidates identified through other sources.

DIRECTOR QUALIFICATIONS

NWLG Director Nominees

Each candidate for director (whether or not recommended by a stockholder) must possess at least the following minimum qualifications:

Each candidate shall be prepared to represent the best interests of all of our stockholders and not just one particular constituency.

Each candidate shall be an individual who has demonstrated integrity, honesty, and ethics in his or her professional life.

Each candidate shall be prepared to participate fully in Board of Director activities, including attendance at, and active participation in, meetings of the Board of Directors and the committees of which he or she is a member, and not have any other personal or professional commitments that would, in the Board of Directors' sole judgment, interfere with or limit his or her ability to do so.

Each candidate shall possess a general appreciation for the issues confronting a public company of our size and operational scope, including corporate governance concerns, the regulatory obligations of a public company, strategic business planning, competition in a global business economy, and basic concepts of corporate finance.

Each candidate shall be free of any legal or regulatory impediment to service on the Board of Directors.

In addition, the Board of Directors also considers it desirable that candidates possess the following qualities or skills:

Each candidate should have knowledge of insurance company regulations or of regulated industries in general, and be able to meet any specific qualifications imposed by regulators on insurance company executives and directors.

Each candidate should contribute to the Board of Director's overall diversity – diversity being broadly construed to mean a variety of opinions, perspectives, personal and professional experiences and backgrounds, such as gender, race, and ethnicity differences, as well as other differentiating characteristics.

Each candidate should contribute positively to the existing chemistry and collaborative culture among board members.

Each candidate should possess strategic contacts and involvement in business and civic affairs.

COMMUNICATIONS WITH THE BOARD OF DIRECTORS

Stockholders may communicate with the Board of Directors or with specified individual directors by sending a letter to our Corporate Secretary, Rey Perez, at the following address: National Western Life Group, Inc., 10801 N Mopac Expy Bldg 3, Austin, TX 78759.

Any such communication must contain (i) a representation that the stockholder is a holder of record of stock of the Company, (ii) the name and address, as they appear on the Company's books, of the stockholder sending such communication, and (iii) the class and number of shares of the Company that are beneficially owned by such stockholder. The Corporate Secretary will forward such communications to the Board of Directors or the specified individual director to whom the communication is directed unless such communication is deemed unduly hostile, threatening, illegal, or similarly inappropriate, in which case the Corporate Secretary has the authority to discard the communication or to take appropriate legal action regarding such communication.

CODE OF ETHICS

The Company has adopted a Code of Ethics and Conduct for all directors, officers, and employees. This Code is intended to comply with the requirement of the Federal Securities laws and the requirements of NASDAQ. The Code of Ethics and Conduct has been posted to the Company's website at www.nwlg.com in the Financial Information section. We may satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or a waiver from, a provision of our Code of Ethics and Conduct that applies to our principal executive officer, principal financial officer, principal accounting officer, or controller, or persons performing similar functions, by posting such information on our website where it is accessible through the same link noted above.

COMPENSATION AND STOCK OPTION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

In 2018, Dr. Thomas A. Blackwell, David S. Boone, Stephen E. Glasgow, and E. J. Pederson served as members of our Compensation Committee. None of the members of our Compensation Committee is currently, or has been at any time since our formation, one of our officers or employees.

None of the Company's executive officers serve as a member of the compensation committee of any company that has an executive officer serving on the Company's Board of Directors. In addition, none of the Company's executive officers serve as a member of the board of directors of any company that has an executive officer serving as a member of the Company's compensation and stock option committee.

COMPENSATION DISCUSSION AND ANALYSIS

Purpose

This Compensation Discussion and Analysis (CD&A) is intended to explain to stockholders how the Company's compensation program is designed and how it operates with respect to our Named Executive Officers, or NEOs, (CEO, CFO, and the Company's three other most highly paid executives in 2018). It first describes our executive compensation philosophy and how we design our compensation program, with a discussion focusing on the main elements. We then detail and analyze the resultant compensation of our Named Executive Officers.

The Compensation Committee is appointed by and serves at the discretion of the NWLGI Board of Directors. The Compensation Committee consists of four members who meet the independence requirements of the listing standards of NASDAQ. The purpose of the Compensation Committee is to discharge the Board of Directors' responsibilities for reviewing and establishing the compensation not just for the NEOs but for all of the Company's officers. These compensation elements include base salary, annual incentive bonuses, discretionary bonuses and awards, long term incentive compensation in the form of stock appreciation rights (SARs), restricted stock units (RSUs), and performance share units (PSUs), and any other officer compensation arrangements. The Committee annually reviews and evaluates the executive compensation program to ensure that the program is aligned with the Company's compensation philosophy and performance.

To assist the Compensation Committee with its responsibilities, it is supported by NWLIC's Human Resources, Legal, and Financial departments. The Compensation Committee may retain, and has retained, independent compensation consultants who report directly to the members of the Compensation Committee. Meetings of the Compensation Committee are scheduled during the year with additional meetings on an as-necessary interim basis and include sessions without members of management present. The Compensation Committee reports to the NWLGI Board of Directors on its actions and recommendations.

The Compensation Committee also considers the advice of Mr. Ross R. Moody, our Chairman, President and Chief Executive Officer, and K. Kennedy Nelson, NWLIC's President and Chief Operating Officer, concerning executive officers and key employees other than themselves. Specifically, Mr. Moody and Ms. Nelson annually review the performance of key employees and each executive officer other than themselves. The conclusions reached and recommendations based on these reviews, including with respect to salary adjustments and annual award amounts, are presented to the Compensation Committee. The Board of Directors and the Compensation Committee exercise their discretion in setting compensation or in modifying any recommended adjustments or awards to executives.

Compensation Philosophy and Objectives

The Company's overall philosophy in setting compensation policies is to align pay with performance while at the same time providing competitive compensation that allows the Company to retain and attract talented individuals. Within this overall philosophy, the Compensation Committee has adopted several key principles to help guide compensation decisions for executive officers:

- Provide a competitive total compensation package so the Company can attract, retain, and motivate talented individuals;

- Tie compensation in part to overall Company financial performance through performance share units and variable bonus awards so that executives are held accountable through their compensation for the performance of the business thus maintaining a certain amount of compensation at risk;

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Tie compensation in part to the Company's stock performance through stock appreciation rights, performance share units, and restricted stock units to align executives' interests with those of the Company's stockholders; and
• Maintain a committee of the Board of Directors independent of senior management that may engage independent compensation consultants as needed to review and establish compensation for executive officers.

Based upon our review of the executive compensation arrangements as detailed in the following sections, the Compensation Committee believes that the compensation program does not encourage executives to take unreasonable risks that may harm stockholder value. This is achieved by striking an appropriate balance between short-term and long-term incentives, using a diversity of metrics to assess performance under our incentive programs, placing caps on our incentive award payout opportunities, and using long-term incentives following equity practices that limit the potential for timing awards.

Elements of Executive Compensation

Officer compensation arrangements, including executive officers, are reviewed and approved annually by the Compensation Committee. The Compensation Committee focuses primarily on the following components in forming the total compensation package for each Company executive officer:

- Base salary;
- Annual cash incentive bonus based on Company performance versus predetermined targets;
- Discretionary cash bonus based upon individual performance; and
- Long-term incentive compensation in the form of stock appreciation rights, restricted stock units, and performance share units.

The mix of executive compensation elements is based upon a philosophy of correlating a portion of executive compensation with the Company's financial results and stock performance thus putting a segment of executive officer annual and long-term compensation at-risk. This structure provides upside potential and downside risk for senior executive positions in recognition that these roles have greater influence on the Company's performance. The Compensation Committee believes that these factors, together with a balance of cash and equity awards, and short-term and long-term incentives, help ensure that our compensation program does not create risks that are reasonably likely to have a material adverse effect on the Company.

Compensation Consultant; Peer Group

To ensure that compensation levels are reasonably competitive with market rates, the Compensation Committee engages independent compensation consultants from time-to-time to conduct a survey of executive compensation in a defined group of companies comparable to NWLIC. The surveyed companies are selected based on similar products and product lines, comparable financial size in terms of assets and revenues, and other known competitive factors. Elements of this process were most recently completed by Towers Watson during calendar years 2018 and 2016. The primary focus of the surveys was upon incentive compensation plan designs, with the 2016 survey focused on long term incentive compensation and the 2018 survey on overall market competitiveness. The Compensation Committee's practice has been to generally target base salaries between the 25th and 75th percentile range, excluding incentive compensation, of the identified peer group.

For the survey conducted in 2016, Towers Watson evaluated the Company's long term incentive compensation program for officers relative to other comparable companies, including American Equity Investment Life, Citizens Insurance Company, CNO Financial, FBL Financial Group, Kansas City Life Insurance, Lincoln National, Protective Life, Stancorp Financial, and Torchmark. The findings and recommendations from this survey were incorporated into the long term incentive grants awarded in 2017, 2018, and 2019.

For the most recent survey conducted in 2018, Towers Watson analyzed NWLIC's incentive compensation programs for officers relative to other comparable financial services companies. The findings of this survey were incorporated into NWLIC's various incentive compensation programs for officers for calendar year 2018, and again for 2019. Previously, the Company had engaged Towers Watson to perform similar benchmarking studies and these findings were incorporated into prior year programs.

In addition to market information, the Compensation Committee also subjectively reviews and evaluates the level of performance of the Company and of each officer. In approving salary and incentive compensation for individuals other than the NWLGI President and Chief Executive Officer and NWLIC's President and Chief Operating Officer, the Compensation Committee considers recommendations from Mr. Ross R. Moody and Ms. K. Kennedy Nelson concerning the other Company officers incorporating such factors as individual performance, the scope and

complexity of their current responsibilities, length of time in their current positions, value of the executive's position to the market, and difficulty of replacement of the officer. This evaluation focuses most heavily on the base salary levels for each officer.

Annual Incentive Compensation

For executive officer positions, the Compensation Committee has determined that annual incentive bonuses are an integral part of the executive's compensation package as the cash bonuses create a direct link between executive compensation and individual and business performance. In 2018 there were five officer bonus programs in effect which were reviewed and approved by the Compensation Committee. The Compensation Committee has approved incentive bonus programs for 2019 incorporating the survey results mentioned previously and consequently there are now only two officer bonus programs. The 2018 Bonus Programs

in which our Named Executive Officers participated were the Executive Officer Bonus Program, the Officer Bonus Program, and the Domestic Marketing Officer Bonus Program.

Executive Officer Bonus Program. The two participants in the Executive Officer Bonus Program ("Executive Bonus") during 2018 were the NWLIC Chairman and Chief Executive Officer (Mr. Ross R. Moody) and NWLIC President and Chief Operating Officer (Ms. K. Kennedy Nelson). In order to tie the compensation under the program with the Company's financial performance, the Executive Bonus includes metrics associated with NWLIC's annual sales performance, expense management, and the Company's profitability. In accordance with the program, the Compensation Committee set performance targets for each metric at various levels equating to various bonus level percentages as follows:

Financial Performance Metric Bonus % Range

Sales	0% to 45%
Expense Management	0% to 45%
Profitability	0% to 60%

The sum of the achieved bonus percentages for each metric, subject to a maximum aggregate percentage of 75% for Ms. Nelson, is applied to the base salary approved by the Compensation Committee for each participant to determine the earned bonus amount. The profitability metric is based upon the Company's audited financial statements for the year. Bonus awards are generally paid in the year following the annual financial performance concurrent with the completion of the Company's audit of the year-end financial statements and approval of the award amounts by the Compensation Committee. Accordingly, the Executive Bonus payments made in 2018 were based upon the results achieved for 2017 financial performance metrics established by the Compensation Committee and the Executive Bonus payments earned based on 2018 financial performance were paid in March 2019. The bonus percentage achieved under the program in 2017 was 55% of the participant's base salary. The 2018 bonus percentage achieved was comprised of 7.5% for Sales, 15.0% for Expense Management, and 50.0% for Profitability as shown in the following table.

Financial Performance Metric	Target Level	Achieved Level	Bonus %
Annuity Sales	\$700.0 million	\$404.1 million	0.00 %
International Life Sales	\$14.0 million	\$6.1 million	0.00 %
Domestic Life Sales	\$25.0 million	\$24.6 million	7.50 %
Total Sales Metric			7.50 %
Expense Management	100% actual/target	104.87% actual/target	15.00 %
Profitability	0.80 - 0.90% ROA	0.917% ROA	50.00 %
Total Bonus Percentage			72.50 %

For information regarding awards made in 2018 to our Named Executive Officers, see the Summary Compensation Table on page 23.

Officer Bonus Program. Participants in the Officer Bonus Program ("Officer Bonus") are all NWLIC officers not otherwise included in one of the other officer bonus programs and include the Named Executive Officer positions of Senior Vice President, Chief Financial Officer and Treasurer (Mr. Brian Pribyl) and the Senior Vice President, Mortgage Loans and Real Estate (Mr. Charles D. Milos). The Officer Bonus is essentially comparable to the Executive Bonus, except for the bonus award percentages, incorporating three measurable performance metrics associated with NWLIC's annual sales performance, expense management, and the Company's profitability. In

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accordance with the program, the Compensation Committee set performance targets for each metric at various levels equating to various bonus level percentages as follows (senior vice president percentages shown):

Financial Performance Metric Bonus % Range

Sales 0% to 11.25%

Expense Management 0% to 11.25%

Profitability 0% to 22.5%

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The sum of the achieved bonus percentages for each metric, subject to a maximum aggregate percentage of 45.0%, 22.5% and 11.75% for senior vice presidents, vice presidents, and assistant vice presidents, respectively, is applied to the base salary for each participant approved by the Compensation Committee to determine the earned bonus amount. Like the Executive Bonus, the profitability metric is based upon the Company's audited financial statements for the year. Bonus awards are generally paid in the year following the annual financial performance concurrent with the completion of the Company's audit of the year-end financial statements and approval of the award amounts by the Compensation Committee. Accordingly, the Senior Vice President Bonus payments in 2018 were primarily based upon the results achieved for 2017 financial performance metrics established by the Compensation Committee. The bonus percentage for senior vice presidents achieved in 2017 under the program was 22.5%. The 2018 senior vice president bonus percentage achieved is comprised of 2.5% for Sales, 6.25% for Expense Management, and 20.0% for Profitability as shown in the following table.

Financial Performance Metric	Target Level	Achieved Level	Bonus %
Annuity Sales	\$700.0 million	\$404.1 million	0.00 %
International Life Sales	\$14.0 million	\$6.1 million	0.00 %
Domestic Life Sales	\$25.0 million	\$24.6 million	2.50 %
Total Sales Metric			2.50 %
Expense Management	100% actual/target	104.87% actual/target	6.25 %
Profitability	0.80 - 0.90% ROA	0.917% ROA	20.00%
Total Bonus Percentage			28.75 %

For information regarding awards made in 2018 to our Named Executive Officers, see the Summary Compensation Table on page 23.

Domestic Marketing Officer Bonus Program. Participants in the Domestic Marketing Officer Bonus Program (“Domestic Bonus”) are all NWLIC domestic marketing officers including assistant vice presidents, vice presidents, and the senior vice president. As these individuals are most able to influence the outcome of NWLIC’s financial performance in terms of sales, the program is heavily weighted toward this metric. The measures associated with this program include NWLIC’s annual sales performance, persistency of policies sold, and expense management. These measures were incorporated into the program to award not only the amount of sales but the quality of sales and the management of the costs incurred to acquire the business sold. Unlike the Executive Bonus, the Domestic Bonus metrics assume a targeted level of performance or “par” level to which the Compensation Committee assigned a targeted bonus percentage in order to reflect a disproportionate weighting of the potential bonus award toward the sales metric. If the targeted par level for each metric is attained, the sum of the metrics is equal to a bonus percentage of 100% which is applied to the average weighted base salary of each vice president and senior vice president participant while one-half, or 50%, is applied to the average weighted base salary of each assistant vice president participant as approved by the Compensation Committee. The performance metrics set by the Compensation Committee equating to various bonus level percentages under the program are as follows:

Financial Performance Metric	Par Bonus Level	Bonus % Range
Sales	80%	0% to no limit
Persistency	10%	0% to 16%
Expense Management	10%	0% to 15.0%

The Domestic Bonus also differs from the Executive Bonus in that the composite bonus percentage is not subject to a cap and bonus amounts may be advanced quarterly based upon the year-to-date results achieved. Life insurance sales metric amounts under the program above the par level increase incrementally with an additional bonus percentage added for every increment of additional life insurance sales established by the Compensation Committee (annuity sales are subject to a cap). However, if the aggregate sum of the three performance metrics exceeds 100%, the bonus award paid at the end of the calendar year is limited to 100% for each participant. The bonus percentage above 100% is applied to the weighted average base salaries of all participants to create a pool which is paid out to participants in the subsequent calendar year based upon the recommendation of the Domestic Marketing senior vice president and subject to approval by the Chairman, President and Chief Executive Officer. The Domestic

Bonus percentage achieved under the program in 2017 was 72.5%. The 2018 bonus percentage achieved was comprised of 55.0% for Sales, 10.0% for Persistency, and 0.0% for Expense Management as shown in the following table.

Financial Performance Metric	Target Level	Achieved Level	Bonus %
Annuity Sales	\$700.0 million	\$404.1 million	10.00%
Domestic Life Sales	\$25.0 million	\$24.6 million	45.00%
Total Sales Metric			55.00%
Annuity Persistency	100.0%	101.5%	5.00 %
Domestic Life Persistency	100.0%	100.6%	5.00 %
Total Persistency Metric			10.00%
Expense Management	100% actual/target	111.4% actual/target	0.00 %
Total Bonus Percentage			65.00%

For information regarding awards made in 2018 to our Named Executive Officers, see the Summary Compensation Table on page 23.

Discretionary Bonus Awards

The Compensation Committee considers from time-to-time circumstances which merit the need to recognize outstanding performance in the form of a discretionary bonus. Although many of these situations may be deemed within the normal responsibilities of officers, the Compensation Committee on occasion may provide one-time recognition bonuses to identified officers where the demands of the situation and the results of the effort warrant such recognition. There were no discretionary bonuses awarded in 2018 to the Named Executive Officers.

Long-Term Incentive Compensation

Under the Company's 1995 Stock and Incentive Plan and 2008 Incentive Plan, the Compensation Committee provides Company officers with long-term incentive awards through grants of stock options or stock appreciation rights ("SARs") directly aligning the interest of the officers with stockholder interests. The stock options and SARs have a graded five-year vesting period that begins on the third anniversary date of the grant in order to promote a long-term perspective and to encourage key employees to remain at the Company. All options and SARs to date have been granted at the fair market value of the Company's Class A Stock on the date of the grant. The Compensation Committee believes that stock options and SARs are inherently performance-based and a form of at-risk compensation since the recipient does not benefit unless the Company's common stock price subsequently rises.

On June 15, 2016, stockholders of NWLGI approved the Incentive Plan, which is a stock and incentive plan amending and restating the 2008 Plan. The Incentive Plan includes additional provisions, most notably regarding the definition of performance objectives which could be used in the issuance of performance awards. The Incentive Plan allows for certain other share or unit awards which are solely paid out in cash based on the value of the Company's shares, or changes therein, as well as the financial performance of the Company under predetermined target performance metrics. Certain awards, such as restricted stock units ("RSUs") provide solely for cash settlement based upon the market price of the Company's Class A common shares, often referred to as "phantom stock-based awards." Unlike share-settled awards, which have a fixed grant-date fair value, the fair value of unsettled or unvested liability awards is remeasured at the end of each reporting period based on the change in the fair value of a share. The liability and corresponding expense are adjusted accordingly until the award is settled. Other awards may involve performance share units ("PSUs") which are units granted at a specified dollar amount per unit, typically linked to the Company's

Class A common share price, that are subsequently multiplied by an attained performance factor to derive the number of PSUs to be multiplied by the Company's Class A common share price on the vesting date to arrive at the cash compensation at the vesting date.

The Compensation Committee is responsible for determining the recipients of the grants, when the grants should be made, and the number of shares, rights, or units to be granted. The size of the awards generally reflect each officer's position relative to other officers in the Company with consideration to total compensation targets obtained from the peer group information previously discussed. In addition, as is the case with base salaries, the Compensation Committee considers the grant recommendations of the Chairman, President and Chief Executive Officer and NWLIC's President and Chief Operating Officer for other officers.

The Compensation Committee may consider making grants at any time but generally coordinates the issuance of grants concurrent with its annual review of officer compensation. On December 12, 2018, the Company granted 12,590 SARs, 5,070 PSUs, and 3,149 RSUs to officers of NWLIC based upon the closing market price per Class A common share of \$303.77. The SARs will vest annually at a rate of 33.3% per year from the date of grant and the PSUs and RSUs vest three years from the date of grant. The RSUs are payable in cash at the vesting date equal to the closing price of the Company's Class A common share at that time. For PSUs, the performance period begins the first day of the calendar year, in this case January 1, 2018, and runs three years. At that time, the three-year performance outcome will be measured against the pre-defined target amounts to determine the number of PSUs earned as compensation. Included in these grants were the following SARs, RSUs, and PSUs to Named Executive Officers.

	SAR Grant 12/12/18	RSU Grant 12/12/18	PSU Grant 12/12/18
Ross R. Moody	6,798	1,700	3,399
K. Kennedy Nelson	910	228	455
Brian M. Pribyl	332	83	166
Charles D. Milos	279	70	139
R. Bruce Wallace	227	57	114

Retirement and Other Benefits

NWLIC's executive officers are eligible to participate in the health and welfare, 401(k), and defined benefit retirement benefit plans that are offered to other company employees (NWLIC's qualified defined benefit pension plan was frozen as of December 31, 2007). In addition, if eligible, executive officers may participate in the following plans:

Group Excess Benefit Plan

Company officers at the senior vice president level and above, including Named Executive Officers, as well as those hired or promoted to the vice president level prior to May 1, 2007, are eligible to participate in a group excess benefit plan which supplements NWLIC's core medical insurance plan. Administered by ANICO, the group excess benefit plan provides coverage for co-pays, deductibles, and other out-of-pocket expenses not covered by the core medical insurance plan. Offering such a plan to the selected company officer levels is viewed as a key component of the overall compensation strategy for attracting and retaining talented executive officers. The benefits provided to each Named Executive Officer are reported in the "All Other Compensation Column" of the Summary Compensation Table.

Non-Qualified Defined Benefit Plan

This plan covers those officers of NWLIC who were in a senior vice president position or above prior to 1991. The plan provides retirement benefits to those individuals affected by the revisions to NWLIC's qualified defined benefit pension plan precipitated by the limitations imposed by Internal Revenue Code Sections 401(a)(17) and 415. As of December 31, 2018 and 2017, the currently active Named Executive Officer participating in this plan is Mr. Charles D. Milos. Benefits associated with this plan are disclosed in the Pension Benefits table in the Pension Benefits section.

Non-Qualified Deferred Compensation Plan

This plan allows NWLIC senior officers, including Named Executive Officers, to defer payment of a percentage of their compensation and to provide for up to a 2% matching and 2% profit sharing contribution on plan compensation that exceeds certain qualified plan limits, and additional NWLIC discretionary matching contribution of up to 2% of plan compensation. Company contributions are subject to a vesting schedule based upon each officer's years of service. Benefit information associated with this plan is disclosed in the Non-Qualified Deferred Compensation table below and NWLIC contributions are included in the "All Other Compensation" column in the Summary Compensation Table.

Non-Qualified Defined Benefit Plan for the President of National Western Life Insurance Company

Similar to the immediately preceding plan, this plan specifically covers NWLIC's former President, Mr. Ross R. Moody, and is intended to provide retirement benefits that comply with the American Jobs Creation Act of 2004. Mr. Moody's benefits associated with this plan are disclosed in the Pension Benefits table in the Pension Benefits section.

Postretirement Benefits

The Company's basic health plan and group excess benefit plan have a provision for individuals serving in the positions of Chairman of the Board or President for seven years or more subsequent to 1980 to continue to receive lifetime health benefits for themselves and their dependents upon retirement. Mr. Robert L. Moody, Sr. and Mr. Ross R. Moody currently meet this eligibility criteria.

Perquisites and Other Personal Benefits

The Compensation Committee periodically reviews executive officer perquisites and other benefits based upon information supplied to it by NWLIC's Human Resources, Legal, and Financial departments. In addition to base salaries and annual and long-term bonus incentives, the Company provides its executive officers with certain and varying perquisites and benefits.

The perquisites and personal benefits provided to each Named Executive Officer are reported in the "All Other Compensation Column" of the Summary Compensation Table included in this Compensation Discussion and Analysis and are described in further detail in the footnotes to that table.

Stock Ownership Guidelines

The Company does not require that its directors be stockholders. The Compensation Committee is satisfied that the long-term incentive compensation offered to directors and officers in the form of SARs, RSUs, and PSUs adequately aligns this group's interest with those of the Company's stockholders.

Employment Agreements

The Company does not generally utilize employment agreements with its executive officers or other employees. The Company's practice has been to issue offer letters to executive officer candidates when recruited to their positions. In addition to outlining the executive officer's responsibilities, each offer letter specifies the beginning base salary and eligibility for any additional compensation programs overseen by the Compensation Committee. Except as noted below regarding Mr. Ross R. Moody, as of December 31, 2018, the Company does not have any contractual obligations to its executive officers for severance payments in connection with any termination or change-in-control.

In December 2017, we entered into a Change in Control & Severance Agreement with Mr. Ross R. Moody. The term of the agreement for involuntary termination without cause or disability ends two years from the effective date (December 21, 2017) and ends on the third anniversary following a change in control, as defined in the agreement, for termination of employment following a change in control (discussed below under "Potential Payments Upon Termination or Change in Control"), unless terminated earlier pursuant to the terms of the agreement. Mr. Moody's annual base salary in 2018 was \$1,006,355, and during the employment period he is eligible for an annual cash bonus, with a maximum annual bonus opportunity of 150% of his annual base salary, conditioned on the attainment of certain performance conditions and the discretion of the Compensation and Stock Option Committee. During the employment period, Mr. Moody will receive employee benefits on a basis no less favorable than those provided to our other senior

executives, including participation in the Company's Incentive Plan. Mr. Moody, along with other officers, was granted long term incentive compensation awards in 2018 and is eligible to receive grants and awards under the Company's Incentive Plan. Mr. Moody is also eligible to receive certain severance benefits, including enhanced severance benefits if there is a qualifying termination of employment within three years following a "change in control." See below under "Potential Payments Upon Termination or Change in Control" for a description of the severance benefits Mr. Moody would have been eligible to receive as of December 31, 2018.

Financial Restatements

The Compensation Committee has not formally adopted a policy with respect to whether retroactive adjustments to any form of compensation paid under arrangements for executive officers will be made where the prior payment was related to financial results of the Company that are subsequently restated. The Compensation Committee believes that such an issue is best addressed at the time it occurs and all facts and circumstances surrounding the restatement are known.

Tax and Accounting Treatment of Compensation

Historically, section 162(m) of the Internal Revenue Code generally disallowed a tax deduction to public corporations for non-performance based compensation over \$1 million paid in any one year to each of the individuals who were, at the end of the year, the corporation's chief executive officer and the four other most highly compensated executive officers. As of 2018, the Tax Cuts and Jobs Act signed into law on December 22, 2017 eliminates the performance based exception to the \$1 million deduction limit. As such, the Company may no longer take a deduction for any compensation paid to the corporation's chief executive officer, chief financial officer, and the other three most highly compensated executive officers in excess of \$1 million, but the Act preserved the exception for "written binding contracts" in effect as of November 2, 2017, so long as such contracts are not materially modified after that date. Except for the Chairman and Chief Executive Officer of the Company, the levels of non-performance based salary, bonus, and other compensation paid do not typically exceed this level.

The Compensation Committee generally seeks ways to limit the impact of Section 162(m) but reserves the right to award compensation to executive officers that may not qualify under Section 162(m) as deductible compensation, and it will continue to consider all elements of cost to the Company of providing such compensation, including the potential impact, if any, of Section 162(m).

The Company accounts for long-term incentive compensation in the form of stock options, SARs, RSUs, and PSUs to executive officers under generally accepted accounting principles ("GAAP") guidance which requires the Company to estimate and expense each award of equity compensation over the service period of the award. Other accounting guidance requires that cash compensation be recorded as an expense at the time the obligation is accrued.

Equity Compensation Plan Information at December 31, 2018

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (#) (a)	Weighted-average exercise price of outstanding options, warrants and rights (\$) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (#) (c)
Equity compensation plans approved by security holders	—	—	291,000
Equity compensation plans not approved by security holders	—	—	—
Total	—	—	291,000

Compensation Committee Report

The Compensation Committee has reviewed each element of executive officer compensation and believes that the compensation philosophy and practices are designed to serve the best interests of the Company and its stockholders. The Compensation Committee also believes that the compensation of the Company's executive officers is both appropriate and consistent with the objectives set by this committee.

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis set forth above with the Company's management. Based on its reviews and discussions, the Compensation Committee approved and recommended to the Company's Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement on Schedule 14A.

Submitted by the Compensation Committee of the Board of Directors

Dr. Thomas A. Blackwell, Chairman
David S. Boone
Stephen E. Glasgow
E. J. Pederson

This Compensation Committee Report shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act or under the Exchange Act, except to the extent that NWLGI specifically incorporates this information by reference, and shall not otherwise be deemed filed under such acts.

Summary Compensation Table

The following table sets forth all of the compensation awarded to, earned by, or paid to the Company's Named Executive Officers for the years ended December 31, 2018, 2017, and 2016.

Name and Principal Position	Year	Salary (a)	Stock/Option/SAR/RSU/PSU Awards (b)	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings (f)	All Other Compensation (g)	Total
Ross R. Moody President and Chief Executive Officer	2018	\$1,071,354	\$2,216,454	\$729,607	(c) \$24,103	\$103,391	\$4,144,909
	2017	\$1,055,872	\$4,110,667	\$542,642	\$937,790	\$109,709	\$6,756,680
	2016	\$1,016,808	\$2,063,287	\$336,895	\$1,568,133	\$84,573	\$5,069,696
K. Kennedy Nelson NWLIC President & Chief Operating Officer	2018	\$455,160	\$288,781	\$325,641	(c) -\$42,287	\$39,546	\$1,066,841
	2017	\$438,885	\$539,886	\$64,111	\$36,386	\$28,720	\$1,281,414
	2016	\$259,823	\$64,241	\$55,285	\$20,183	\$17,835	\$405,837
Brian M. Pribyl Senior Vice President, Chief Financial Officer & Treasurer	2018	\$333,959	\$105,302	\$94,288	(d) -\$84,723	\$35,774	\$484,600
	2017	\$334,210	\$199,958	\$71,991	\$26,438	\$30,027	\$662,624
	2016	\$326,406	\$92,953	\$53,326	\$13,062	\$40,897	\$526,644
Charles D. Milos Senior Vice President, Mortgage Loans & Real Estate	2018	\$322,874	\$148,562	\$79,026	(d) \$68,458	\$44,649	\$663,569
	2017	\$318,170	\$167,744	\$60,338	\$187,822	\$60,696	\$794,770
	2016	\$309,629	\$78,000	\$44,694	\$93,982	\$56,527	\$582,832

R. Bruce Wallace	2018	\$227,281	\$72,227	\$194,136	(e) -\$882	\$25,615	\$518,377
Senior Vice President, Chief Life Insurance Marketing Officer	2017	\$90,865	\$70,264	\$94,312	\$1,558	\$27,947	\$284,946
	2016	—	—	—	—	—	—

Note: Columns with no data have been omitted.

(a) The 2018 amounts in this column include Company and subsidiary Board of Director fees of \$65,000 for Mr. Ross R. Moody, \$6,000 for Ms. K. Kennedy Nelson, \$12,000 for Mr. Pribyl, and \$48,000 for Mr. Milos.

(b) Grant date fair value computed in accordance with FASB ASC Topic 718. A discussion of the assumptions underlying the calculations can be found in Note 10 to our Consolidated Financial Statements in our Form 10-K for the fiscal year ended December 31, 2018. 2018 values reflect grants awarded on December 12, 2018.

(c) The amounts for Mr. Moody and Ms. Nelson represent the bonus earned under the 2018 Executive Officer Bonus Program.

(d) The amounts for Mr. Pribyl and Mr. Milos represent the bonus earned under the 2018 Officer Bonus Program.

(e) The amount for Mr. Wallace represents the bonus earned under the 2018 Domestic Marketing Officer Bonus Program.

(f) The amounts in this column represent the change in the accumulated pension benefit under the Company's qualified defined benefit plan for Ms. Nelson, Mr. Pribyl, and Mr. Wallace and the change in the accumulated pension benefit under the Company's qualified and non-qualified defined benefit plans for Mr. Moody. For a discussion of the assumptions made in the calculation of these amounts, refer to the Notes to Consolidated Financial Statements section of the Annual Report on Form 10-K.

(g) The amounts in this column include the items summarized in the following table:

All Other Compensation

Name and Principal Position	Year	Company Paid Benefit Premiums (1)	Excess Benefit Claims Paid (2)	Company Contributions To Savings Plans (3)	Company Paid Taxes/ Insurance	Other Perquisites	Total All Other Compensation
Ross R. Moody President and Chief Executive Officer	2018	5,556	10,031	55,735	—	32,069	(4) 103,391
	2017	5,473	7,760	59,370	—	37,106	109,709
	2016	6,065	5,100	58,736	—	14,672	84,573
K. Kennedy Nelson NWLIC President & Chief Operating Officer	2018	6,892	4,852	27,102	—	700	39,546
	2017	6,789	—	21,231	—	700	28,720
	2016	2,421	694	14,020	—	700	17,835
Brian M. Pribyl Senior Vice President, Chief Financial Officer and Treasurer	2018	11,242	2,711	20,050	—	1,771	35,774
	2017	6,847	2,559	19,921	—	700	30,027
	2016	12,293	8,175	19,729	—	700	40,897
Charles D. Milos Senior Vice President, Mortgage Loans & Real Estate	2018	11,234	7,677	16,655	—	9,083	44,649
	2017	11,067	26,378	16,513	—	6,738	60,696
	2016	12,293	16,642	18,359	—	9,233	56,527
R. Bruce Wallace Senior Vice President, Chief Life Insurance Marketing Officer	2018	11,183	4,193	9,539	—	700	25,615
	2017	2,542	19,881	2,179	—	3,345	27,947
	2016	—	—	—	—	—	—

(1) NWLIC provides its officers additional compensation equivalent to the premiums for health, dental, and accidental death and dismemberment coverage offered to all employees.

(2) The amounts in this column represent claims paid under NWLIC's Group Excess Benefit Program.

(3) The amounts in this column represent NWLIC contributions to NWLIC's qualified and non-qualified savings plans. NWLIC's 401(k) plan is available to all employees with the same contribution criteria.

(4) Mr. Moody's amounts in this column include \$12,250 for car expense, \$13,532 in credit card membership points, \$4,200 in tax preparation fees, \$687 in membership dues, and \$1,400 in officer and director gifts.

Grants of Plan-Based Awards

The following table provides information regarding grants under NWLIC's 2018 Executive Officer Bonus Program, Officer Bonus Program, and Domestic Marketing Officer Bonus Program for the executive officers named in the Summary Compensation Table.

Name	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (a)		
	Threshold (\$)	Target (\$)	Maximum (b) (\$)
Ross R. Moody			
2018 Executive Officer Bonus Program:			
International life sales	50,318	100,636	150,953
Domestic life sales	50,318	100,636	150,953
Annuities sales	50,318	100,636	150,953
Expense management	75,477	301,907	452,860
Company profitability	201,271	402,542	603,813
K. Kennedy Nelson			
2018 Executive Officer Bonus Program:			
International life sales	22,458	44,916	67,374
Domestic life sales	22,458	44,916	67,374
Annuities sales	22,458	44,916	67,374
Expense management	33,687	134,748	202,122
Company profitability	89,832	179,664	269,496
Brian M. Pribyl			
2018 Officer Bonus Program:			
International life sales	6,831	9,567	12,298
Domestic life sales	6,831	9,567	12,298
Annuities sales	6,831	9,567	12,298
Expense management	10,249	28,696	36,895
Company profitability	40,995	57,393	73,791
Charles D. Milos			
2018 Officer Bonus Program:			
International life sales	5,726	8,018	10,308
Domestic life sales	5,726	8,018	10,308
Annuities sales	5,726	8,018	10,308
Expense management	8,590	24,051	30,923
Company profitability	34,359	48,103	61,847
R. Bruce Wallace			
2018 Domestic Marketing Officer Bonus Program:			
Domestic life sales	45,456	113,641	No limit
Annuities sales	22,728	68,184	125,005
Domestic life persistency	2,841	11,364	18,182
Annuity persistency	2,841	11,364	18,182
Expense management	5,682	22,728	34,092

Note: Columns with no data have been omitted.

Amounts that have been or are expected to be paid in 2019 pertaining to the 2018 programs are reflected in the (a) Summary Compensation Table. The 2018 program bonus amounts are based upon the base salary reflected in the applicable program addendums.

(b) Although the Executive Officer and Officer Bonus Programs have stated maximums per program component, the aggregate bonus amount cannot exceed 150% (75% for the President) and 45%, respectively, of base salaries.

The following table provides information regarding stock appreciation right (SAR), performance share unit (PSU), and restricted stock unit (RSU) grants awarded during the year ended December 31, 2018 under the Company's Incentive Plan for the Named Executive Officers listed in the Summary Compensation Table.

Name	Grant Date	Grant Type	All Other Option Awards: Number of Securities Underlying Award (#)	Exercise or Base Price of Awards (\$)	Grant Date Fair Value of Awards (\$)
Ross R. Moody	12/12/18	SAR	6,798	\$303.77	\$607,385
	12/12/18	PSU	3,399	\$303.77	\$1,032,514
	12/12/18	RSU	1,700	\$303.77	\$516,409
	12/12/18	RSU	198	\$303.77	\$60,146
K. Kennedy Nelson	12/12/18	SAR	910	\$303.77	\$81,306
	12/12/18	PSU	455	\$303.77	\$138,215
	12/12/18	RSU	228	\$303.77	\$69,260
Brian M. Pribyl	12/12/18	SAR	332	\$303.77	\$29,663
	12/12/18	PSU	166	\$303.77	\$50,426
	12/12/18	RSU	83	\$303.77	\$25,213
Charles D. Milos	12/12/18	SAR	279	\$303.77	\$24,928
	12/12/18	PSU	139	\$303.77	\$42,224
	12/12/18	RSU	70	\$303.77	\$21,264
	12/12/18	RSU	198	\$303.77	\$60,146
R. Bruce Wallace	12/12/18	SAR	227	\$303.77	\$20,282
	12/12/18	PSU	114	\$303.77	\$34,630
	12/12/18	RSU	57	\$303.77	\$17,315

Outstanding Equity Awards at December 31, 2018

The following table provides information regarding outstanding stock options, SARs, RSUs, and PSUs held by the executive officers named in the Summary Compensation Table as of December 31, 2018.

Name	Option/SAR/RSU/PSU Awards		Option/SAR/RSU/PSU Exercise Price (\$)	Option/SAR/RSU/PSU Expiration Date
	Number of Securities Underlying Options/SARs/RSUs/PSUs Exercisable (#)	Number of Securities Underlying Unexercised Options/SARs/RSUs/PSUs Unexercisable (#)		
Ross R. Moody Grants:				
12/14/11 SAR	5,518	*—	132.56	12/14/2021
12/14/11 (director SAR)	1,000	*—	132.56	12/14/2021
12/11/13 SAR	3,000	2,000	210.22	12/11/2023
12/11/13 (director SAR)	1,000	*—	210.22	12/11/2023
02/17/16 SAR	5,929	2,964	216.48	02/17/2026
02/17/16 RSU	—	2,223	216.48	02/17/2019
02/17/16 PSU	—	4,447	216.48	02/17/2019
02/16/17 SAR	2,114	4,228	311.16	02/16/2027
02/16/17 RSU	—	1,585	311.16	02/16/2020
02/16/17 PSU	—	3,171	311.16	02/16/2020
12/13/17 SAR	1,967	3,935	334.34	12/13/2027
12/13/17 RSU	—	1,475	334.34	12/13/2020
12/13/17 PSU	—	2,951	334.34	12/13/2020
12/12/18 SAR	—	6,798	303.77	12/12/2028
12/12/18 RSU	—	1,700	303.77	12/12/2021
12/12/18 (director	—	198	303.77	12/12/2019

RSU)				
12/12/18	—	3,399	303.77	12/12/2021
PSU				
K. Kennedy				
Nelson				
Grants:				
12/14/11	200	*—	132.56	12/14/2021
SAR				
12/11/13	400	400	210.22	12/11/2023
SAR				
02/17/16	200	99	216.48	02/17/2026
SAR				
02/17/16	—	75	216.48	02/17/2019
RSU				
02/17/16	—	149	216.48	02/17/2019
PSU				
02/16/17	277	556	311.16	02/16/2027
SAR				
02/16/17	—	208	311.16	02/16/2020
RSU				
02/16/17	—	416	311.16	02/16/2020
PSU				
12/13/17	258	517	334.34	12/13/2027
SAR				
12/13/17	—	194	334.34	12/13/2020
RSU				
12/13/17	—	388	334.34	12/13/2020
PSU				
12/12/18	—	910	303.77	12/12/2028
SAR				
12/12/18	—	228	303.77	12/12/2021
RSU				
12/12/18	—	455	303.77	12/12/2021
PSU				

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Name	Number of Securities Underlying Unexercised Options/SARs/RSUs/PSUs Exercisable (#)	Number of Securities Underlying Unexercised Options/SARs/RSUs/PSUs Unexercisable (#)	Option/SAR/RSU/PSU Exercise Price (\$)	Option/SAR/RSU/PSU Expiration Date
Brian M. Pribyl Grants:				
12/14/11 SAR	1,000	*—	132.56	12/14/2021
12/11/13 SAR	600	400	210.22	12/11/2023
02/17/16 SAR	289	144	216.48	02/17/2026
02/17/16 RSU	—	108	216.48	02/17/2019
02/17/16 PSU	—	216	216.48	02/17/2019
02/16/17 SAR	102	206	311.16	02/16/2027
02/16/17 RSU	—	77	311.16	02/16/2020
02/16/17 PSU	—	154	311.16	02/16/2020
12/13/17 SAR	95	192	334.34	12/13/2027
12/13/17 RSU	—	72	334.34	12/13/2020
12/13/17 PSU	—	144	334.34	12/13/2020
12/12/18 SAR	—	332	303.77	12/12/2028
12/12/18 RSU	—	83	303.77	12/12/2021
12/12/18 PSU	—	166	303.77	12/12/2021
Charles D. Milos Grants:				
12/14/11 SAR	400	*—	132.56	12/14/2021
12/11/13 SAR	400	400	210.22	12/11/2023
12/11/13 (director SAR)	400	*—	210.22	12/11/2023

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02/17/16 SAR	243	120	216.48	02/17/2026
02/17/16 RSU	—	91	216.48	02/17/2019
02/17/16 PSU	—	181	216.48	02/17/2019
02/16/17 SAR	86	173	311.16	02/16/2027
02/16/17 RSU	—	65	311.16	02/16/2020
02/16/17 PSU	—	129	311.16	02/16/2020
12/13/17 SAR	80	161	334.34	12/13/2027
12/13/17 RSU	—	60	334.34	12/13/2020
12/13/17 PSU	—	120	334.34	12/13/2020
12/12/18 SAR	—	279	303.77	12/12/2028
12/12/18 RSU	—	70	303.77	12/12/2021
12/12/18 (director RSU)	—	198	303.77	12/12/2019
12/12/18 PSU	—	139	303.77	12/12/2021
R. Bruce Wallace Grants:				
12/13/17 SAR	67	135	334.34	12/13/2027
12/13/17 RSU	—	50	334.34	12/13/2020
12/13/17 PSU	—	101	334.34	12/13/2020
12/12/18 SAR	—	227	334.34	12/12/2028
12/12/18 RSU	—	57	334.34	12/12/2021
12/12/18 PSU	—	114	303.77	12/12/2021

Note: Columns with no data have been omitted.

(*) - Fully vested.

Officer SARs granted prior to 2016 vest 20% annually following three full years of service to the Company from the date of grant. Stock options and SARs granted to members of the Board of Directors prior to 2016 vest 20% annually following one full year of service to the Company from the date of grant. Beginning with the grants awarded in 2017, SARs granted to officers will vest annually at a rate of 33.3% per year from the date of grant while RSUs and PSUs granted to officers will vest three years from the date of grant. RSUs granted to members of the Board of Directors in 2018 vest one year from the date of grant. Accordingly, the unexercisable SARs, RSUs, and PSUs shown in the previous table are scheduled to vest during the following years:

Name	2019	2020	2021	Total Unexercisable
Ross R. Moody Grants:				
12/11/13 SAR	1,000	1,000	—	2,000
02/17/16 SAR	2,964	—	—	2,964
02/17/16 RSU	2,223	—	—	2,223
02/17/16 PSU	4,447	—	—	4,447
02/16/17 SAR	2,114	2,114	—	4,228
02/16/17 RSU	—	1,585	—	1,585
02/16/17 PSU	—	3,171	—	3,171
12/13/17 SAR	1,967	1,968	—	3,935
12/13/17 RSU	—	1,475	—	1,475
12/13/17 PSU	—	2,951	—	2,951
12/12/18 SAR	2,266	2,266	2,266	6,798
12/12/18 RSU	—	—	1,700	1,700
12/12/18 (director RSU)	198	—	—	198
12/12/18 PSU	—	—	3,399	3,399
K. Kennedy Nelson Grants:				
12/11/13 SAR	200	200	—	400
02/17/16 SAR	99	—	—	99
02/17/16 RSU	75	—	—	75
02/17/16 PSU	149	—	—	149
02/16/17 SAR	278	278	—	556
02/16/17 RSU	—	208	—	208
02/16/17 PSU	—	416	—	416
12/13/17 SAR	258	259	—	517
12/13/17 RSU	—	194	—	194
12/13/17 PSU	—	388	—	388
12/12/18 SAR	303	303	304	910
12/12/18 RSU	—	—	228	228
12/12/18 PSU	—	—	455	455

Name	2019	2020	2021	Total Unexercisable
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Brian M. Pribyl Grants:			&#	
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