

COMPETITIVE IMPACT STATEMENT

Filed as Exhibit S to the

FORM A

STATEMENT REGARDING THE ACQUISITION OF CONTROL OF OR MERGER

WITH A

DOMESTIC INSURER

BY

HORACE MANN EDUCATORS CORPORATION

(the “Applicant”)

COMPETITIVE IMPACT STATEMENT

The Applicant submits this Competitive Impact Statement as part of its Form A application for the proposed acquisition of control of Madison National Life Insurance Company (the “Domestic Insurer”), a Wisconsin domiciled life insurance company.

We have used the competitive impact standards in Section 40.025 of the Wisconsin Insurance Regulations in evaluating the competitive impact of the proposed acquisition. As the market share data outlined below indicates, the effect of the proposed acquisition would not substantially lessen competition in insurance in Wisconsin or tend to create a monopoly in any line of business in Wisconsin.

Applicants’ Insurers Writing Life Insurance and Accident and Health Insurance

The following insurance companies affiliated with the Applicant write life insurance business and/or accident and health insurance business in the United States: National Teachers Associates Life Insurance Company (NAIC #87963), NTA Life Insurance Company of New York (NAIC #15320), Educators Life Insurance Company of America (NAIC #62790), and Horace Mann Life Insurance Company (NAIC #64513).

Market and Market Share

We attach as Exhibit A market share data for (i) the Applicants’ insurers, (ii) the Domestic Insurer and (iii) the combined market share of the Applicants’ insurers and the Domestic Insurer. The market share data reflected in Exhibit A was obtained from S&P Capital IQ (formerly known as S&P Global Market Intelligence).

Section 40.025 of the Wisconsin Insurance Regulations provides exemptions from any requirement for a Form E filing when the market shares of the acquirer and the target are below specific levels. These exemptions are based on confirmed economic experience that such insignificant levels in market share could have no conceivable impact on competition.

In the proposed acquisition, the combined market shares of the involved insurers *in every line of business in Wisconsin* qualify for one or more of these statutory exemptions because of low market shares. This is due to the fact that, as an immediate result of the proposed acquisition, in each market, the combined market share of the involved insurers will not exceed 5% of the respective market share in Wisconsin. *See* Wisconsin Insurance Regulation § 40.025(2)(d).

CONCLUSION

The market share data demonstrates that the effect of the proposed acquisition would not substantially lessen competition in insurance in Wisconsin or tend to create a monopoly in any line of business in Wisconsin.

Exhibit A

Market and Market Share Data for the Involved Insurers

Life (2020)

State	Annual Statement Line of Business	Total Market Industry DPW (\$)	Horace Mann DPW (Aggregate) (\$)	Horace Mann DPW (Percentage of Total Market Industry)	MNL DPW (\$)	MNL DPW (Percentage of Total Market Industry)	Combined Market Share DPW (\$)	Combined Market Share DPW (Percentage of Total Market Industry)	Exemption 1 - Comb MktShr not >5%	Exemption 2 - No incr in MktShr	Exemption 3 - Comb MktShr not >12% and MktShr incr not >2%	Form E Pre-Acquisition Filing Required?
WI	Ordinary Life : State Direct Premiums & Annuity Considerations	2,057,517,114	1,114,738	0.05%	194,836	0.01%	1,309,574	0.06%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Crdt Life (Life): State Direct Premiums & Annuity Considerations	6,920,352	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Grp Life : State Direct Premiums & Annuity Considerations	734,687,086	6,721	0.00%	3,747,562	0.51%	3,754,283	0.51%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Industrial (Life): State Direct Premiums & Annuity Considerations	19,272	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Life ex Annuity: State Direct Premiums & Annuity Considerations	2,799,143,820	1,121,458	0.04%	3,942,398	0.14%	5,063,856	0.18%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Ordinary Indvl Ann: State Direct Premiums & Annuity Considerations	3,733,337,285	12,670,197	0.34%	122,577	0.00%	12,792,774	0.34%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Crdt Life (Annuity): State Direct Premiums & Annuity Considerations	0	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Grp Annuities: State Direct Premiums & Annuity Considerations	2,203,280,195	416,203	0.02%	0	0.00%	416,203	0.02%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Industrial (Annuity): State Direct Premiums & Annuity Considerations	0	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Annuity: State Direct Premiums & Annuity Considerations	5,936,617,481	13,086,400	0.22%	122,577	0.00%	13,208,977	0.22%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Ordinary (Dep Type): State Direct Premiums & Annuity Considerations	102,247,423	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Grp (Dep Type Conts): State Direct Premiums & Annuity Considerations	1,283,552,464	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Dep Type Conts: State Direct Premiums & Annuity Considerations	1,386,915,338	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Ordinary (Oth Cnsds): State Direct Premiums & Annuity Considerations	10,721,484	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Crdt Life (Oth Cnsds): State Direct Premiums & Annuity Considerations	0	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Grp (Oth Cnsds): State Direct Premiums & Annuity Considerations	1,289,094,330	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Industrial (Oth Cnsd): State Direct Premiums & Annuity Considerations	0	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Oth Cnsds (State): State Direct Premiums & Annuity Considerations	1,299,815,814	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Ordinary Cntrcts: State Direct Premiums & Annuity Considerations	5,903,823,307	13,784,935	0.23%	317,414	0.01%	14,102,349	0.24%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Crdt Life (Grp, Ind): State Direct Premiums & Annuity Considerations	6,920,352	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Grp Cntrcts: State Direct Premiums & Annuity Considerations	5,510,614,075	422,924	0.01%	3,747,562	0.07%	4,170,486	0.08%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Industrial Life: State Direct Premiums & Annuity Considerations	19,272	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Life, Ann ex Supp, Oth: State Direct Premiums & Annuity Considerations	11,421,377,004	14,207,858	0.12%	4,064,975	0.04%	18,272,833	0.16%	Pass	See 5% Exemption	See 5% Exemption	No

Source of Data: S&P Global Market Intelligence; data is 2020 direct premiums written.

Horace Mann Aggregate = National Teachers Associates Life Insurance Company (NAIC 87963), NTA Life Insurance Company of New York (NAIC 15320), Educators Life Insurance Company of America (NAIC 62790), and Horace Mann Life Insurance Company (NAIC 64513)

MNL = Madison National Life Insurance Company, Inc. (NAIC 65781)

Accident & Health (2020)

State	Annual Statement Line of Business	Total Market Industry DPW (\$)	Horace Mann DPW (Aggregate) (\$)	Horace Mann DPW (Percentage of Total Market Industry)	MNL DPW (\$)	MNL DPW (Percentage of Total Market Industry)	Combined Market Share DPW (\$)	Combined Market Share DPW (Percentage of Total Market Industry)	Exemption 1 - Comb MktShr not >5%	Exemption 2 - No incr in MktShr	Exemption 3 - Comb MktShr not >12% and MktShr incr not >2%	Form E Pre-Acquisition Filing Required?
WI	Acc & Health	4,017,222,397	42,539	0.00%	17,309,163	0.43%	17,351,702	0.43%	Pass	See 5% Exemption	See 5% Exemption	No
WI	A&H Group Policies Only	2,895,945,496	216	0.00%	17,261,557	0.60%	17,261,773	0.60%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Clct Rnbl A&H	40,710	1,603	3.94%	0	0.00%	1,603	3.94%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Credit A&H (Grp & Ind)	8,085,043	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Fed Emp Health Ben	7,475,254	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Grtd Renewable A&H	631,244,191	40,720	0.01%	45,064	0.01%	85,784	0.01%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Medicare Title XVIII Tax Exempt	346,735,147	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Non-Cancelable A&H	100,483,367	0	0.00%	2,542	0.00%	2,542	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	NonRnwbl Stated Only	5,275,060	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Oth A&H	758,940,746	40,720	0.01%	47,606	0.01%	88,326	0.01%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Oth A&H (State)	20,044,454	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No
WI	Oth Accident Only	1,893,673	0	0.00%	0	0.00%	0	0.00%	Pass	See 5% Exemption	See 5% Exemption	No

Source of Data: S&P Global Market Intelligence; data is 2020 direct premiums written.

Horace Mann Aggregate = National Teachers Associates Life Insurance Company (NAIC 87963), NTA Life Insurance Company of New York (NAIC 15320), Educators Life Insurance Company of America (NAIC

MNL = Madison National Life Insurance Company, Inc. (NAIC 65781)