Voya Financial, Inc.
Form DEF 14A
April 12, 2018
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

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

Exchange Act of 1934

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

Check the appropriate box:

Preliminary Proxy Statement

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

Voya Financial, Inc.

(Name of Registrant as Specified in its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

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April 12, 2018

Dear Fellow Stockholders:

You are cordially invited to attend the annual meeting of stockholders of Voya Financial, Inc. (the Company), on Wednesday, May 30, 2018, at 11:00 a.m., Eastern Daylight Time. The annual meeting of stockholders will be held as a virtual meeting only, accessible at the following website address: www.virtualshareholdermeeting.com/VOYA2018. The enclosed notice of annual meeting and proxy statement describe the items of business that we will conduct at the meeting and also provide you with important information about our Company, including our practices in the areas of corporate governance and executive compensation. I strongly encourage you to read these materials and then to vote your shares.

Our Board is actively engaged in strategic planning

2017 was a transformational year for Voya as we announced in December the signing of an agreement to sell substantially all of our Closed Block Variable Annuity segment and our individual fixed and fixed indexed annuity business to a consortium of investors. This transaction will significantly reduce our market and insurance risk and eliminate the CBVA tail risk and volatility. It will further position Voya to be a simpler company and enable us to focus on our higher-growth, higher-return, capital-light Retirement, Investment Management and Employee Benefits businesses.

As stewards of the company, one of the Board s key roles is overseeing strategy, and a decision to conduct a transaction like this was the product of an iterative Board discussion. The Board spent a significant amount of time during its regular Board meetings as well as specially called Board meetings discussing the risks and opportunities presented by this transaction, and providing guidance to management that led to the successful signing of the transaction.

We are very fortunate to have a Board that is highly engaged in today s rapidly changing environment. In addition to board meetings, our directors regularly participate in pre- and post-meeting discussions as well as ad hoc meetings to discuss emerging issues. To provide shareholders more insight into our Board s operations, we added this year disclosure on the number of our Board and committee meetings, the discussions and communications outside of board meetings and site visits that are designed to deepen the understanding and impact of our Board. This new disclosure starts on p. 11 of this proxy statement.

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

In July 2017, we announced our then lead director, Frederick S. Hubbell, resigned from our Board due to the demands from his candidacy for Governor of Iowa. We are grateful to Fred for his valuable contributions to our Board. In connection with Fred s resignation, the Board appointed David Zwiener as the new lead director. Dave brings with him deep industry experience as well as extensive experience as a director of other public companies.

We believe our directors bring a well-rounded variety of diversity, skills, qualifications and experiences, and represent an effective mix of deep company knowledge and fresh perspectives. Four of our nine directors are women and three of the Committees are chaired by women. To help shareholders gain better understanding of our Board s composition, we added new disclosure this year starting on p. 2 on the directors skills, experiences and background as well as our Nominating and Governance Committee s focus on diversity when recruiting new directors and recommending directors for re-nomination.

Continued focus on shareholder engagement

In 2017, we continued to focus on engaging with our shareholders. We expanded our shareholder outreach in 2017 to investors holding 77% of our outstanding common stock versus 61% in 2016. The full scope of investor perspectives that we gather through this process is reported to the Board and integrated into the Board s decision-making processes. We believe the two-way dialogue with our stockholders through these engagement efforts build informed relationships that promote transparency and accountability, by deepening our Board s understanding of stockholder concerns, and providing stockholders with insight into our Board s processes.

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

Very truly yours,

Rodney O. Martin, Jr.

Chairman and Chief Executive Officer

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Voya Financial, Inc.

Notice of 2018 Annual Meeting of Stockholders

Time and Date	11:00 a.m., Eastern Daylight Time, on Wednesday, May 30, 2018
Meeting website address	www.virtualshareholdermeeting.com/VOYA2018
Items of Business	Election of nine directors to our board of directors for one-year terms An advisory vote to approve executive compensation Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2018 Transaction of such other business as may properly come before our 2018 Annual Meeting of Stockholders
Record Date	The record date for the determination of the stockholders entitled to vote at our Annual Meeting of Stockholders, or any adjournments or postponements thereof, was the close of business on April 2, 2018

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

Important Notice Regarding the Availability of Proxy Materials for our Annual Meeting to be held on May 30, 2018. Our Proxy Statement, 2017 Annual Report to Stockholders and other materials are available at www.proxyvote.com.

By Order of the Board of Directors,

Jean Weng
Senior Vice President, Deputy General

Counsel and Corporate Secretary
April 12, 2018

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Executive Summary

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

Matters to be Voted on at our 2018 Annual Meeting:

	Matter	Board Recommendation	See This Page for More Information
1.	Election of directors	FOR each Director Nominee	2
2.	Advisory vote on the approval of executive compensation	FOR approval	22
3.	A vote to ratify the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for 2018	FOR approval	61

Our proxy statement contains information about the matters to be voted on at our 2018 Annual Meeting of Stockholders (which we refer to in this proxy statement as the Annual Meeting), as well as information about our corporate governance practices, the compensation we pay our executives, and other information about our Company. Our principal executive offices are located at 230 Park Avenue, New York, New York, 10169.

Please note that we are furnishing proxy materials to our stockholders via the Internet, instead of mailing printed copies of those materials to each stockholder. By doing so, we save costs and reduce our impact on the environment. A Notice of Internet Availability of Proxy Materials, which contains instructions about how to access our proxy materials and vote online or by mail, will be mailed to our stockholders beginning on April 12, 2018.

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

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Part I: Corporate Governance

Agenda Item 1: Election of Directors

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

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

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

OUR DIRECTOR NOMINEES

Director Nominee Facts

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

Our nominees:

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

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

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

Consideration of Board Diversity

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

Evaluation of our Director Nominees for Nomination and Re-Nomination

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

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

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

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

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Consideration of Stockholder Nominees

It is the policy of the Nominating and Governance Committee to consider candidates recommended by stockholders in the same manner as other candidates. Stockholders wishing to submit potential director candidates for consideration by our Nominating and Governance Committee should submit the names of their nominees, a description of their qualifications and background, and the signed consent of the nominee to be so considered, to our Nominating and Governance Committee, care of the Corporate Secretary, Voya Financial, Inc., 230 Park Avenue, New York, New York 10169. For more information on how and when to submit a nomination, see Part V: Other information Frequently asked questions about our Annual Meeting How do I submit a stockholder proposal for the 2019 Annual Meeting? .

The Nominees

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

Name	Age	Independent	Director Since	Occupation	Other Public Company Boards
Lynne Biggar	55	Yes	2014	Chief Marketing and Communications Officer, Visa Inc.	None
Jane P. Chwick	55	Yes	2014	Director	MarketAxess People s United Bank, N.A.
Ruth Ann M. Gillis	63	Yes	2015	Director	KeyCorp. Snap-On Inc.
J. Barry Griswell	68	Yes	2013	Director	Herman Miller, Inc. Och-Ziff Capital Management Group
Rodney O. Martin, Jr.	65	No	2011	Chairman of the Board and CEO, Voya Financial, Inc.	None[(1)]
Byron H. Pollitt, Jr.	66	Yes	2015	Director	None
Joseph V. Tripodi	62	Yes	2015	Chief Marketing Officer, The Subway Corporation	None
Deborah C. Wright	60	Yes	2014	Director	Time Warner Inc. Citigroup Inc.
David Zwiener (lead director)	63	Yes	2013	Operating Executive, The Carlyle Group	The Bank of N.T. Butterfield & Son Limited

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

If elected by our stockholders, the nine Director Nominees, all of whom are currently members of our board, will serve for a one-year term expiring at our 2019 Annual Meeting of Stockholders. Each duly elected director will hold office until his or her successor has been elected and qualified or until the director s earlier resignation or removal.

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

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

Lynne Biggar

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

Qualifications

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

Jane P. Chwick

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

Qualifications

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

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Ruth Ann M. Gillis

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

Qualifications

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

J. Barry Griswell

J. Barry Griswell has been a director of the Company since May 2013, and serves as Chairperson of our Compensation and Benefits Committee. Mr. Griswell is the retired Chairman and Chief Executive Officer of Principal Financial Group, positions he held from 2002 to 2009 and 2000 to 2008, respectively. He remained a non-executive member of Principal Financial Group s Board of Directors until 2010. Prior to joining Principal Financial Group in 1988, Mr. Griswell served as President and Chief Executive Officer of MetLife Marketing Corporation, a subsidiary of Metropolitan Life Insurance Company. In 2011, Mr. Griswell joined the board of directors of Och-Ziff Capital Management Group, where he serves as Chair of the Compensation Committee, and since 2004 he has been a member of the board of directors of Herman Miller, Inc., where he currently is Chair of the Compensation Committee and a member of the Executive Committee. From 2010 to 2013, Mr. Griswell served as a director of National Financial Partners Corp. From his retirement in 2008 from Principal Financial Group until July 1, 2013, Mr. Griswell served as the head of the Community Foundation of Greater Des Moines, first as President and, from July 2011 until July 2013, as Chief Executive Officer. Mr. Griswell has held leadership positions with several industry trade associations, including ACLI, LIMRA, the Life Underwriting Training Council and LL Global. Mr. Griswell is the co-author of

The Adversity Paradox: An Unconventional Guide to Achieving Uncommon Business Success (2009). Mr. Griswell received a B.A. from Berry College and an M.B.A. from Stetson University.

Qualifications

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

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Rodney O. Martin, Jr.

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

Qualifications

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

Byron H. Pollitt, Jr.

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

Dramatic Arts at the University of Southern California. Mr. Pollitt received a bachelor s degree in business economics from the University of California-Riverside and an MBA from Harvard Business School.

Qualifications

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

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Joseph V. Tripodi

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

Qualifications

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

Deborah C. Wright

Deborah C. Wright has been a director of the Company since May 2014 and serves as the Chairperson of our Finance Committee. Ms. Wright served as the Chairman of the Board of Carver Bancorp, Inc. and Carver Federal Savings Bank from 2005 to 2016, as the Chief Executive Officer of Carver Bancorp, Inc. and Carver Federal Savings Bank from 1999 to 2014 and as the President of Carver Bancorp, Inc. and Carver Federal Savings Bank from 1999 to 2005. Ms. Wright was a Senior Fellow in the Economic Opportunity and Markets Program of the Ford Foundation from 2014 to 2016. From 1996 to 1999, Ms. Wright served as the President and Chief Executive Officer of the Upper Manhattan Empowerment Zone Development Corporation. Ms. Wright is a director of Citigroup Inc. and a director and chairman of the audit and finance committee of Time Warner Inc., and was previously on the board of directors of Kraft Foods Inc. (now Mondelēz International, Inc. and Kraft Foods Group Inc.). Ms. Wright currently serves as director and member of the executive committee of Memorial Sloan-Kettering Cancer Center. Ms. Wright holds A.B., J.D. and M.B.A. degrees from Harvard University.

Qualifications

Ms. Wright has been selected as a Director Nominee in light of her extensive experience in the financial services industry and her experience on public company boards and audit committees.

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David Zwiener

David Zwiener has been a director of the Company since May 2013, and serves as our Lead Director. Since March 2016, Mr. Zwiener has been engaged as an Operating Executive of The Carlyle Group. Mr. Zwiener joined the Board of Directors of The Bank of N.T. Butterfield & Son Limited in August 2016, and was appointed Lead Director in July 2017. From January 2015 to March 2016, Mr. Zwiener was Interim CEO at PartnerRe Ltd. Mr. Zwiener was a Principal in Dowling Capital Partners from 2010 to 2015. Prior to joining Dowling Capital Partners, Mr. Zwiener was Chief Financial Officer of Wachovia Corporation. From 2007 to 2008, he was Managing Director and Co-Head of the Financial Institutions Group at The Carlyle Group. From 1995 to 2007, Mr. Zwiener served in increasingly responsible positions at The Hartford, rising to President and Chief Operating Officer Property & Casualty. Mr. Zwiener is currently a trustee of the New Britain Museum of American Art and a director of the Hartford Hospital. He previously served as a director of Partner Re, Ltd. (2009-2016), CNO Financial Group (2010-2011), The Hartford (1997-2007) and Sheridan Healthcare, Inc. (1998-2004). Mr. Zwiener received an A.B. degree from Duke University and an M.B.A. from the Kellogg School of Management at Northwestern University.

Qualifications

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

BOARD LEADERSHIP

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

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

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

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

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

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

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Key Functions and Responsibilities of our Lead Director

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

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

Follows up on meeting outcomes

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BOARD ROLE IN RISK OVERSIGHT

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

In addition to the above, the board, through the Nominating and Governance Committee and the Compensation and Benefits Committee, oversees succession planning of our CEO and other senior management members.

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

BOARD OPERATIONS

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

Actively Engaged Board and Outstanding Attendance

9 BOARD MEETINGS IN 2017	34 STANDING COMMITTEE MEETINGS IN 2017	25 EXECUTIVE SESSIONS IN 2017	> 50 MEETINGS OF LEAD DIRECTOR AND COMMITTEE CHAIRPERSONS OUTSIDE OF BOARD MEETINGS

No directors attended fewer than 75% of the aggregate number of meetings of the board and of the board committees on which the director served during 2017, the threshold for disclosure under SEC rules. In 2017, our directors attended 98% of the combined total meetings of the full Board and Committees on which they served. In addition, we encourage our directors to attend each of our annual meetings and in 2017, all of our directors attended the Annual Meeting of Stockholders.

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Discussions and Communications Outside of Board Meetings

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

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

Site Visits

Every year, our board conducts one of its in-person meetings outside of our headquarters to help enhance the directors understanding of our businesses. In 2017, our directors visited our Jacksonville, FL office where a large portion of our operations employees are located. Directors spent time touring the facility and listened in on customers calls conducted by call center representatives without the presence of senior management. We believe this and other similar visits deepen our directors understanding of our operations and provide them with in-person, hands-on insight to enhance their ability to guide the Company s overall strategy and direction.

Board and Committee Self-Assessments

Our Board continually seeks to improve its performance. Pursuant to NYSE requirements, our Corporate Governance Guidelines and the charters of each Committee, the Board and each of its Committees are required to conduct a self-evaluation at least annually. Our processes enable directors to provide confidential feedback on topics including:

- Board/Committee information and materials;
- Board/Committee meeting mechanics and structure;
- Board/Committee composition;
- Board/Committee responsibilities and accountability;
- Board meeting content and conduct; and
- Overall performance of Board members

To promote effectiveness of the Board and each Committee, the self-assessment results are reviewed and addressed by the Nominating and Governance Committee, the members of each Committee and independent directors in executive session as well as shared with members of management. While this formal self-evaluation is conducted on an annual basis, directors share perspectives, feedback and suggestions with management and each other year-round.

DIRECTOR INDEPENDENCE

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

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

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

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

- is a non-executive director of the other entity (Mses. Chwick and Wright);

and where the annual payments made or received by the Company do not exceed the greater of $1 million or 2 percent of the other entity s gross revenues.

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

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BOARD COMMITTEES

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

	Audit Committee	Compensation and Benefits Committee	Nominating and Governance Committee	Finance Committee	Technology, Innovation and Operations Committee	Executive Committee
Rodney O. Martin, Jr. (Chairman of the Board of Directors and CEO)						
David Zwiener (Lead Director)						
Lynne Biggar						
Jane P. Chwick						
Ruth Ann M. Gillis						
J. Barry Griswell						
Byron H. Pollitt, Jr.						
Joseph V. Tripodi						

Deborah C. Wright						

= Member

= Chair

Audit Committee

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

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

Compensation and Benefits Committee

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

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The Compensation and Benefits Committee has the authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the board of directors or management. With respect to compensation consultants retained to assist in the evaluation of director, chief executive officer or senior executive compensation, this authority is vested solely in the Compensation and Benefits Committee.

Nominating and Governance Committee

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

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

Finance Committee

The Finance Committee is responsible for reviewing our financial affairs based upon periodic reports and recommendations of our management; monitoring our financial structure and long-term financial plan and recommending appropriate action to our board of directors with respect to financial policies, allocation of capital to our businesses and methods of financing our businesses; monitoring our capital needs and financing arrangements, our ability to access capital markets and management s financing plans; and reviewing and approving or recommending for approval certain issuances of securities, investments, dispositions and other transactions above certain amounts.

Technology, Innovation and Operations Committee

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

Executive Committee of the Board

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

STOCKHOLDER ENGAGEMENT

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

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Stockholder Engagement Cycle

In the fall of 2017, we reached out to our top 40 stockholders who owned approximately 138 million shares, or approximately 77% of our then-outstanding common stock, for engagement. We also met with certain of the proxy advisory firms followed by some of our large stockholders. The topics that stockholders communicated with us during these engagement meetings included board oversight of firm strategy, compensation metrics, governance practices, philosophy on capital deployment, and disclosure. We shared the feedback from stockholders with the Nominating and Governance Committee and compensation-specific feedback with the Compensation and Benefits Committee. The feedback informed some of the changes that we made this year to our compensation programs. See *Part II: Compensation Matters* for more details.

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CORPORATE GOVERNANCE BEST PRACTICES

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

- Proactive stockholder engagement plan
- Annual election of directors
- Majority voting of directors
- Independent directors meet regularly in executive sessions, including with our external auditors
- Annual board and committee self-evaluations
- Annual advisory vote on executive compensation
- Stock ownership requirements for directors and executive officers
- No poison pill
- Director orientation and continuing education
- Anti-hedging and anti-pledging policies for directors and employees (including officers)
- 98% board and committee attendance
- 100% independent standing Board Committees

BOARD CONTINUING EDUCATION

In 2015, we revised our Corporate Governance Guidelines to encourage directors to attend director continuing education courses by providing reimbursement of such courses sponsored by recognized organizations for up to $15,000 per year per director. Our directors utilize this program actively and participated in numerous external training and director forums in 2017. In addition to such reimbursement, we provide directly, and with the assistance of outside advisors, presentations to the board on current issues or topics relevant to the board, including corporate governance trends and practices, and external perspectives and views of analysts and investors. For new directors, we provide a half-day orientation where senior management provides detailed presentations on our strategies and operations.

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OUR EXECUTIVE OFFICERS

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

Name	Age	Position
Rodney O. Martin, Jr.	65	Chairman and Chief Executive Officer
Nancy Ferrara	53	Executive Vice President of Operations and Continuous Improvement
Christine Hurtsellers	54	Chief Executive Officer, Investment Management
Carolyn M. Johnson	57	Chief Executive Officer, Annuities and Individual Life
Charles P. Nelson	56	Chief Executive Officer, Retirement and Employee Benefits
Margaret M. Parent.	56	Executive Vice President and Chief Administrative Officer
Chetlur S. Ragavan	63	Executive Vice President and Chief Risk Officer
Kevin D. Silva	64	Executive Vice President and Chief Human Resources Officer
Michael S. Smith	54	Executive Vice President and Chief Financial Officer
Patricia J. Walsh	52	Executive Vice President and Chief Legal Officer

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

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

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

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

Carolyn M. Johnson has served as Chief Executive Officer of our Annuities and Individual Life since September 2016. Prior to that, Ms. Johnson was the president of Voya s Annuities business. In addition to her oversight of Annuities, she also previously managed the Tax-Exempt Markets business for Voya. Prior to joining the Company in April 2014, Ms. Johnson served as Executive Vice President and Chief Operating Officer of Protective Life

Corporation. Prior to joining Protective in 2004, Ms. Johnson held leadership roles in business, operations and marketing with Bankers Life & Casualty Co. and several Transamerica/AEGON subsidiaries, including Western Reserve Life Assurance Co. of Ohio, Transamerica Occidental Life, Idex Investor Services, Inc., and Aegon Alliances, Inc. Ms. Johnson serves on the boards of the Secure Retirement Institute and Insured Retirement Institute. Ms. Johnson is the Vice Chair of the Secure Retirement Institute and the Vice Chair of the Financial Literacy Committee. She also serves on the American Council of Life Insurers CEO Steering Committee on Consumer Issues. Ms. Johnson earned her Bachelor of Science in Business Administration from California State University, Los Angeles, and has studied executive-level finance at Harvard Business School. She also holds FINRA Series 6 and 63 licenses.

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

Margaret M. Parent has served as the Executive Vice President and Chief Administrative Officer of the Company since April 2018 and had served as Executive Vice President, Technology, Innovation and Operations of the Company since October 2016. Ms. Parent is focused on driving innovation throughout the Company, as well as aligning Voya s Technology and Operations teams to meet customer needs. Prior to joining Voya in October 2016, Ms. Parent served as Managing Director, Americas head of Corporate Technology, at Deutsche Bank AG from January 2015. Prior to joining Deutsche Bank, Ms. Parent held the title of Managing Director at Credit Suisse AG from December 2013. Ms. Parent s 33-year career also includes serving in a number of leadership roles at Morgan Stanley spanning 21 years. During her tenure, she held the title of Managing Director and Chief Operating Officer, Global Operations, Technology and Data, as well as Morgan Stanley s Chief Information Officer, Americas, from 2011 to 2013. Ms. Parent has a Bachelor s degree in government from Bowdoin College.

Chetlur S. Ragavan has served as Executive Vice President and Chief Risk Officer of the Company since January 2014. In this role, Mr. Ragavan is responsible for overseeing the enterprise-wide and business-level risk monitoring and management program for the Company. Prior to assuming this role, Mr. Ragavan served as the Chief Risk Officer of Investment Management since April 2008. Prior to joining the Company, Mr. Ragavan served as Managing Director, co-head of the Portfolio Analytics Group for Blackrock Solutions following its merger with Merrill Lynch Investment Managers in October 2006. He began his career at Merrill Lynch in 1980 and has held a number of senior investment and risk management positions within its various subsidiaries. Mr. Ragavan has a B.B.A. in management science from Madurai University and an M.B.A. in finance from the University of Madras, both in India. He also holds an M.S. in computer science from the New Jersey Institute of Technology and the Chartered Financial Analyst® designation.

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

Cola Company (1979-1989). Mr. Silva earned a bachelor s degree in Communications from St. John s University and a master s degree in Psychology from New York University.

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

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

CORPORATE RESPONSIBILITY

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

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

Political Contributions Oversight and Disclosure

Our Nominating and Governance Committee, a committee comprised solely of independent directors, provides oversight of the Company s political contributions and lobbying expenses. As part of its oversight role, it reviews our political activity policy and monitors our ongoing political strategy as it relates to the overall public policy objectives for the Company. The Committee also reviews an annual report on our political contributions and lobbying expenses. This report is available at investors.voya.com/financial-reporting/annual-reports. Political contributions made by Voya Financial Political Action Committee (PAC) provide a voice for the Company and its employees so that they may participate in the American democratic process. The PAC supports candidates from both major political parties and Independents who understand the importance of helping people responsibly save for retirement and manage their financial assets. PAC disbursement decisions

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are made by the officers of the PAC consistent with the PAC s bylaws and based upon a candidate s state or Congressional district, candidates are vetted by the Company s Corporate Communications team for public statements inconsistent with the Company s corporate values. The PAC relies on outside legal expertise to address new or emerging issues and an outside vendor for the administration of the PAC.

Community Investment

We conduct our community investment work through Voya Foundation whose primary work focuses on financial resilience: STEM (science, technology, engineering and mathematics) education for K-8th graders; financial literacy for 9-12th graders; teacher training and employee matching gifts. Through Voya Foundation, employees receive dollar-for-dollar matches to eligible nonprofits of their choice. The annual maximum match is $5,000 for employees and $25,000 for our senior management and directors. In 2017, employees donated more than $5.4 million to 2,300 nonprofit organizations in the U.S. In addition, full-time employees receive 40 hours of paid volunteer-time-away at eligible nonprofits per year and part-time employees receive 20 hours per year. Voya employees volunteered more than 49,000 hours in 2017. On Voya s fourth annual National Day of Service in 2017, employees volunteered 13,400 hours in one day supporting 203 local nonprofit organizations.

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Part II: Compensation Matters

Agenda Item 2. An Advisory Vote to Approve Executive Compensation

Section 14A of the U.S. Securities Exchange Act of 1934 (the Exchange Act) requires that stockholders be given the opportunity to cast an advisory vote on the compensation of our named executive officers, or NEOs . Our NEO compensation for 2017 is disclosed and discussed in detail below.

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

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

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

This vote is only advisory and will not be binding on the Compensation and Benefits Committee of the board of directors, which is responsible for determining the compensation of our NEOs. The results of the vote will be taken into account, however, by our Compensation and Benefits Committee when considering our compensation policies and procedures. We have determined that this vote will occur annually and so the next advisory vote will take place at our 2019 Annual Meeting of Stockholders.

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

COMPENSATION DISCUSSION AND ANALYSIS

The Compensation Discussion and Analysis describes our compensation objectives, summarizes changes to our executive compensation program and reviews compensation decisions for our NEOs. For 2017, our NEOs were as follows:

Name	**Position**
Rodney O. Martin, Jr.	Chairman and Chief Executive Officer
Michael S. Smith	Executive Vice President and Chief Financial Officer
Alain M. Karaoglan	Executive Vice President and Chief Operating Officer
Christine Hurtsellers	Chief Executive Officer, Investment Management
Charles P. Nelson	Chief Executive Officer, Retirement and Employee Benefits

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1. How did we perform?

Significant risk reduction through sale of our Closed Block Variable Annuity (CBVA) business.

We announced in December 2017 that we would divest substantially all of our Closed Block Variable Annuity segment and our individual fixed and fixed indexed annuity business through an agreement with a consortium of investors led by affiliates of Apollo Global Management, LLC, Crestview Partners and Reverence Capital Partners (the transaction). This transformational transaction will significantly reduce our market and insurance risk, eliminate the CBVA tail risk and volatility, and enable us to focus on our higher-growth, higher-return, capital-light Retirement, Investment Management and Employee Benefits businesses.

We have a clearly defined roadmap to grow our bottom-line results following the transaction, including executing on growth initiatives in Retirement, Investment Management and Employee Benefits. Moreover, in addition to our existing cost-savings initiatives, we will undertake further efforts to reduce expenses associated with the businesses involved in the transaction, and in corporate and shared services functions.

We expect to close the transaction in Q2 or Q3 of 2018, subject to customary closing conditions, including regulatory approvals.

Strong growth and returns in 2017.

We achieved significant growth in each of our businesses in 2017 and achieved our 2018 Ongoing Business Adjusted Operating Return on Equity target more than a year ahead of schedule. Our Retirement business increased its assets under management by 14% in 2017. It also achieved all-time high small-mid corporate net flows and deposits and all-time high tax-exempt deposits.

Our Investment Management business increased its external clients assets under management by 11% in 2017. The strong sales and net flow results in 2017 were the result of actively-managed specialty fixed income mandates and new CLO and private equity issuances.

Our Employee Benefits business increased its in-force premium by 8% in 2017. We also took pricing actions in 2017 that returned our loss ratio for stop loss to the 77-80% annual target range.

Strong capital position.

We maintained robust capital with excess capital of $738 million at December 31, 2017 and a strong estimated combined risk-based capital ratio of 476% at December 31, 2017, well above our target of 425%. In 2017, we continued to provide value to stockholders by repurchasing $1 billion of our common stock, including entering into a $500 million accelerated share repurchase agreement announced in the fourth quarter of 2017. Since our IPO and through year-end 2017, we had repurchased $3.8 billion of our common stock. In connection with the transaction, we expect immediately deployable capital in excess of $500 million and intend to utilize the deployable capital for additional share repurchases. In February 2018, our board of directors provided authorization to repurchase an additional $500 million of our common stock, bringing our current authorization to just over $1 billion.

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Shareholder value creation.

Our stock price appreciated significantly from $39.32 at the open on January 3, 2017 to $50.13 at the close on December 28, 2017, representing a 28% appreciation in 2017; and an appreciation of 154% since our IPO on May 1, 2013, compared to appreciations of 98% for our peer median and 69% for S&P 500 over the same period.

IPO-to-2017 Year End Price Performance

Source: FactSet. Peers include: Ameriprise Financial Inc, Principal Financial Group, Inc., The Hartford Financial Services Group Inc., Lincoln National Corp., MetLife, Inc., Prudential Financial, Inc. and Brighthouse Financial, Inc. Note: Brighthouse Financial, Inc. included in median since normal course trading commencement on 08/04/17.

2. What did we change for 2017?

2017 Compensation Highlights What is New in 2017

We made several notable changes to our compensation program in 2017. The changes are a result of our continued transformation to adopt best practices that align with shareholder interest and our strategy, our review of the say-on-pay vote result in the 2017 annual meeting, as well as reflect the feedback we have received from shareholders and proxy advisors in our proactive shareholder outreach program. The key changes in 2017 are described below:

What we changed	Why we made the change
Replaced Ongoing Business Adjusted Operating Earnings in the annual incentive program with Adjusted Operating Earnings per Share	We added the Adjusted Operating Earnings per Share metric to broaden the measurements we use to determine the compensation of our senior management. By replacing an ongoing business metric with operating earnings per share, we further incorporate our total company performance into the compensation process.

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What we changed	Why we made the change
Increased the weightings of Ongoing Business Adjusted Operating ROE in the annual incentive plan	We increased the weightings of Ongoing Business Adjusted Operating ROE and Adjusted Operating Earnings per Share from 30% to 35% and decreased the weighting of Distributable Cash Flow Before Holding Company Expenses from 30% to 20% in the annual incentive plan. This change is part of our continued evolution to emphasize operating results in our compensation process. As part of that evolution, we removed Distributable Cash Flow Before Holding Company Expenses from our long-term incentive plan last year but retained it in our annual incentive plan.
Increased the weighting of relative total shareholder return versus peer group in the long-term incentive plan	We increased the weighting of relative total shareholder return versus peer group, a relative metric, from 40% to 50% in the PSUs in our long-term incentive plan and decreased the weighting of Ongoing Business Adjusted Operating ROE from 60% to 50%. The rationale for this change was to de-emphasize Ongoing Business Adjusted Operating ROE given it is a metric that we also use in the annual incentive plan. In addition, we believe it is beneficial to increase the weighting of a relative metric as absolute metrics may reflect economic factors or industry-wide trends that are beyond our control, rather than an individual executive s performance.

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Significant Compensation and Governance Changes Since our IPO in 2013

The changes we made in 2017 are a continuation of multi-year enhancements to our executive compensation program which strengthened the alignment of pay and performance and included the adoption of more transparent performance metrics. We are a former subsidiary of ING Group and completed our IPO in May 2013. In March 2015, ING Group completed the sale of all of its holding of our common stock. As a result of our history, following the IPO, we were subject to European regulations that limited our ability to fully implement our intended compensation programs. The charts below describe changes implemented since our IPO and summarize our executive compensation governance practices.

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Key Compensation-Related Governance Practices

What we do:

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

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

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

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

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

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

What we don t do

v No single trigger vesting of change of control benefits

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

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

What Changes are Planned for the 2018 Compensation Program

Each year, the Compensation and Benefits Committee reviews the design of our compensation elements and makes changes as needed to improve alignment with our guiding principles. In making the changes, the Compensation and Benefits Committee takes into account feedback we have received during our shareholder outreach in the summer and fall months, after the completion of our annual shareholders meeting. For the 2018 compensation program, the following changes will be made:

For the annual incentive plan, we intend to make the following changes:

Ø As previously discussed, we are continuing our evolution to remove Distributable Cash Flow Before Holding Company Expense from our compensation process and we plan to remove this metric from our compensation process completely in 2018.

Ø We plan to replace Ongoing Business Adjusted Operating ROE with Ongoing Business Adjusted ROC and rename it Adjusted Operating Return on Allocated Capital in order to focus our compensation decisions on awarding achievement of competitive returns on allocated capital.

Ø We intend to replace Operating EPS with Adjusted Operating Earnings Before Income Taxes.

For the long-term incentive plan, we intend to make the following changes:

Ø We will add Adjusted Operating EPS to the long-term plan as a metric.

Ø We plan to re-define Ongoing Business Adjusted Operating ROE with a more standard definition.

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3. How do we determine pay?

Compensation Principles

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

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

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

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

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

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Elements of Compensation

The following table presents the principal elements of the compensation programs that applied to our NEOs for 2017. The elements of compensation were designed to provide a variety of fixed and at-risk compensation related to the achievement of the Company s short-term and long-term objectives.

Incentive Type	Compensation Element	Form of Compensation	Performance Metric - 2016	Performance Metric - 2017	Objective/Purpose	Subject to Clawback and Forfeiture	2017 Actions
Fixed	Base salary	Cash	Individual performance goals	Individual performance goals	Compensates NEOs for the day-to-day services performed for the Company. Attracts and retains talented executives with competitive compensation levels.	No	Base salary largely remained consistent with 2016.
Variable	Annual cash incentive compensation	Cash	Ongoing Business Adjusted Operating Earnings before Income Taxes (30%) Ongoing Business Adjusted Operating Return on Equity (30%) Distributable Cash Flow Before Holding Company Expense	Adjusted Operating Earnings Per Share (35%) Ongoing Business Adjusted Operating Return on Equity (35%) Distributable Cash Flow Before Holding Company Expense (20%)	Motivates executives to achieve performance goals selected individually based on the Company s annual business plan. Promotes differentiation of pay based on business and individual performance and rewards executives for attaining annual objectives.	Yes	Performance was above target in all four metrics, resulting in a 140% funding.

		(30%) Strategic Indicators (10%)	Strategic Indicators (10%)			
Long-term equity-based incentive compensation	Performance Stock Units (55%)	Ongoing Business Adjusted Operating Return on Equity (60%) Relative Total Shareholder Return vs. Compensation Peer Group (40%)	Ongoing Business Adjusted Operating Return on Equity (50%) Relative Total Shareholder Return vs. Compensation Peer Group (50%)	Equity-based compensation helps to create a culture focused on long-term value creation and share ownership, and is used to retain executive talent.	Yes	Targets were increased for certain NEOs in connection with amended employment agreement (in the case of the CEO) or in connection with increased responsibilities.
	Restricted Stock Units (45%)				Yes	

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Incentive Type	Compensation Element	Form of Compensation	Performance Metric - 2016	Performance Metric - 2017	Objective/Purpose	Subject to Clawback and Forfeiture	2017 Actions
Benefits and Perquisites	Retirement, deferral and health and welfare programs				Addresses retirement savings and health insurance needs of executives with competitive benefits programs. Aligns with philosophy of attracting and retaining talented individuals. It is offered to all employees.	No	
	Perquisites and other benefits				Aligns with our approach of attracting and retaining talented individuals by offering limited perquisites and other benefits similar to or below those provided by peer companies.	No	

Why we use these metrics

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

Ongoing Business Adjusted Operating Return on Equity

Ongoing Business Adjusted Operating ROE is a particularly important metric for our Company. We introduced the metric and a three year goal at our IPO in 2013. Since our IPO, we reached two Ongoing Business Adjusted Operating ROE goals ahead of schedule, first in 2014 and again in 2017.

We assign the greatest weight to this metric under our compensation program because it had been a metric that we reported on at every earnings call and it was recognized and tracked by investors and analysts as a key indicator of our ongoing operational performance and profitability. Our ongoing business results include our Retirement, Investment Management, Annuities, Individual Life and Employee Benefits segments, and exclude the results of our corporate segment as well as our closed block activities, including our Closed Block Variable Annuity business. In 2009, we made the decision to cease sales of retail variable annuity products with substantial guarantee features and placed this business in run-off. As such, we manage the closed blocks separately from our ongoing business and therefore, we believe it is appropriate to align our compensation decisions with ongoing business. As noted earlier, we recently announced the sale of our Closed Block Variable Annuity business which will enable us to focus on the growth of our ongoing business.

Ongoing Business Adjusted Operating ROE excludes the effect of period-to-period volatility that can be caused by DAC/VOBA and other intangibles unlocking that are not indicative of the financial performance of our ongoing business and the underlying profitability factors. We believe Ongoing Business Adjusted Operating ROE is a good metric to measure management s performance and base compensation decisions on because it indicates the underlying financial performance of our ongoing business while excluding items that are not indicative of ongoing trends. Importantly, it measures how effectively we use equity capital in our ongoing business and hence is directly aligned with shareholder interests. With the planned closing of the transaction in 2018, we intend to change the definition of Ongoing Business Adjusted Operating ROE in 2018 so that it will be more comparable to similar metrics used by our peers. Ongoing Business Adjusted Operating Return on Equity is a non-GAAP financial measure. See Exhibit A Non-GAAP Financial Measures.

Relative Total Shareholder Return versus Compensation Peer Group

We introduced this metric for the 2016 compensation program to add a relative performance metric to our program. This metric provides a direct correlation between total shareholder return results and our compensation decisions, hence strengthening the alignment of our compensation decisions with stockholder interests.

Adjusted Operating Earnings per Share

We introduced this metric for the 2017 compensation program to broaden the measurements we use to calculate the compensation of our senior management. We believe this metric indicates the financial performance of the total company and the underlying profitability factors, and excludes items that are not indicative of ongoing trends. In particular, this metric excludes the effect of period-to-period volatility that can be caused by DAC/VOBA and other intangibles unlocking that are not indicative of our ongoing performance. By replacing an ongoing business metric with consolidated operating earnings per share, we further incorporate our total company performance into the compensation process. We measure EPS on an absolute basis to minimize the complications associated with relative EPS, such as having to adjust peer companies EPS for exclusions. Adjusted Operating Earnings per Share is a non-GAAP financial measure. See Exhibit A Non-GAAP Financial Measures.

Distributable Cash Flow before Holding Company Expenses

This metric measures how effectively we are generating capital and managing the capital structure of our business. It incorporates our holding company liquidity and the amount of capital above our targeted capital levels that are held at our regulated insurance subsidiaries and is a metric that measures total company results. Distributable cash flow indicates the amount that we have available to return to shareholders in the form of share repurchases and dividends. We have continued to assign less weight to this metric in calculating the compensation of our senior management as part of our continued evolution to emphasize operating results in our compensation process. See Exhibit A Distributable Cash Flow for a calculation of this metric.

Strategic Indicators

We introduced this metric for the 2016 compensation program in order to broaden the measurements we use to calculate the compensation of our senior management by adding a relative performance metric to our program. The strategic indicators are a portfolio of indicators that drive growth and margin expansion. The indicators include net flows growth, inforce premium growth and cost savings from our strategic investment program. We believe this is a useful compensation metric as it aligned compensation decisions with measures and strategies that contributed to the achievement of our ROE goal.

Participants of the Process to Determine Compensation

Compensation and Benefits Committee

The Committee is responsible to our board for:

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

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

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

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

Chief Executive Officer

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

Compensation Consultant

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

Evaluating Market Competitiveness

Comparison group

In late 2013 the Compensation and Benefits Committee established a comparison group of peer companies, with the assistance and advice of the Company s management and Pay Governance. The Compensation and Benefits Committee used this comparison group, in part, to evaluate the Company s compensation policies and practices, and as a means by which to measure the compensation packages of its executives. In establishing the comparison group, the Compensation and Benefits Committee considered certain factors, including whether potential member companies competed with us in the same competitive labor market or in similar lines of business, the potential member company s market capitalization, and various other factors, including the revenues, workforce size and assets under management or assets under administration of potential member companies.

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For 2017, the comparison group of companies considered by the Compensation and Benefits Committee (which we refer to in this CD&A as the Comparison Group) for competitive data for all of our NEOs except for Ms. Hurtsellers included the following companies:

Ameriprise Financial, Inc.

Eaton Vance Corp.

Genworth Financial, Inc.

The Hartford Financial Services Group, Inc.

Invesco Ltd.

Legg Mason, Inc.

Lincoln National Corp.
Manulife Financial Corp.

Metlife, Inc.

T. Rowe Price Group, Inc.

Principal Financial Group, Inc.

Prudential Financial, Inc.

Sun Life Financial Inc.

Torchmark Corp.

Unum Group

Surveys and competitive data

As part of its 2017 compensation review, the Compensation and Benefits Committee also considered compensation data provided by a number of surveys and sources to determine the relative competitiveness of compensation programs as well as competitive levels of pay. These surveys included a diversified study of executive compensation in the insurance industry prepared by Willis Towers Watson (which we refer to as the Willis Towers Watson Survey) and a survey of investment management companies prepared by McLagan, a consulting firm that provides market pay and performance information in the financial services industry. For purposes of the McLagan survey, we used the following group of investment and asset management companies (which we refer to in this CD&A as the IM Comparison Group) when considering competitive data for Ms. Hurtsellers:

AEGON USA, LLC

American Century Investments

Baring Asset Management LLC

Columbia Threadneedle Investments, LLC

Conning Holdings Corp.

Delaware Investments

Janus Capital Group

Jennison Associates, LLC

Loomis, Sayles & Company, L.P.
MFS Investment Management

Morgan Stanley Investment Management

New York Life Investment Management LLC

Nuveen Investments

Old Mutual Asset Management

Oppenheimer Funds, Inc.

Principal Global Investors

Putnam Investments

Trust Company of the West

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

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4. How did we pay for performance?

Pay Mix Shows Significant Variable Pay. Approximately 91% of the total compensation delivered to our CEO and 86% delivered to our other NEOs in 2017 is variable. By variable, we mean there is no guarantee that executives will actually realize the originally intended target compensation values. This variable feature demonstrates management s alignment with shareholders interests as the delivery of the variable compensation is dependent on performance, including our stock price performance.

Determination of 2017 Compensation

In early 2017, the Compensation and Benefits Committee met multiple times to consider the compensation opportunity that would be provided to the Company s NEOs and other senior executives during 2017. These considerations included an assessment of the Company s compensation practices and compensation packages against those of the Comparison Group (and for Ms. Hurtsellers, the IM Comparison Group), including in particular an assessment of the total target compensation opportunity for each NEO. In addition, the Compensation and Benefits Committee considered the vote result of our say-on-pay proposal in 2017 and took into account the outcome of the vote in reviewing our executive compensation programs and policies. Shareholders voted 94% in favor of the Company s Say on Pay proposal on executive compensation (based on shares voted). The Compensation and Benefits Committee considered the vote to be an endorsement of the Company s executive compensation programs and policies, and took into account the outcome of the vote in reviewing those programs and policies.

Following the review, the Compensation and Benefits Committee also established, for purposes of the annual cash incentive awards opportunities to the NEOs, performance measures and targets that would apply for the 2017 performance year.

Base salary

Base salary for the NEOs in 2017 stayed largely consistent with 2016 base salary. In the case of Mr. Martin, base salary for 2017 was set forth in his employment agreement and was unchanged from 2016. The base salary for our other NEOs was established after considering several factors, including promotions, the NEO s experience, the NEO s responsibilities, the NEO s 2017 performance, the NEO s 2017 base salary and the competitiveness of that base salary as compared to internal peers and similarly situated executives at companies that compete with us for executive talent. In the case of Mr. Smith, Mr. Karaoglan and Mr. Nelson, this included consideration of executive compensation paid by certain companies included in the Comparison Group. In the case of Ms. Hurtsellers, this review included Ms. Hurtsellers total incentive opportunity as compared to similarly situated executives in the IM Comparison Group. Mr. Martin, Mr. Smith, Ms. Hurtsellers and Mr. Nelson s base salaries were unchanged from their respective 2016 salaries. Mr. Karaoglan s base salary increased slightly from $740,000 to $750,000.

Annual cash incentive compensation

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

The annual incentive compensation payment with respect to 2017 was paid in March 2018. In this CD&A, references to 2017 annual incentive compensation awards are to the annual incentive compensation amounts that were paid to NEOs in March 2018, which were designed to recognize individual, Company and business unit performance during 2017. As described in more detail below, an NEO s annual incentive award is determined after taking into account the performance of the Company under several financial measures and based on a qualitative assessment of individual performance and other factors considered relevant by the Compensation and Benefits Committee.

The Compensation and Benefits Committee determined 2017 annual incentive compensation for our NEOs by applying a multi-step process:

Each of these steps is described in more detail below:

Step 1: Establishment of Annual Incentive Compensation Target Opportunity and Maximum Award. Each NEO s 2017 target and maximum annual incentive opportunities were determined under the terms of their respective employment agreements and offer letters, and reviewed by the Compensation and Benefits Committee in early 2017 or in connection with their promotions, with reference to the compensation amounts publicly disclosed by the Comparison Group (with respect to Messrs. Martin, Smith, Karaoglan, and Nelson) or the IM Comparison Group (with respect to Ms. Hurtsellers) to assess competitiveness. The target and maximum annual incentive amounts were considered as one element of our NEOs overall total direct compensation opportunity, and, based in part on this review, total direct compensation opportunities were set with reference to median total target compensation as reflected in the comparative data.

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Target annual incentive award opportunities for the NEOs in 2017, as a percentage of base salary, were as follows:

2017 Target Annual Incentive Awards	
Mr. Martin	220%
Mr. Smith	150%
Mr. Karaoglan	160%
Ms. Hurtsellers	300%
Mr. Nelson	125%

Unchanged from our 2016 approach, the maximum 2017 incentive opportunity was capped at two times the target award opportunity for all NEOs except for Ms. Hurtsellers, whose maximum incentive opportunity was capped at three times the target award opportunity, reflecting market practice among the IM Comparison Group, as reflected in the survey of such companies conducted by McLagan.

Step 2: Establishment of Preliminary Annual Incentive Compensation Amounts. Preliminary annual incentive amounts were determined based on Company performance in 2017 against target performance levels set by the Compensation and Benefits Committee during the first quarter of 2017, based on business forecasts and projections. Achievement against these targets was assessed by the Compensation and Benefits Committee during the first quarter of 2018, following the availability of Company financial information for 2017.

For 2017 annual incentive awards, preliminary annual compensation amounts were based on the target annual incentive compensation amounts for each of our NEOs, and on the Company financial performance under four financial measures: Adjusted Operating Earnings per Share, Ongoing Business Adjusted Operating Return on Equity, Distributable Cash Flow Before Holding Company Expenses and Strategic Indicators. Each of Adjusted Operating Earnings per Share and Ongoing Business Adjusted Operating Return on Equity is a non-GAAP financial measure. See Exhibit A Non-GAAP Financial Measures. See Exhibit A Distributable Cash Flow for a calculation of the distributable cash flow before holding company expenses.

Measure	Weight	Minimum Performance for Payment	Performance for Target Payout	Performance for Maximum Payout	Actual Performance, as Reported	Performance, as Adjusted for Compensation Purposes[2]	Payout as Percentage of Target
Adjusted Operating Earnings per Share	35%	$ 2.70	$ 3.38	$ 4.06	$ 4.16		150%
Ongoing Business Adjusted Operating Return on Equity	35%	10.6%	13.2%	15.8%	16.2%	15.8%	150%
Distributable Cash Flow	20%	$ 325	$ 650	$ 975	$ 725		112%

Before Holding Company Expense ($ in million)						
Strategic Indicators[1]	10%	1.5	3.0	4.5	3.9	130%
Total	**100%**					**140%**

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

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

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

Under Mr. Martin s leadership, the company s key accomplishments for 2017 include:

- Continued to improve our financial performance, exceeding our 2018 Ongoing Business Adjusted Operating Return on Equity target more than a year ahead of schedule
- Reached an agreement to sell substantially all of our CBVA segment and our Annuities business. This transaction will significantly reduce our market and insurance risk, and make Voya a more streamlined company focused on our high-growth and capital light businesses
- Continued to provide value to shareholders by repurchasing 11.4 million shares of our common stock using $1 billion in excess capital
- Continued to foster a culture of diversity, inclusion and equality, for which the Company was recognized externally for our commitment, including being named one of *Fortune* s World s Most Admired Companies, joining Bloomberg s Gender Equality Index, and becoming one of the 2018 World s Most Ethical Companies® for the fifth consecutive year

Mr. Smith s key accomplishments for 2017 include:

- Concluded 2017 with excess capital of almost $750 million
- Obtained $481 million of extraordinary dividend approvals from regulators
- Led the company s significant share repurchasing activity of $1 billion
- Launched a multi-year transformation initiative to streamline our Sarbanes-Oxley process across Voya by upgrading talent, rationalizing controls and processes, implementing better tools and re-engineering documentation and testing approach

Mr. Karaoglan s key accomplishments for 2017 include:

- Oversaw strong results and achievements of our Retirement, Investment Management, Annuities, Individual Life and Employee Benefits businesses

- Oversaw the company s Brand and Marketing efforts that enabled our brand to become a differentiating factor among our peers

Ms. Hurtsellers key accomplishments for 2017 include:

- Achieved record levels in IM sourced flows, earnings, and assets under management

- Exceeded internal targets on adjusted operating earnings, adjusted return on capital, distributable earnings, and IM-sourced gross sales and net flows

- Implemented strategic organizational changes to functionalize the segment, leverage efficiency saves to achieve financial targets, enable reinvestment in the business and provide new opportunities for its talent

Mr. Nelson s key accomplishments for 2017 include:

- Exceeded adjusted return on capital, adjusted operating earnings and distributable cash flow performance targets. Net flows hit an all-time high for Small/Mid Corporate Markets

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Retirement accelerated sales growth in all market segments with a sharp focus on positioning the business for sustainable growth

Guaranteed Minimum Interest Rate (GMIR) initiative delivered significant improvement to Retirement s adjusted return on capital by executing on a strategy to address challenges created by sustained low interest rate environment

Following this assessment, the Compensation and Benefits Committee considered the total 2017 compensation package being proposed for each NEO. Following this review and assessment, the Compensation and Benefits Committee adjusted the annual compensation amount payable to each NEO to between 148% and 189% of the preliminary payout determined pursuant to Step 2, above.

Annual Incentive Compensation Outcomes

The following table presents, for each NEO, the results of the foregoing annual incentive award determination, the target annual incentive compensation for 2017 and the amount of the award paid in the form of cash in March 2018.

Name	2017 Target Annual Incentive	2017 Target Annual Incentive after Applying 140% Company Funding	2017 Actual Annual Incentive Payment	% of Actual Payment to Target
Rodney O. Martin, Jr.	$ 2,200,000	$ 3,080,000	$ 3,250,000	148%
Michael S. Smith	$ 937,500	$ 1,312,500	$ 1,575,000	168%
Alain M. Karaoglan	$ 1,200,000	$ 1,680,000	$ 2,266,000	189%
Christine Hurtsellers	$ 1,800,000	$ 2,520,000	$ 2,898,000	161%
Charles P. Nelson	$ 875,000	$ 1,225,000	$ 1,470,000	168%

Long-term equity-based incentive compensation

Equity compensation is an important element of executive compensation, because it aligns executive pay with the performance of our stock, and in turn the interests of our stockholders. The equity grants for the NEOs include 55% performance stock units and 45% restricted stock units. The size of each award is generally based on each NEO s individual performance during the year preceding the grant date. We have historically made grants of equity-based awards in February, in respect of prior-year performance.

Grants made in 2017 for 2016 performance

The NEOs long-term equity awards granted in 2017 were considered for adjustment, either upwards or downwards, from 2016 levels, based on an assessment of individual performance during 2016.

The following table shows our NEO target long-term equity incentive amounts for 2016, expressed as a percentage of base salary, and based on the evaluations set forth above, the long-term incentive awards that our NEOs received in 2017:

	2017 Target Long-Term Equity Incentive		2017 Long-Term Incentive Awards
	% of base salary	$ amount	
Mr. Martin	630%	$ 6,300,000	$ 6,615,000
Mr. Smith	285%	$ 1,781,250	$ 1,870,313
Mr. Karaoglan	320%	$ 2,376,000	$ 2,494,800
Ms. Hurtsellers	250%	$ 1,500,000	$ 1,575,000
Mr. Nelson	250%	$ 1,750,000	$ 1,925,000

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Although these amounts were granted in respect of 2016 performance, because of the rules of the Securities and Exchange Commission governing the presentation of executive compensation in proxy statements, such amounts appear in the Summary Compensation Table and other tables below under Compensation of Named Executive Officers as compensation for 2017, because such awards were granted during 2017. Our equity-based awards granted under the Omnibus Plan are calculated and communicated to our NEOs based on various internal factors and qualifications, and are similar to award measurements used by companies that compete with us for executive talent. These internally communicated amounts do not necessarily reflect the grant date fair value of these awards (computed in accordance with FASB ASC Topic 718) which are required to be included in the Summary Compensation Table below.

Grants made in 2018 for 2017 performance

For each of our NEOs other than Mr. Martin, target long-term equity awards with respect to 2017 performance were set or reviewed by the Compensation and Benefits Committee during 2017, with reference to the survey and competitive data described above. The target long-term equity incentive amounts were considered as one element of our NEOs overall total direct compensation opportunity, and, based in part on this review, total direct compensation opportunities were set with reference to median total target compensation as reflected in the comparative data. For equity awards granted in respect of 2017 performance, we made grants on February 21, 2018. In 2018, long-term incentive awards to our NEOs were made on the basis of an evaluation of individual performance during 2017, which evaluations are described above under Step 3 of Annual Incentive Compensation determination process.

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

	2018 Target Long-Term Equity Incentive		2018 Long-Term Incentive Awards
	% of base salary	$ amount	
Mr. Martin	675%	$ 6,750,000	$ 6,750,000
Mr. Smith	285%	$ 1,781,250	$ 2,137,500
Mr. Karaoglan	380%	$ 2,850,000	(1)
Ms. Hurtsellers	300%	$ 1,800,000	$ 2,250,000
Mr. Nelson	250%	$ 1,750,000	$ 2,187,500

(1) Mr. Karaoglan departed the Company on March 30, 2018.

Although these amounts were granted in respect of 2017 performance, because of the SEC rules governing the presentation of executive compensation in proxy statements, such amounts do not appear in the Summary Compensation Table and other tables below under Executive Compensation Tables and Narratives as compensation for 2017, because such awards were granted during 2018.

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Payout for previously granted performance stock units

The table below shows the 2017 performance result and the payout for the PSUs granted in 2015.

Measure ($ in million)	Weight	Minimum Performance for Payment	Performance for Target Payout	Performance for Maximum Payout	Actual Performance, as Reported	Performance, as Adjusted for Compensation Purposes	Payout as Percentage of Target
Ongoing Business Adjusted Operating Return on Equity	50%	10.6%	13.2%	15.8%	16.2%	15.8%	150%
Distributable Cash Flow Before Holding Company Expense	50%	$ 325	$ 650	$ 975	$ 725		112%
Total	**100%**						**131%**

Ongoing Business Adjusted Operating Return on Equity is a non-GAAP financial measure. See Exhibit A-Non-GAAP Financial Measures. See Exhibit A-Distributable Cash Flow for a calculation of the distributable cash flow before holding company expenses.

Other Compensation Practices and Considerations

Health and Insurance Plans

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

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

Our NEOs generally are eligible for the same retirement benefits as full-time and part-time employees under the Company s broad-based, tax-qualified retirement plans. As described further in the narrative description preceding the table entitled Pension Benefits in 2017 , below, the Company sponsors the Voya Retirement Plan (the Retirement Plan), a tax-qualified, noncontributory, cash balance formula, defined benefit pension plan for eligible employees.

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

In addition to the tax-qualified retirement benefits described above, the Company also maintains the Voya Supplemental Executive Retirement Plan (the SERP) and the Voya 409A Deferred Compensation Savings Plan (the DCSP). The SERP and the DCSP permit our NEOs and certain other employees whose participation in our tax-qualified plans is limited due to compensation and contribution limits imposed under the Internal Revenue Code (the Code), to receive the benefits on a non-qualified basis that they otherwise would have been eligible to receive under the Retirement Plan and the 401(k) Plan if it were not for the Code s compensation and contribution limits. For purposes of determining benefits under the SERP and the DCSP, eligible compensation is limited to three times the Code compensation limit, which was $270,000 for 2017. See the narrative description

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preceding the table entitled Pension Benefits in 2017 for more detail of the Retirement Plan and the SERP. See the narrative description preceding the table entitled Nonqualified Deferred Compensation Plans Table for 2017 for more detail of the DCSP.

Perquisites and Other Benefits

During 2017, we provided the NEOs with Company-selected independent advisors to assist them with financial planning, tax and legal issues. In addition, certain of our NEOs have personal use of a company car and driver (principally for commuting purposes), and in certain cases the Company provided travel-related perquisites, including for spousal travel. We impute as income the cost of these perquisites and other benefits. See All Other Compensation Table for 2017 , below, for additional information concerning perquisites.

Dividend Equivalent Rights

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

Tax Deductibility of Compensation

Under Section 162(m) of the Internal Revenue Code, as amended by the recently enacted Tax Cuts and Jobs Act, a public company generally may not deduct compensation in excess of $1 million paid to its chief executive officer, the chief financial officer and the three other most highly compensated executive officers, effective for tax years beginning after 2017, subject to a transition rule for written binding contracts which were in effect on November 2, 2017, and which were not modified in any material respect on or after such date. In the past, Section 162(m) s deductibility limitation was subject to an exception for compensation that qualified as performance based .

Historically, the Compensation and Benefits Committee sought to minimize the impact of Section 162(m) through reliance on the performance based compensation exemption while maintaining overall NEO compensation packages that it deemed to be in the interests of the Company. However, the Company has always reserved the right to pay compensation that is not exempt from the deduction limit, when it deems such compensation to be in the interests of the Company.

Under Section 162(m)(6) of the Internal Revenue Code, which was introduced as part of the 2010 Affordable Care Act, certain health insurance providers cannot deduct compensation for any employees in excess of $500,000. The Company has determined that it is not subject to Section 162(m)(6) for calendar years 2010 through 2017. The Department of the Treasury issued final regulations under Section 162(m)(6) in 2014. The regulations preamble notes that additional guidance could be issued with respect to matters left unaddressed. The Company is continuing to monitor this issue and will determine whether the Section 162(m)(6) limitations will apply in the future if and when any such guidance is provided. To the extent that the Company is subject to any of these limits on deductibility of compensation, the Company reserves the right to approve non-deductible compensation.

RELATIONSHIP OF COMPENSATION POLICIES AND PRACTICES TO RISK MANAGEMENT

5. How do we address risk and governance?

The Company adheres to compensation policies and practices that are designed to support a strong risk management culture. In particular, in 2015, the Compensation and Benefits Committee approved a new Human

Resources Risk Policy which outlines the roles and responsibilities of the Compensation and Benefits Committee and management to monitor compensation and benefit risks as well as key talent risks. The Policy is based on the following principles:

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

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

- Determination of incentive awards based on a variety of performance metrics, thus diversifying the risk associated with any single indicator of performance;
- Long-term compensation awards and vesting periods that encourage a focus on sustained, long-term results;
- A mix of fixed and variable, annual and long-term, and cash and equity compensation designed to encourage actions that are in our long-term best interest;
- Maximum discretionary incentive opportunities are capped and remained unchanged from 2016 to 2017; and
- Our equity plans do not allow re-pricing of stock options and require double trigger vesting for awards upon a change of control.

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

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EXECUTIVE COMPENSATION TABLES AND NARRATIVES

Summary Compensation Table

The following table presents the cash and other compensation for our NEOs for 2017, 2016 and 2015.

Summary Compensation Table

Name and Principal Position	Year	Salary[1]	Bonus[2]	Stock Awards[3]	Option Awards[4]	Non-Equity Incentive Plan Compensation[5]	Change in Pension Value[6]	All Other Compensation[7]	Total
Rodney O. Martin, Jr., Chairman and CEO	2017	$ 1,000,000	$	$ 6,614,961	$	$ 3,250,000	$ 37,906	$ 86,205	$ 10,989,072
	2016	$ 1,000,000	$	$ 6,399,977	$	$ 2,069,000	$ 37,701	$ 84,852	$ 9,591,531
	2015	$ 1,000,000	$	$ 6,400,005	$ 1,889,321	$ 1,850,000	$ 35,248	$ 69,868	$ 11,244,442
Michael S. Smith, EVP & CFO	2017	$ 625,000	$	$ 1,870,282	$	$ 1,575,000	$ 47,517	$ 66,025	$ 4,183,824
	2016	$ 582,576	$ 350,000	$ 2,111,159	$	$ 881,719	$ 32,053	$ 69,717	$ 4,027,224
	2015	$ 575,000	$	$ 1,727,056	$ 1,322,168	$ 677,607	$ 26,588	$ 70,338	$ 4,398,757
Alain M. Karaoglan, EVP & COO	2017	$ 748,333	$	$ 2,494,727	$	$ 2,266,000	$ 46,605	$ 66,282	$ 5,621,947
	2016	$ 733,333	$	$ 2,463,985	$	$ 1,113,552	$ 32,740	$ 68,025	$ 4,411,635
	2015	$ 700,000	$	$ 2,688,045	$ 1,417,288	$ 997,920	$ 27,576	$ 70,619	$ 5,901,448
Christine Hurtsellers, CEO Investment Management	2017	$ 600,000	$	$ 1,574,978	$	$ 2,898,000	$ 225,956	$ 66,334	$ 5,365,268
	2016	$ 466,667	$	$ 2,286,207	$	$ 2,178,000	$ 110,603	$ 61,700	$ 5,103,177
Charles P. Nelson, CEO Retirement and Employee Benefits	2017	$ 700,000	$	$ 2,150,422	$	$ 1,470,000	$ 35,790	$ 105,641	$ 4,461,853
	2016	$ 700,000	$ 233,333	$ 1,917,463	$	$ 866,250	$ 29,630	$ 88,154	$ 3,834,830
	2015	$ 466,667	$ 200,000	$ 1,872,826	$ 1,322,168	$ 779,625	$ 16,689	$ 41,294	$ 4,699,269

(1) Amounts in this column represent salary that was actually paid to each NEO during the listed calendar year. Mr. Smith s 2016 salary is based on his annualized base salary of $575,000 from January 1, 2016 through November 6, 2016 and an annualized base salary of $625,000 from November 7, 2016 through December 31, 2016. Mr. Karaoglan s 2017 salary is based on his annualized base salary of $740,000 from January 1, 2017 through February 28, 2017 and an annualized base salary of $750,000 from March 1, 2017 through December 31, 2017. Mr. Karaoglan s 2016 salary is based on his annualized base salary of $700,000 from January 1, 2016 through February 28, 2016 and an annualized base salary of $740,000 from March 1, 2016 through December 31, 2016. Ms. Hurtsellers 2016 salary is based on her annualized base salary of $400,000 from January 1, 2016

through August 31, 2016 and an annualized base salary of $600,000 from September 1, 2016 through December 31, 2016. Mr. Nelson s 2015 annualized base salary of $700,000 is pro-rated from May 1, 2015, his date of hire, through December 31, 2015.

(2) The amount in this column for Mr. Smith for 2016 reflects a one-time discretionary cash payment in connection with his promotion to EVP and Chief Financial Officer. The amount in this column for Mr. Nelson in 2016 & 2017 each reflect 1/3 of a $700,000 deferred cash award in connection with his offer of employment. The amount in this column in 2015 for Mr. Nelson reflects a one-time sign-on cash award that was paid in connection with his offer of employment.

(3) Amounts in this column include the grant date fair value calculated in accordance with FASB ASC Topic 718 for 2015, 2016 and 2017 time-based and performance-based awards (at target) granted to the NEOs, in each case under the 2014 Omnibus Plan, and in each case in respect of prior year performance (with the exception of awards granted to Mr. Nelson in connection with his hire). Maximum payout (150% of target) for PSUs would result in the following grant date fair values:

	Maximum target (150% of target) for PSUs		
NEO	**2017**	**2016**	**2015**
Mr. Martin	$ 5,457,303	$ 5,279,967	$ 5,280,001
Mr. Smith	$ 1,542,997	$ 1,246,727	$ 1,424,857
Mr. Karaoglan	$ 2,058,152	$ 2,032,797	$ 2,217,633
Ms. Hurtsellers	$ 1,299,366	$ 404,979	n/a
Mr. Nelson	$ 1,926,276	$ 1,694,944	$ 259,280

For Mr. Smith and Ms. Hurtsellers, 2016 stock awards include time-based awards granted in November 2016 in connection with their respective promotions; for Ms. Hurtsellers, time-vested awards granted in March 2016 include a component representing the portion of her annual incentive that was subject to automatic deferment, for prior year performance; for Mr. Nelson, 2017 stock awards also include a PSU award granted in February 2017 in connection with his offer of employment; his 2016 stock awards also include a PSU award granted in March 2016 in connection with his offer of employment; his 2015 stock awards represent two time-vested RSU awards granted in May 2015 and a PSU award granted in September 2015 in connection with his offer of employment. For a discussion of the valuation methodology for the PSUs, see Footnote 1 to the financial statements in the Company s Annual Report on Form 10-K for the year ended December 31, 2017.

(4) Amounts in this column include the grant date fair value calculated in accordance with FASB ASC Topic 718 of performance-vested options granted in 2015 to the NEOs, in each case under the Omnibus Plan.

(5) Amounts in this column for all NEOs include the cash portion of the annual incentive awarded for prior-year performance. Amounts in this column for 2017 represent amounts paid under the Voya Financial, Inc. 2017 Annual Cash Incentive Plan for 2017 performance, including amounts paid in excess of Plan maximums due to the effect of the pending transaction on 2017 operating earnings. For Ms. Hurtsellers, a portion of the award for 2015 performance (granted in 2016) has been deferred in the form of time-vested RSUs issued under the Omnibus Plan, which vests/has vested between 2017 and 2019.

(6) Amounts in this column represent the net changes in actuarial present value under the Retirement Plan and the SERP.

(7) All amounts in this column for 2017 are described in more detail in the table below entitled All Other Compensation Table for 2017 .

All Other Compensation

The table below presents the breakdown of the All Other Compensation column:

All Other Compensation Table for 2017

Name	401(k) Plan Employer Match[(1)]	DCSP Employer Match[(2)]	Financial Tax Services[(3)]	Gross-Ups	Other[(4)]	Total
Rodney O. Martin, Jr.	$ 13,500	$ 35,100	$ 17,425	$	$ 20,180	$ 86,205
Michael S. Smith	$ 15,429	$ 33,171	$ 17,425	$	$	$ 66,025
Alain M. Karaoglan	$ 13,500	$ 35,100	$ 17,425	$	$ 257	$ 66,282
Christine Hurtsellers	$ 5,400	$ 43,200	$ 17,425	$	$ 309	$ 66,334
Charles P. Nelson	$ 13,500	$ 35,100	$ 17,425	$	$ 39,616	$ 105,641

(1) See the narrative under Tax-qualified and Non-qualified Retirement and Other Deferred Compensation Plans for a description of the material terms of the 401(k) Plan.

(2) See the narrative under Tax-qualified and Non-qualified Retirement and Other Deferred Compensation Plans for a description of the material terms of the DCSP.

(3) Amounts in this column represent the amounts actually paid by the company, on behalf of each NEO, to the company-selected financial advisor in 2017.

(4) Amounts in this column for Mr. Martin, Ms. Hurtsellers and Mr. Nelson represent the aggregate incremental cost to the company associated with travel perquisites, including for spousal travel. Amounts in this column include for Messrs. Martin and Karaoglan, the incremental cost to the company associated with the respective NEO s personal use of a company car and driver, the amount of which has been calculated based on an allocation of the total cost associated with the car and driver between business and personal usage, based on total miles driven. Personal usage of the car and driver was principally for commuting purposes.

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Grants of Plan-Based Awards

The table below presents individual grants of awards made to each NEO during 2017.

Grants of Plan-Based Awards Table for 2017

			Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards[(1)]			All Other Stock Awards	Estimated Future Payouts Under Option Awards		
Name	**Grant Type**	**Grant Date**	**Threshold**	**Target**	**Maximum**	**Threshold Number of Shares**	**Target Number of Shares**	**Maximum Number of Shares**	**Number of Shares of Stock**	**Number of Securities Underlying Options**	**Exercise Price of Options**	**Grant Date Fair Value of Stock Awards[(1)]**
Rodney O. Martin, Jr.	Omnibus Plan Long-Term Incentive RSUs	2/22/2017							69,713			$ 2,976,745
	Omnibus Plan Long-Term Incentive PSUs	2/22/2017				33,163	88,435	132,652				$ 3,638,216
	Annual Incentive			2,200,000	4,400,000							
Michael S. Smith	Omnibus Plan Long-Term Incentive RSUs	2/22/2017							19,710			$ 841,617
	Omnibus Plan Long-Term Incentive PSUs	2/22/2017				9,376	25,004	37,506				$ 1,028,665
	Annual Incentive			937,500	1,875,000							
Alain M. Karaoglan	Omnibus Plan Long-Term Incentive RSUs	2/22/2017							26,291			$ 1,122,626
	Omnibus Plan Long-Term Incentive PSUs	2/22/2017				12,507	33,352	50,028				$ 1,372,101
	Annual Incentive			1,200,000	2,400,000							

Christine Hurtsellers	Omnibus Plan Long-Term Incentive RSUs	2/22/2017						16,598	$ 708,735
	Omnibus Plan Long-Term Incentive PSUs	2/22/2017			7,896	21,056	31,584		$ 866,244
	Annual Incentive		1,800,000	3,600,000					
Charles P. Nelson	Omnibus Plan Long-Term Incentive RSUs	2/22/2017						20,286	$ 866,212
	Omnibus Plan Long-Term Incentive PSUs				9,650	25,735	38,602		$ 1,058,738
	Omnibus Plan Long-Term Incentive PSUs(3)	2/22/2017			2,305	6,147	9,220		$ 225,472
	Annual Incentive		875,000	1,750,000					

(1) These columns reflect PSUs granted on February 22, 2017 that are scheduled to cliff vest on February 22, 2020. The value at vesting will depend both on Voya s stock price at the time of vesting and on Voya s achievement of pre-established performance measures (Ongoing Business Adjusted Return on Equity (ROE) (50%) and Relative Total Shareholder Return (rTSR) (50%)). Maximum payout is 150% of target.

(2) Amounts in this column represent the grant date fair value calculated in accordance with FASB ASC Topic 718.

(3) Mr. Nelson received a grant of PSUs on February 22, 2017 as part of his offer of employment which are scheduled to vest based Voya s stock price at the time of vesting and on Voya s achievement of pre-established performance measures (Ongoing Business Adjusted Return on Equity (ROE) (50%) and Distributable Cash Flow Before Holding Company Expenses) (50%)). Maximum payout is 150% of target.

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Outstanding Equity Awards at Year End

The table below provides information concerning unexercised options and stock-based awards that have not vested for each NEO outstanding as of December 31, 2017.

Outstanding Equity Awards Table at 2017 Year End

	Option Awards					**Stock Awards**			
Name	**Number of Securities Underlying Unexercised Options Exercisable**	**Number of Securities Underlying Unexercised Options Unexercisable**	**Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options**	**Option Exercise Price**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested**	**Market Value of Shares or Units of Stock That Have Not Vested[1]**	**Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested**	**Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested[1]**
Rodney O. Martin, Jr.									
						28,122[2]	$ 1,391,195		
						5,725[2]	$ 283,216		
						21,710[3]	$ 1,073,994		
								26,534[4]	$ 1,312,637
			158,900[5]	$ 37.60	12/16/2025				
						61,244[6]	$ 3,029,741		
								112,280[7]	$ 5,554,492
						69,713[8]	$ 3,448,702		
								88,435[9]	$ 4,374,879
Michael S. Smith									
						4,409[2]	$ 218,113		
						919[2]	$ 45,463		
						5,859[3]	$ 289,845		
								7,161[4]	$ 354,255
			111,200[5]	$ 37.60	12/16/2025				
						14,461[6]	$ 715,386		
								26,512[7]	$ 1,311,549
						16,769[10]	$ 829,562		
						19,710[8]	$ 975,054		
								25,004[9]	$ 1,236,948

Alain M. Karaoglan							
				12,036(2)	$ 595,421		
				3,616(2)	$ 178,884		
				9,119(3)	$ 451,117		
						11,145(4)	$ 551,343
	119,200(5)	$ 37.60	12/16/2025				
				23,579(6)	$ 1,166,453		
						43,228(7)	$ 2,138,489
				26,291(8)	$ 1,300,616		
						33,352(9)	$ 1,649,923

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	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested[1]	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested[1]
Christine Hurtsellers									
	3,162[11]			16.66	3/13/2018				
						3,428[2]	$ 169,583		
						4,755[2]	$ 235,230		
						2,799[3]	$ 138,467		
						6,022[3]	$ 297,908		
								2,290[4]	$ 113,286
			39,700[5]	$ 37.60	12/16/2025				
						7,018[6]	$ 347,180		
						14,594[6]	$ 721,965		
								8,612[7]	$ 426,036
						27,948[10]	$ 1,382,588		
						16,598[8]	$ 821,103		
								21,056[9]	$ 1,041,640
Charles P. Nelson									
						5,465[12]	$ 270,354		
						23,419[13]	$ 1,158,538		
								4,098[14]	$ 202,728
			111,200[5]	$ 37.60	12/16/2025				
						16,746[6]	$ 828,425		
								30,701[7]	$ 1,518,778
								6,147[14]	$ 304,092
						20,286[8]	$ 1,003,548		
								25,735[9]	$ 1,273,110
								6,147[14]	$ 304,092

(1) The market value of the Company s equity awards was determined by multiplying $49.47, the closing price per share of the Company s common stock, as reported by the NYSE, on December 29, 2017, by the number of units.

(2)

Represents RSUs of Voya Financial, Inc. One half of such units vested on March 7, 2016, one quarter of such units vested on March 7, 2017 and the remaining quarter vested on March 7, 2018.

(3) Represents RSUs of Voya Financial, Inc. One third of such units vested on March 6, 2016, one third of such units vested on March 6, 2017 and the remaining one third vested on March 6, 2018.

(4) Represents PSUs of Voya Financial, Inc. One third of such units vested on March 6, 2016, one third of such units vested on March 6, 2017 and the remaining one third vested on March 6, 2018.

(5) Represents performance-vested non-qualified stock options of Voya Financial, Inc. granted on December 16, 2015. One quarter of the award vested on March 31, 2017 but remained restricted until March 31, 2018 and the remaining three-quarters vested on June 30, 2017 but remain restricted until June 30, 2018.

(6) Represents RSUs of Voya Financial, Inc. One third of such units vested on March 7, 2017, one third of such units vested on March 7, 2018 and the remaining third of such shares is scheduled to vest on March 7, 2019.

(7) Represents PSUs of Voya Financial, Inc. All of such units are scheduled to vest on March 7, 2019.

(8) Represents RSUs of Voya Financial, Inc. One third of such units vested on February 22, 2018 and the remaining two-thirds of such units are scheduled to vest in equal amounts on February 22, 2019 and February 22, 2020.

(9) Represents PSUs of Voya Financial, Inc. All of such units are scheduled to vest on February 22, 2020

(10) Represents RSUs of Voya Financial, Inc. All of such units are scheduled to vest on November 10, 2019.

(11) Represents non-qualified stock options to acquire ordinary shares of ING Group issued under the LEO Plan. Options expired unexercised on March 13, 2018.

(12) Represents RSUs of Voya Financial, Inc. One third of such units vested on May 1, 2016, one third vested on May 1, 2017 and the remaining third is scheduled to vest on May 1, 2018.

(13) Represents RSUs of Voya Financial, Inc. The units are scheduled to vest in equal amounts on May 1, 2019 and May 1, 2023.

(14) Represents PSUs of Voya Financial, Inc. The units are scheduled to vest in full on May 1, 2018.

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Option Exercises and Stock Vested in 2017

The following table provides information regarding all of the RSUs, PSUs and deferred shares held by the NEOs that vested during 2017 and options that were exercised by NEOs during 2017. This table includes vesting of both Company equity awards and ING Group equity awards.

Option Exercises and Stock Vested Table for 2017

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise	Value Realized on Exercise	Number of Shares Acquired on Vesting	Value Realized on Vesting
Rodney O. Martin, Jr.			28,126	$ 1,163,010(1)
			21,710	$ 897,709(2)
			28,121	$ 1,155,492(3)
			5,725	$ 235,240(4)
			30,622	$ 1,258,258(5)
			14,121	$ 522,195(6)
			5,254	$ 194,293(6)
Michael S. Smith			7,589	$ 313,805(1)
			5,858	$ 242,228(2)
			4,408	$ 181,125(3)
			918	$ 37,721(4)
			7,230	$ 297,081(5)
			7,343	$ 271,544(6)
			1,060	$ 39,199(7)
			1,027	$ 41,419(8)
Alain M. Karaoglan			11,812	$ 488,426(1)
			9,118	$ 377,029(2)
			12,036	$ 494,559(3)
			3,616	$ 148,581(4)
			11,789	$ 484,410(5)
			9,555	$ 353,344(6)
			2,681	$ 99,143(7)
Christine Hurtsellers			2,427	$ 100,356(11)
			2,799	$ 115,739(2)
			6,021	$ 248,968(9)
			3,427	$ 140,815(3)
			4,755	$ 195,383(4)
			3,508	$ 144,144(5)
			7,296	$ 299,793(10)
			2,894	$ 107,020(6)
			6,006	$ 222,102(7)
Charles P. Nelson			8,373	$ 344,047(5)
			5,464	$ 206,211(2)

(1) Represents vesting of a portion of Voya performance awards granted under the Omnibus Plan during 2015.

(2) Represents vesting of a portion of Voya restricted awards granted under the Omnibus Plan during 2015.

(3) Represents vesting of a portion of Voya restricted awards granted under the Omnibus Plan during 2014.

(4) Represents vesting of a portion of Voya deferred share award granted under the Omnibus Plan during 2014 in respect of the deferred portion of the annual incentive awards.

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(5) Represents vesting of a portion of Voya restricted awards granted under the Omnibus Plan during 2016.
(6) Represents vesting of a portion of ING Group RSUs granted under the ING Group Long-Term Sustainable Performance Plan (LSPP) during 2013 and converted to Voya RSUs at the time of IPO.
(7) Represents vesting of a portion of an ING Group deferred share award granted under the LSPP during 2013 in respect of the deferred portion of annual incentive awards and converted to Voya RSUs at the time of IPO.
(8) Represents vesting of a portion of Voya equity awards granted under the Omnibus Plan during 2013.
(9) Represents vesting of a portion of Voya deferred share award granted under the Omnibus Plan during 2015 in respect of the deferred portion of the annual incentive awards.

Pension Benefits

As described above under Tax-qualified and Non-qualified Retirement and Other Deferred Compensation Plans, the Company maintains tax-qualified and nonqualified defined benefit (pension) plans that provide retirement benefits for employees whose length of service allows them to vest in and receive these benefits. During 2017, regular full-time and part-time employees of the Company were covered by the Retirement Plan. Participants in the Retirement Plan whose benefits cannot be paid from the Retirement Plan as a result of IRS compensation or benefit limitations and who are designated by the Company are also eligible to participate in the SERP.

Beginning January 1, 2012, all Voya Financial employees transitioned to a new cash balance pension formula under the Retirement Plan. A similar change to the SERP was also made. The cash balance pension formula credits 4% of eligible compensation to a hypothetical account in the Retirement Plan and the SERP, as applicable, each month. Account balances receive a monthly interest credit based on a 30-year Treasury bond rate published by the IRS in the preceding August of each year (for 2017 that rate was 2.26%). Participants in the Retirement Plan and the SERP prior to January 1, 2012, including Ms. Hurtsellers, transitioned to the new cash balance pension formula during the two-year period ending December 31, 2013. Benefits that accrued during the transition period have been determined based on the prior final average pay pension formula or the new cash balance pension formula, whichever is greater. Pension benefits that accrue after the transition period are solely based on the new cash balance pension formula. The SERP benefit is equal to the difference between (a) the participant s retirement benefit before taking into account the tax limitations on eligible compensation and other compensation deferrals and (b) the participant s actual retirement benefit paid from the Retirement Plan. Because they began employment after December 31, 2008, the benefits of Messrs. Martin, Smith, Karaoglan and Nelson will be determined based solely on the new cash balance pension formula.

A participant s retirement benefits under the Retirement Plan and the SERP vest in full upon completion of three years of vesting service, when the participant reaches age 65 or if the participant dies while in active service with the Company. Participants may begin receiving full retirement benefits at age 65 and may be eligible for reduced benefits if retiring at an earlier age with a minimum of three years of vesting service. As of December 31, 2014, Messrs. Martin and Karaoglan, were each eligible for early retirement under the Retirement Plan. Eligible compensation generally includes base salary, annual incentive award and commissions, if applicable. Cash balance pension benefits under the Retirement Plan are generally payable as a lump-sum but may be paid as a monthly annuity. Cash balance pension benefits under the SERP are payable as a lump sum only. Benefits that accrued under the Retirement Plan and SERP before the cash balance transition period are generally payable in the form of a monthly annuity, though certain benefits under the Retirement Plan may be received as a lump-sum or partial lump-sum payment. Benefits under the SERP may be forfeited at the discretion of the Company if the participant engages in unauthorized competition with the Company, is discharged for cause, or performs acts of willful malfeasance or gross negligence in a matter of material importance to the Company.

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The following table presents the accumulated benefits under the Company pension plans in which each NEO participates.

Pension Benefits in 2017

Name	Plan Name	Number Years Credit Service	Present Value of Accumulated Benefit	Payments During 2016
Rodney O. Martin, Jr.	Retirement Plan	6.00	$ 68,952	$ 0
	SERP	6.00	$ 137,563	$ 0
Michael S. Smith	Retirement Plan	6.00	$ 64,673	$ 0
	SERP	6.00	$ 128,213	$ 0
Alain M. Karaoglan	Retirement Plan	6.00	$ 65,240	$ 0
	SERP	6.00	$ 130,258	$ 0
Christine Hurtsellers	Retirement Plan	13.00	$ 386,611	$ 0
	SERP	13.00	$ 867,108	$ 0
Charles P. Nelson	Retirement Plan	2.67	$ 31,873	$ 0
	SERP	2.67	$ 50,236	$ 0

The present value of accumulated benefits under the Retirement Plan and the SERP shown in the Pension Benefits in 2017 table is calculated using the same actuarial assumptions used by the Company for GAAP financial reporting purposes, and assuming benefits commence as of age 65 under both plans. Those assumptions are:

The discount rate is 3.85%.

The post-retirement mortality assumption used annuity payments and to measure liabilities under ASC 175 is based on the RP2014 White Collar Mortality Table (gender specific) with generational projection using Scale MP-2017 after commencement at age 65. No mortality assumed before age 65.

The long-term interest crediting rate on cash balance accounts is 3.25%.

Nonqualified Deferred Compensation Plans

The Company maintains the DCSP, a nonqualified deferred compensation plan that allows employees to contribute to deferred compensation accounts amounts above the 401(k) annual limit and provides certain company matching contributions on the deferred amounts.

Voya 409A Deferred Compensation Savings Plan

Eligible employees who meet certain compensation thresholds may elect to participate in the DCSP. Participating employees may elect to defer up to 50% of their salary, up to 50% of their sales-based commission compensation, or up to 100% of their short-term variable compensation (excluding sales-based commissions). In addition, participants may also elect to defer compensation they would have contributed to their 401(k) Plan accounts were it not for the compensation and contribution limits under the Internal Revenue Code (a spillover deferral election). The Company provides a 100% matching contribution on spillover deferral amounts to enable company-matched contributions on deferrals that are in excess of the Internal Revenue Code s 401(k) contribution limits. Compensation eligible for spillover deferral and matching benefits is limited to three times the Internal Revenue Code compensation limit, which was $270,000 for 2017. The aggregate company match under the 401(k) Plan and DCSP for 2017 was limited to $48,600 (6% of $810,000 maximum eligible compensation for 2017).

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The table below presents, for each NEO, 2017 information with respect to nonqualified deferred compensation plans.

Nonqualified Deferred Compensation Plans Table for 2017

Name	Executive Contributions in 2017(1)	Registrant Contributions in 2017(1)	Aggregate Earnings in 2017(2)	Aggregate Withdrawals/ Distributions	Aggregate Balance at 2017 Year End
Rodney O. Martin, Jr.	$ 637,406	$ 35,100	$ 172,256	$	$ 2,368,627
Michael S. Smith	$ 145,596	$ 33,171	$ 170,991	$	$ 1,399,193
Alain M. Karaoglan	$ 98,213	$ 35,100	$ 93,603	$	$ 915,795
Christine Hurtsellers	$ 161,280	$ 43,200	$ 281,348	$	$ 1,560,412
Charles P. Nelson	$ 80,475	$ 35,100	$ 17,697	$	$ 302,753

(1) Amounts reported in this column that are reported in the Summary Compensation Table (for 2017) are: Mr. Martin $140,846 base salary and bonus $496,560; Mr. Smith base salary $145,595; Mr. Karaoglan base salary $98,213; Ms. Hurtsellers base salary $161,280; and Mr. Nelson base salary $80,474.

(2) Amounts in this column reflect the interest earned on notional investments, which are elected by the NEO. Each NEO has the ability to change his or her investment election only during open periods.

Employment Agreements

Employment Agreement of Mr. Martin

On December 11, 2014, we entered into an employment agreement (the Original Agreement) with Mr. Martin, our Chief Executive Officer and Chairman of the board of directors, which replaced and superseded Mr. Martin s Amended and Restated Employment Agreement dated July 25, 2013 (the Prior Agreement), other than the provisions in the Prior Agreement that set forth the terms of the previously agreed transaction incentive awards pursuant to which Mr. Martin was entitled to receive shares of Company common stock in connection with the disposition of the Company s common stock by ING Group. On September 18, 2017, we entered into an amendment agreement with Mr. Martin, which extended the term of, and made certain amendments to, the Original Agreement (as amended, the Agreement). The term of the Agreement is extended to December 31, 2019 and can be further extended by an additional year to December 31, 2020 by mutual agreement prior to July 1, 2019.

Under the terms of this Agreement, Mr. Martin receives an annual base salary of an amount not less than $1 million and has the opportunity for certain incentive payments. Mr. Martin is eligible to participate in the Company s annual incentive compensation program (ICP). Mr. Martin s target bonus opportunity under the ICP will be equal to 225% of base salary starting with the 2018 performance year, with any actual award (higher or lower) to be determined by the Compensation and Benefits Committee based on the Company s actual performance, subject to the terms and conditions of the ICP. Mr. Martin s target bonus opportunity under the ICP for the 2017 performance year was 220% of base salary.

During his employment, Mr. Martin is eligible to receive long-term equity-based incentive awards with a target value equal to 675% of base salary starting with awards to be granted to Mr. Martin in 2018, with any actual award (higher or lower) to be determined by the Compensation and Benefits Committee based on the Company s actual performance, subject to the terms and conditions of the applicable long-term incentive plan. The target value of Mr. Martin s long-term equity-based incentive awards granted in 2017 was 630% of base salary. Mr. Martin is entitled to participate in each of the Company s employee benefit and welfare plans, including plans providing retirement benefits and medical, dental, hospitalization, life or disability insurance, on a basis that is at least as favorable as that provided to other senior executives of the Company generally.

The Agreement contains various provisions governing termination under various scenarios:

Termination by the Company for Cause

If the Company terminates Mr. Martin s employment for Cause, the Company will pay his unpaid salary through the date of termination, any amount due for any accrued but unused paid time off, any expense reimbursements due or other accrued vested cash entitlements and any earned but unpaid award under the ICP for a fiscal year ending before the date of termination (collectively, the Accrued Compensation). In addition, the Company will pay any benefits to which Mr. Martin is entitled under any plan, contract or arrangement other than those described in the Agreement (including any unpaid deferred compensation and other cash or in kind compensation accrued by him through the end of his employment) (collectively, the Other Benefits).

Cause means a) willful failure to perform substantially under the Agreement, after written demand has been given by the board of directors that specifically identifies how Mr. Martin has not substantially performed his responsibilities, b) engagement in illegal conduct or in gross negligence or willful misconduct, in any case, that is materially and demonstrably injurious to the Company, or c) material breach of non-compete, non-solicitation and other restrictive covenants in the Agreement.

Termination by Mr. Martin not for Good Reason

If Mr. Martin terminates his employment not for Good Reason, the Company will pay Mr. Martin the Accrued Compensation and the Other Benefits.

Good Reason includes a) a reduction in salary or incentive award opportunities or failure to pay compensation or other amounts due under the Agreement, b) failure to nominate Mr. Martin to serve on the Company s board of directors and maintain Mr. Martin in the positions contemplated by the Agreement, or any material reduction or other materially adverse action related to his authority, responsibilities or duties, c) relocation of his principal office more than 50 miles from the New York City metropolitan area or, d) following a change in control (as defined in the Agreement) only, no longer being Chief Executive Officer and Chairman of a publicly-traded company.

In addition, if Mr. Martin terminates his employment not for Good Reason on or after January 1, 2017, following the termination, each outstanding unvested Equity Award granted following December 11, 2014 and held by Mr. Martin will continue to vest and be settled on the scheduled dates set forth in the agreements evidencing such awards, *provided*, that the portion of each such award that will vest and be settled on such scheduled date will be equal to the product determined by multiplying (i) the shares that otherwise would have been vested on the original scheduled vesting date by (ii) a fraction the numerator of which is the sum of (x) the number of full and partial months which have elapsed from the grant date of the award to the termination date and (y) 24 months, and the denominator of which is the total number of months during the original vesting period under the award. Any unvested Equity Awards as of the date of termination that would not vest pursuant to the foregoing provisions will expire. The Company s obligation with respect to the Equity Awards in the event of a termination by Mr. Martin not for Good Reason is conditioned upon Mr. Martin s execution and delivery, without subsequent revocation, of an agreement releasing the Company and its affiliates from all other liability and his compliance with the non-compete, non-solicitation and other restrictive covenants in the Agreement.

Termination by the Company without Cause or by Mr. Martin for Good Reason

If the Company terminates Mr. Martin s employment without Cause or if he terminates his employment for Good Reason before a change in control, the Company will pay 1) his Accrued Compensation and the Other Benefits, 2) a pro rata ICP award determined as described in the second paragraph of this Employment Agreement of Mr. Martin section, multiplied by a fraction the numerator of which is the number of days of employment before termination and the denominator is 365, 3) a lump-sum severance payment equal to his salary plus his ICP award opportunity, multiplied by two, 4) reimbursement for up to 18 months of group healthcare premiums and 5) any Equity Awards granted after December 11, 2014 will continue to be vested and settled on the scheduled dates set forth in the agreements evidencing such awards.

If the Company terminates Mr. Martin s employment without Cause or if he terminates his employment for Good Reason within two years following a change in control, Mr. Martin will receive the payments set forth in clauses 1) through 4) described in the immediate prior paragraph, and 5) any Equity Awards granted after December 11, 2014 will continue to be vested and settled on the scheduled dates set forth in the agreements evidencing such awards, *provided*, however, to the extent such treatment would not cause a violation of Section 409A of the Internal Revenue Code, if the award agreement for any such award provides for any accelerated vesting or settlement, then such provision will apply.

The Company s obligation to make the payments and benefits specified in the immediate prior two paragraphs in the event of a termination by the Company without Cause or by Mr. Martin for Good Reason is conditioned upon Mr. Martin s execution and delivery, without subsequent revocation, of an agreement releasing the Company and its affiliates from all other liability and his compliance with the non-compete, non-solicitation and other restrictive covenants in the Agreement, except that payment of the Accrued Compensation and the Other Benefits is not subject to such a condition. If the termination occurs within two years following a change in control, however, the condition on Mr. Martin to deliver the release agreement will only apply if the Company will have also delivered an agreement to Mr. Martin releasing him from all liability (other than the post-employment obligations contemplated in the Agreement).

In the event that an independent accounting firm designated by the Company with Mr. Martin s written consent determines that any payment to or for Mr. Martin s benefit made by the Company, any of its affiliates, any person who acquires ownership or effective control or ownership of a substantial portion of the Company s assets, or an affiliate of such person (collectively, the Total Payments) would be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code, then the accounting firm will determine whether such payments will be reduced so that no portion of such payment will be subject to the excise tax. Such reduction will occur if and only to the extent that it would result in Mr. Martin retaining a higher amount, on an after-tax basis (taking into account all applicable taxes), than if he received all of the Total Payments.

Employment Agreement of Mr. Smith

Mr. Smith serves as our Chief Financial Officer. Certain terms and conditions of his employment are set forth in an offer letter dated September 21, 2009. Under the terms of his offer letter, Mr. Smith is entitled to an annual base salary of $400,000, which may be reviewed and adjusted. Mr. Smith is employed at will, and the Company may change the terms of or terminate his employment at any time. Mr. Smith s base salary has subsequently been increased to $625,000.

Employment Agreement of Mr. Karaoglan

Mr. Karaoglan served as the Executive Vice President and Chief Operating Officer of the Company until March 30, 2018. Certain terms and conditions of his employment were set forth in an offer letter dated April 5, 2011, as amended as of July 25, 2013.

Under the terms of his offer letter, Mr. Karaoglan received an annual base salary of $650,000 and had the opportunity for certain incentive payments. Mr. Karaoglan was eligible to receive an annual incentive award with a target bonus opportunity of 100% of his base salary with the opportunity to earn up to 200% of his base salary, a certain portion of which was subject to deferral. Mr. Karaoglan s base salary had subsequently been increased to $750,000, his target annual incentive award had subsequently been increased to 160% of base salary, and his target long-term incentive award had subsequently been increased to 380% of base salary. In connection with Mr. Karaoglan s departure, he received certain severance payments. See Potential Payments upon a Termination or Change in Control.

Employment Agreement of Ms. Hurtsellers

Ms. Hurtsellers serves as the Chief Executive Officer of Investment Management. Certain terms and conditions of her employment are set forth in an offer letter dated September 24, 2004. Under the terms of her offer letter, Ms. Hurtsellers is entitled to an annual base salary of $190,000, which may be reviewed and adjusted. Ms. Hurtsellers is employed at will, and the Company may change the terms of or terminate her employment at any time. Ms. Hurtsellers base salary has subsequently been increased to $600,000.

Employment Agreement of Mr. Nelson

Mr. Nelson serves as the Chief Executive Officer of Retirement and Employee Benefits. Certain terms and conditions of his employment are set forth in an offer letter dated April 8, 2015. Under the terms of his offer letter, Mr. Nelson is entitled to an annual base salary of $700,000, which may be reviewed and adjusted. Mr. Nelson is eligible to receive an annual incentive award with a target bonus opportunity of 125% of his base salary. The offer letter also states that Mr. Nelson is eligible to receive long-term incentive awards of the Company s restricted stock and/or performance shares with a target value of 250% of his base salary. In addition, Mr. Nelson received the following one-time awards upon joining the Company: a) $200,000 cash award, b) $700,000 deferred cash award payable in three installments in May 2016, May 2017 and May 2018, c) restricted stock units with an initial grant value of $1.7 million, of which $500,000 will vest four years after the grant date and $500,000 will vest eight years after the grant date, and for the remaining $700,000, 1/3 of which will vest each year starting a year after the grant date, and d) performance stock units with an initial grant value of $700,000 that will vest three years after the date of grant, the number of shares of the Company s common stock to be delivered will depend on the achievement of certain performance factors and could range from 0% to 150% of the number of performance stock units granted. Mr. Nelson is employed at will, and the Company may change the terms of or terminate his employment at any time.

Potential Payments upon a Termination or Change in Control

On February 22, 2016, we adopted the Voya Financial, Inc. Severance Plan for Senior Managers (the Severance Plan), which provides severance benefits for designated senior managers (Plan Participants) of the Company and its subsidiaries in the event of specified Qualified Terminations , generally involving terminations not for Cause (as such term is defined in the Severance Plan), or, following certain change of control events, voluntary terminations for Good Reason (as such term is defined in the Severance Plan). The provisions of the Severance Plan do not apply to Mr. Martin, whose employment agreement provides for specific severance benefits and contains non-compete, non-solicitation and other restrictive covenants.

Under the Severance Plan, in the event of a Qualified Termination, Plan Participants would be entitled to specified severance benefits, including (i) a lump sum cash payment equal to the Plan Participant s eligible base salary and target annual cash bonus, multiplied by a specified factor (ranging from one to two, 1.75 for NEOs prior to or more than two years following a change in control, and two within two years of a change in control); (ii) twelve months of continued participation in the Company s health care plan on the terms and conditions available to active employees, which period of participation shall be considered part of the period of continued coverage required to be offered by the Company under the Consolidated Omnibus Budget Reconciliation Act of 1985; and (iii) a pro-rated annual cash bonus with respect to the period of employment prior to the Qualified Termination (which shall be paid based on actual performance for NEOs).

In consideration for receipt of severance benefits, Plan Participants are required to execute a release of claims in favor of the Company, as well as abide by a set of restrictive covenants, which include (i) non-competition with the Company for a period ranging from six months to one year (one year for NEOs); (ii) non-solicitation of the Company s employees and agents for a period of one year; (iii) non-solicitation of the Company s customers and prospective customers for a period of one year; and (iv) certain confidentiality and cooperation provisions.

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The provisions of the Severance Plan do not apply to certain employees of the Company or its subsidiaries who have entered into a written employment agreement with the Company providing for specific severance benefits.

Potential Payments upon Termination or Change of Control Table[(1)]

The following table sets forth, for each NEO, an estimate of potential payments the NEO would have received at, following, or in connection with a termination of employment under the circumstances enumerated below on December 31, 2017.

Name	Termination Trigger	Severance[(2)]	Annual Incentive[(3)]	Health & Welfare Continuation	Equity Vesting[(4)]	Other Benefits[(5)]	Total
Rodney O. Martin, Jr	Involuntary Termination without Cause or Voluntary Termination for Good Reason (in Each Case Prior to Change in Control)	$ 6,400,000	$ 3,080,000	$ 13,169	$ 22,544,568	$ 12,500	$ 32,050,236
	Involuntary Termination without Cause or Voluntary Termination for Good Reason (in Each Case within 2 Years Following Change in Control)[(6)]	$ 6,400,000	$ 3,080,000	$ 13,169	$ 22,761,889	$ 12,500	$ 32,267,558
	Termination for Cause	$	$	$	$	$	$
	Retirement or Voluntary Termination Other Than Good Reason	$	$	$	$ 22,544,568	$	$ 22,544,568
	Death and Disability	$	$ 3,080,00	$	$ 22,761,889	$	$ 25,841,889
Michael S. Smith	Involuntary Termination without Cause (Prior to Change in Control)	$ 2,734,375	$ 1,312,500	$ 10,308	$ 4,540,738	$ 8,500	$ 8,606,420
	Involuntary Termination without Cause or Voluntary Termination for Good Reason (in Each Case within 2 Years Following Change in Control)[(6)]	$ 3,125,000	$ 1,312,500	$ 10,308	$ 7,317,341	$ 8,500	$ 11,773,648
	Voluntary Termination or Termination for Cause	$	$	$	$	$	$
	Retirement	$	$	$	$	$	$
	Death and Disability	$	$	$	$ 7,317,341	$	$ 7,317,341
Alain M. Karaoglan	Involuntary Termination without Cause (Prior to Change in Control)	$ 3,412,500	$ 1,680,000	$ 8,779	$ 6,217,006	$ 8,500	$ 11,326,786[(7)]
	Involuntary Termination without Cause or Voluntary Termination for Good Reason (in Each Case within 2 Years Following Change in Control)[(6)]	$ 3,900,000	$ 1,680,000	$ 8,779	$ 9,480,196	$ 8,500	$ 15,077,476

Voluntary Termination or Termination for Cause	$	$	$	$	$	$
Retirement	$	$	$	$	$	$
Death and Disability	$	$	$	$ 9,447,150	$	$ 9,447,150

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Name	Termination Trigger	Severance[2]	Annual Incentive[3]	Health & Welfare Continuation	Equity Vesting[4]	Other Benefits[5]	Total
Christine Hurtsellers	Involuntary Termination without Cause (Prior to Change in Control)	$ 4,200,000	$ 2,520,000	$ 10,363	$ 3,798,839	$ 8,500	$ 10,537,701
	Involuntary Termination without Cause or Voluntary Termination for Good Reason (in Each Case within 2 Years Following Change in Control)[6]	$ 4,800,000	$ 2,520,000	$ 10,363	$ 6,201,300	$ 8,500	$ 13,540,163
	Voluntary Termination or Termination for Cause	$	$	$	$	$	$
	Retirement	$	$	$	$	$	$
	Death and Disability	$	$	$	$ 6,166,225	$	$ 6,166,225
Charles P. Nelson	Involuntary Termination without Cause (Prior to Change in Control)	$ 2,756,250	$ 1,225,000	$ 10,363	$ 5,031,728	$ 8,500	$ 9,031,841
	Involuntary Termination without Cause or Voluntary Termination for Good Reason (in Each Case within 2 Years Following Change in Control)[6]	$ 3,150,000	$ 1,225,000	$ 10,363	$ 8,332,514	$ 8,500	$ 12,726,378
	Voluntary Termination or Termination for Cause	$	$	$	$	$	$
	Retirement	$	$	$	$	$	$
	Death and Disability	$	$	$	$ 8,314,309	$	$ 8,314,309

(1) All amounts assume that the triggering event took place on December 31, 2017, the price per share of Voya common stock was $42.94, and the price per share of ING Group was $15.18. As of December 31, 2017, Mr. Martin was the only NEO eligible for retirement. There is no change in control provisions that would affect the level of benefits payable from the pension plans.

(2) Under the terms of his employment agreement, Mr. Martin would receive a lump sum cash severance payment. Under the terms of the Severance Plan and subject to each executive s execution of a release, the company would make lump sum cash severance payments to Mr. Smith, Mr. Karaoglan, Ms. Hurtsellers and Mr. Nelson.

(3) Annual Incentive amount equals target award multiplied by Company performance factor of 140% for 2017.

(4) Treatment and valuation of previously granted equity upon termination or change in control would be in accordance with the terms and conditions of individual equity award agreements.

(5) All NEOs are eligible for the Company s executive outplacement program which provides a benefit for up to 12 months post-termination at a fixed cost to the company of $8,500 per executive. The benefit for the CEO is extended for 18 months at a cost of $12,500

(6) Performance-vested stock options granted under the 2014 Omnibus Plan remain exercisable for up to 1 year after a change in control.

(7) As previously disclosed, Mr. Karaoglan departed the Company effective March 30, 2018. The payments he received in connection with the departure differed from the amounts shown above as of December 31, 2017 in the following ways: the actual 2017 annual incentive award paid in March 2018 equaled $2,266,000 and was reflective of individual and company performance for 2017; Mr. Karaoglan received a cash payment of $237,510 in lieu of a 2018 long-term equity award; Mr. Karaoglan received pro-rated vesting of his currently unvested equity awards, in accordance with the terms of such awards; and Mr. Karaoglan is eligible for a 2018 annual incentive award, payable in March 2019, prorated based on his employment in 2018 and adjusted for company performance for 2018.

CEO PAY RATIO

Pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act, we are required to annually disclose the ratio of our median employee s annual total compensation to the annual total compensation of our Chief Executive Officer. The annual total compensation for 2017 for our CEO was $10,989,072 and for the median employee was $95,399. The resulting ratio of our CEO s annual total compensation to the annual total compensation of our median employee for 2017 was 115 to 1.

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To identify the median of the annual total compensation of our employees (excluding our CEO), we utilized total direct compensation, which includes salary, target annual cash incentive and target equity incentive, as the consistently applied compensation measure. We included all of our U.S. full-time and part-time employees as well as seasonal and temporary workers whose compensation was determined by us, in each case employed with us as of December 31, 2017. We excluded all of our non-U.S. employees (who represent less than 5% of our entire work force) as permitted under the applicable SEC de minimis rule. Compensation for employees with partial year of service was not annualized and no assumptions, adjustments or estimates were applied.

The SEC rules for identifying the median compensated employee and calculating the pay ratio based on that employee s annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their compensation practices. As such, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies may have different employment and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

REPORT OF OUR COMPENSATION AND BENEFITS COMMITTEE

Our Compensation and Benefits Committee reviewed the Compensation Discussion and Analysis (CD&A), as prepared by the management of Voya Financial, Inc., and discussed the CD&A with the management of Voya Financial, Inc. Based on the Compensation and Benefits Committee s review and discussions, the Committee recommended to the board that the CD&A be included in this proxy statement.

Compensation and Benefits Committee:

J. Barry Griswell (Chair)

Jane P. Chwick

Ruth Ann M. Gillis

Joseph V. Tripodi

NON-EMPLOYEE DIRECTOR COMPENSATION

The Nominating and Governance Committee reviews, with the assistance of Pay Governance, the compensation of our non-employee directors annually and recommends changes to the Board, when it deems appropriate. Based on peer benchmarking by Pay Governance, effective 2018, the annual equity grant to directors was increased from $115,000 to $140,000 in the form of time-vested RSUs. Director compensation was last increased in 2014. Our compensation program for our directors is guided by its alignment with long-term shareholder interests and the following elements demonstrate that alignment:

Ø Hold-through-retirement requirement: non-employee directors must hold all RSUs granted to them during their entire tenure until they retire

Ø

Equity ownership requirement: our non-employee directors are required to own Voya stock in an amount that is five times the annual board cash fees by the later of March 2020 or the fifth anniversary from the director s initial election or appointment to the board

- Restrictions on hedging and pledging: directors are not permitted to hedge or pledge our securities

- Emphasis on equity compensation: a large portion of the annual director compensation is the annual grant of RSUs

Each of our non-employee directors currently receives the following compensation for their service on our board of directors and its committees. For service periods of less than one year, amounts are prorated.

Element of Compensation	Annual Compensation Amount
Annual Cash Fee	$105,000 cash payment
Annual Equity Grant	$140,000, in the form of time-vested RSUs
Committee Membership Fees	$10,000 cash payment, per committee, for all committee members, excluding committee chairs
Committee Chair Fees	$25,000 cash payment (Audit Committee) $20,000 cash payment (Compensation and Benefits Committee) $15,000 cash payment (all other committees)
Lead Director Fee	$25,000 cash payment

Director Summary Compensation Table

The chart below indicates the elements and total value of cash compensation and of RSUs granted to each non-employee director for services performed in 2017. Pursuant to SEC rules, this table includes equity awards granted during 2017, and excludes equity awards granted in 2018 in respect of 2017 service. Cash amounts, however, reflect amounts paid in respect of 2017 service, even if paid during 2018.

Director		Fees Earned or Paid in Cash[(1)]		Stock Awards[(2)]		All Other Compensation[(3)]		Total
Lynne Biggar	$	137,137	$	114,981	$	25,000	$	277,118
Jane P. Chwick	$	140,000	$	114,981	$	25,000	$	279,981
Ruth Ann M. Gillis	$	125,000	$	114,981	$	25,000	$	264,981
J. Barry Griswell	$	155,000	$	114,981	$	25,000	$	294,981
Frederick S. Hubbell	$	94,477	$	114,981[(4)]	$	0	$	209,458
Byron H. Pollitt, Jr.	$	131,411	$	114,981	$	25,000	$	271,392
Joseph V. Tripodi	$	135,000	$	114,981	$	20,181	$	270,162
Deborah C. Wright	$	130,000	$	114,981	$	25,000	$	269,981
David Zwiener	$	158,549	$	114,981	$	15,000	$	288,530

(1) On July 27, 2017, Mr. Hubbell resigned from our Board. In connection with Mr. Hubbell s resignation, the Board made the following appointments: Mr. David Zwiener became the Company s Lead Director; Ms. Lynne Biggar became the Chairperson of the Company s Nominating and Governance Committee, a role formerly held by Mr. Hubbell; Mr. Byron Pollitt became the Chairperson of the Company s Audit Committee, a role formerly held by Mr. Zwiener who remained on that committee; and Mr. David Zwiener joined the Nominating and Governance Committee. Their respective fees represent the pro-rated portion of time spent in each role. In addition, certain directors elected to defer the cash portion of their Director Fees for 2017 under the Director Compensation Deferral Plan adopted in 2015 which is described below.

(2) Amounts in this column represent the grant date fair value calculated in accordance with FASB ASC Topic 718

(3) Amounts in this column represent matching charitable contributions (maximum of $25,000 per year) made by Voya on behalf of each Director.

(4) Forfeited upon departure.

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Director Compensation Deferral Plan

In 2015, we adopted a deferred cash fee plan pursuant to which non-employee directors may elect to defer all or a portion of their cash director fees either into a cash account or into an account in the form of our common stock and receive amounts deferred upon the earlier of the in-service distribution date designated by the director and the date on which the director first ceases to be a director of the Company. Directors may elect to receive their distributions either in a single lump sum or in quarterly or annual installments over a period of five or ten years.

Director Equity Awards

The following table sets forth outstanding equity awards held by each non-employee director as of December 31, 2017. All director equity awards are in the form of RSUs and settle in shares of our common stock only after the director s service on the board of directors has come to an end. For RSUs granted in 2013 and 2014, 50% of the RSUs vest on the second anniversary of the grant date, and 25% on each of the third and fourth such anniversaries. For RSUs granted in 2015 and 2016, 1/3 of the RSUs vest on each of the first, second and third anniversaries of the grant date. For RSUs granted in 2017, the full amount vested on the first anniversary of the grant date.

Director	Number of RSUs Outstanding
Lynne Biggar	10,075
Jane P. Chwick	11,362
Ruth Ann M. Gillis	7,906
J. Barry Griswell	15,386
Byron H. Pollitt, Jr.	7,906
Joseph V. Tripodi	8,766
Deborah C. Wright	11,362
David Zwiener	15,386

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

There are no interlocking relationships between any member of our Compensation and Benefits Committee and any of our executive officers that require disclosure under the applicable rules promulgated under the federal securities laws.

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Part III: Audit-Related Matters

Agenda Item 3: Ratification of Appointment of Independent Registered Public Accounting Firm

The Audit Committee of the board of directors is directly responsible for the appointment, compensation, retention and oversight of the Company s independent registered public accounting firm, which is retained to audit the Company s financial statements.

The Audit Committee is responsible for determining and approving the audit fees paid to Ernst & Young LLP. Further, our Audit Committee approves in advance all services rendered by Ernst & Young LLP to us and our consolidated subsidiaries, either on an individual basis or pursuant to our pre-approval policy. These services include audit, audit-related services (including attestation reports, employee benefit plan audits, accounting and technical assistance, and risk and control services) and tax services.

In order to assure continuing auditor independence, the Audit Committee periodically evaluates the qualifications, performance, and independence of the Company s independent registered public accounting firm before determining to renew its engagement. Further, in connection with the rotation of our independent registered public accounting firm s lead engagement partner mandated by the rules of the SEC and the U.S. Public Company Accounting Oversight Board (PCAOB), our Audit Committee is directly involved in the selection of Ernst & Young LLP s lead engagement partner. In particular, our Audit Committee considered the following factors in evaluating Ernst & Young LLP and its lead engagement partner:

Ø Knowledge, technical skills of the firm, the lead engagement partner and the audit team, including local engagement teams;

Ø Communication with management and the Audit Committee regarding: a) the audit plan and the engagement team, b) potential and emerging issues and risks, c) consultations with the national practice office, if any, d) internal control matters, e) required communications and f) rotation plan for the lead engagement partner;

Ø Responsiveness/services related to the Company s business requirements such as quality and timeliness, responsiveness to changes in business and/or risks, assignment of appropriate resources to meet transaction timeliness and competitiveness of fees/value for services rendered; and

Ø Demonstration of independence, objectivity and professional skepticism by maintaining respectful but questioning approach, demonstrating independence in fact and in appearance, dealing with issues in a forthright manner and communicating potential independence issues with the Company and the Audit Committee, if any.

In addition, the Audit Committee reviews and approves our policy on external auditor independence. The policy sets forth appointment, independence and responsibilities of the external auditor, as well as permitted services and the procedure for pre-approval of services.

Based on the foregoing, the members of our Audit Committee and our board believe that the continued retention of Ernst & Young LLP as our independent registered public accounting firm is in the best interests of our firm and its stockholders.

In light of this, our Audit Committee has appointed Ernst & Young LLP as our independent registered public accounting firm for 2018. We are asking stockholders to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm, although such ratification is not a legal requirement of, or condition to, such appointment. If our stockholders do not ratify the appointment, our Audit Committee will reconsider its retention of Ernst & Young LLP, but will not necessarily revoke their appointment as the

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Company s independent registered public accounting firm. Similarly, even if ratified by our stockholders, our Audit Committee may determine to appoint a different firm at any time during the year if it determines that such a change would be in the interests of our Company and its stockholders.

A representative of Ernst & Young LLP is expected to participate in our Annual Meeting, will have the opportunity to make a statement and will be available to respond to appropriate questions from stockholders.

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

RESOLVED, that the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for the purposes of the audit of the Company s financial statements for the year ending December 31, 2018, is hereby APPROVED.

Board Recommendation: Our board of directors unanimously recommends that the stockholders vote FOR the ratification of Ernst & Young LLP as the Company s independent registered public accounting firm.

MEMBERSHIP OF OUR AUDIT COMMITTEE

The Audit Committee of our board of directors consists of Byron H. Pollitt, Jr., who serves as chairman, Lynne Biggar, J. Barry Griswell and David Zwiener, each of whom is an independent director. Our board of directors has determined that each member of our Audit Committee is financially literate, as such term is defined under the rules of the NYSE, and that, in addition to other members, Mr. Pollitt qualifies as an audit committee financial expert , as such term is defined in Item 407(d)(5) of Regulation S-K of the SEC.

REPORT OF OUR AUDIT COMMITTEE

Responsibility for the preparation, presentation and integrity of the Company s financial statements, for its accounting policies and procedures, and for the establishment and effectiveness of internal controls and procedures lies with the Company s management. The Company s independent registered public accounting firm is responsible for performing an independent audit of the Company s annual financial statements and of its internal control over financial reporting in accordance with the standards of the PCAOB, and for expressing an opinion as to the conformity of the Company s financial statements with generally accepted accounting principles and the effectiveness of its internal control over financial reporting. The independent registered public accounting firm has free access to the Audit Committee to discuss any matters it deems appropriate.

In performing its oversight role, the Audit Committee has considered and discussed the audited financial statements with each of management and the independent registered public accounting firm. The Audit Committee has also discussed with the independent registered public accounting firm the matters required to be discussed by applicable requirements of the PCAOB. The Audit Committee has received the written disclosures from the independent registered public accounting firm in accordance with the applicable requirements of the PCAOB regarding the independent registered public accounting firm s independence and has discussed with the independent registered public accounting firm such firm s independence. The Audit Committee approves in advance all audit and any non-audit services rendered by Ernst & Young LLP to us and our consolidated subsidiaries.

Based on the reports and discussions discussed above, the Audit Committee recommended to the board of directors that the audited financial statements of the Company for the year ended December 31, 2017 be included in the Company s Annual Report on Form 10-K for the year ended December 31, 2017.

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Additional information about the Audit Committee and its responsibilities may be found beginning on page 14 of this proxy statement and the Audit Committee Charter is available on the Company s website in the Investor Relations section.

Audit Committee:

Byron H. Pollitt, Jr., Chairman

Lynne Biggar

J. Barry Griswell

David Zwiener

FEES PAID TO INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The following table provides information about fees payable by us to Ernst & Young LLP for each of 2017 and 2016.

	2017 fees (in millions)	2016 fees (in millions)
Audit fees	$ 15.3	$ 15.2
Audit-related fees[1]	$ 1.8	$ 1.6
Tax fees[2]	$ 1.2	$ 0.8
All other fees	$ 0	$ 0

(1) Includes the audit of the financial statements of employee benefit plans, service organization control reports, and accounting consultations.

(2) Includes tax compliance services provided to the Company and to consolidated investment funds, and routine tax advisory services.

All services were approved by the Audit Committee. The charter of our Audit Committee provides that the Audit Committee pre-approves all audit and any non-audit services rendered to us by our independent registered public accounting firm. The Audit Committee has adopted a pre-approval policy pursuant to which certain categories of engagements have been pre-approved without specific prior identification to the Audit Committee.

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Part IV: Certain Relationships and Related Party Transactions

RELATED PARTY TRANSACTION APPROVAL POLICY

Our board of directors has adopted a written related party transaction approval policy pursuant to which the Nominating and Governance Committee of our board of directors reviews and approves or takes such other action as it may deem appropriate with respect to the following transactions:

- a transaction in which we or one or more of our subsidiaries is a participant and which involves an amount exceeding $120,000 and in which any of our directors, executive officers, or 5% stockholders or any other related person as defined in Item 404 of Regulation S-K (Item 404), has or will have a direct or indirect material interest; and

- any other transaction that meets the related party disclosure requirements of the SEC as set forth in Item 404.

The policy provides that an investment by a director or executive officer in a fund or other investment vehicle sponsored or managed by the Company or by one or more of its subsidiaries shall not be deemed to be a related party transaction if:

- such investment is made pursuant to the Company s 401(k) plan, Deferred Compensation Savings Plan or any other similar type of Company-sponsored employee or director plan; or

- such investment is made on terms and conditions that are (i) in all material respects not more favorable to such director or executive officer than are available to investors that are not employed by or affiliated with the Company or any of its subsidiaries or (ii) subject to certain exceptions, are consistent in all material respects with those offered to one or more classes of employees of the Company or any of its subsidiaries who are not executive officers of the Company.

Certain of our directors and executive officers may from time to time invest their personal funds in funds or other investment vehicles that we or one or more of our subsidiaries manage or sponsor. These investments are made on substantially similar terms and conditions as other similarly-situated investors in these funds or investment vehicles who are not employed or affiliated with the Company or any of its subsidiaries. In addition, from time to time our directors and executive officers may engage in transactions in the ordinary course of business involving other services and products we offer, such as insurance and retirement services, on terms similar to those extended to customers that are not employed or affiliated with the Company or any of its subsidiaries.

This policy sets forth factors to be considered by the Nominating and Governance Committee in determining whether to approve any such transaction, including the nature of our and our subsidiaries involvement in the transaction, whether we or our subsidiaries have demonstrable business reasons to enter into the transaction, whether the transaction would impair the independence of a director and whether the proposed transaction involves any potential reputational or other risk issues.

To simplify the administration of the approval process under this policy, the Nominating and Governance Committee may, where appropriate, establish guidelines for certain types of related party transactions or designate certain types of such transactions that will be deemed pre-approved. This policy also provides that the following transactions are deemed pre-approved:

- decisions on compensation or benefits or the hiring or retention of our or any of our subsidiaries directors or executive officers, if approved by the applicable board committee;

- the indemnification and advancement of expenses pursuant to our amended and restated certificate of incorporation, by-laws or an indemnification agreement; and

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transactions where the related person s interest or benefit arises solely from such person s ownership of our securities and holders of such securities receive the same benefit on a pro rata basis.

A director on the Nominating and Governance Committee who has an interest in a related party transaction being considered by the Nominating and Governance Committee will not participate in the consideration of that transaction unless requested by the chairperson of the Nominating and Governance Committee.

BENEFICIAL OWNERSHIP OF CERTAIN HOLDERS

The following table presents information as of April 6, 2018 regarding the beneficial ownership of our common stock by:

all persons known by us to own beneficially more than 5% of our common stock;

each of our named executive officers and directors as of such date; and

all current executive officers and directors as a group.

Unless otherwise indicated, the address of each beneficial owner presented in the table below is c/o Voya Financial, Inc., 230 Park Avenue, New York, New York 10169.

	Shares of Common Stock Beneficially Owned			
Name and Address of Beneficial Owners	**Number[7] of Shares**	**Percentage of Class**	**Additional Underlying Stock Units[8]**	**Total Common Stock and Stock Units**
The Vanguard Group[1] 100 Vanguard Blvd. Malvern, PA 19355	15,029,521	8.36%		
Pzena Investment Management, LLC[2] 320 Park Avenue, 8th Floor New York, NY 10022	12,390,640	6.9%		
Franklin Mutual Advisers, LLC[3] 101 John F. Kennedy Parkway Short Hills, NJ 07078	11,357,081	6.3%		
BlackRock, Inc.[4] 55 East 52nd Street New York, NY 10055	10,571,994	5.9%		

Named executive officers and directors (13 persons)				
Rodney O. Martin, Jr.[5]	289,158.80	*	421,400.61	710,559.41
Michael S. Smith	85,630	*	131,709	217,339
Alain M. Karaoglan[6]	34,756	*	105,898	140,654
Christine Hurtsellers	20,643	*	124,807	145,450
Charles P. Nelson	20,515	*	163,249.39	183,764
Lynne Biggar	8,787	*	1,287	10,074
Jane P. Chwick	10,074	*	1,287	11,361
Ruth Ann M. Gillis	12,854	*	2,398.80	15,252.80
J. Barry Griswell	14,098	*	1,287	15,385
Byron Pollitt, Jr.	8,618	*	1,287	9,905
Joseph V. Tripodi	9,478	*	1,287	10,765
Deborah C. Wright	10,074	*	1,287	11,361
David Zwiener	19,198	*	1,287	20,485
All current executive officers and directors (18 persons)	619,188.80	*	1,238,508.80	1,857,697.81

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* Less than 1%

(1) Based on information as of December 31, 2017 contained in a Schedule 13G/A filed with the SEC on February 9, 2018 by The Vanguard Group. The Schedule 13G/A indicates that The Vanguard Group has sole voting power with respect to 141,815 of these shares, shared voting power with respect to 39,845 of these shares, sole dispositive power with respect to 14,858,331 of these shares and shared dispositive power with respect to 171,190 of these shares.

(2) Based on information as of December 31, 2017 contained in a Schedule 13G/A filed with the SEC on February 1, 2018 by Pzena Investment Management, LLC. The Schedule 13G/A indicates that Pzena Investment Management, LLC has sole voting power with respect to 5,273,865 of these shares, and sole dispositive power with respect to all 12,390,640 shares.

(3) Based on information as of December 31, 2017 contained in a Schedule 13G/A filed with the SEC on February 5, 2018 by Franklin Mutual Advisers, LLC. The Schedule 13G/A indicates that Franklin Mutual Advisers, LLC has sole voting power and sole dispositive power with respect to all 11,357,081 of these shares.

(4) Based on information as of December 31, 2017 contained in a Schedule 13G/A filed with the SEC on January 23, 2018 by BlackRock, Inc. The Schedule 13G/A indicates that BlackRock, Inc. has sole voting power with respect to 9,243,961 of these shares and sole dispositive power with respect to all 10,571,994 shares.

(5) Includes 100,000 shares held by the Rodney O. Martin Jr. 2006 Irrevocable Insurance Trust, an estate planning trust for the benefit of certain members of Mr. Martin s family.

(6) Mr. Karaoglan served as the Company s Chief Operating Officer until March 30, 2018. Beneficial ownership information is based on information contained in the last Form 4 filed by Mr. Karaoglan with the SEC prior to March 30, 2018.

(7) Amounts include, for directors, vested RSUs awarded as compensation. See Part II: Compensation Matters Non-Employee Director Compensation Director Equity Awards.

(8) Amounts include, for directors and executive officers, unvested RSUs and deferred stock units issued pursuant to deferred compensation plan arrangements. For executive officers, amounts also include unvested PSUs. The ultimate number of common stock shares earned at vesting of PSUs is formulaically determined, with potential payout value ranging from 0% to 150% depending on the achievement of certain performance factors.

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Part V: Other Information

Frequently asked questions about our Annual Meeting

When and where is our Annual Meeting?

We will hold our Annual Meeting on Wednesday, May 30, 2018, at 11:00 a.m., Eastern Daylight Time. The Annual Meeting will be conducted entirely over an internet website, at the following address: www.virtualshareholdermeeting.com/VOYA2018, thus facilitating maximum participation by our stockholders.

Who can participate in our Annual Meeting?

You are entitled to participate in our Annual Meeting if you were a stockholder of record of Voya Financial, Inc. as of the close of business on April 2, 2018, which we refer to in this proxy statement as the Record Date , or if you hold a valid proxy for the Annual Meeting. You may attend the Annual Meeting, vote, and submit a question during the Annual Meeting by visiting www.virtualshareholdermeeting.com/VOYA2018 and using your 16-digit control number to enter the meeting. If you are not a stockholder of record but hold shares as a beneficial owner in street name, you must request a legal proxy from your broker or nominee to participate and vote at the Annual Meeting.

Why did I receive this proxy statement?

The board of directors is soliciting proxies to be voted at the Annual Meeting. Under the NYSE rules, the stock exchange on which our common stock is listed, we are required to solicit proxies from our stockholders in connection with any meeting of our stockholders, including the Annual Meeting. Under the rules of the SEC, when our board asks you for your proxy, it must provide you with a proxy statement and certain other materials (including an annual report to stockholders), containing certain required information. These materials will be first made available, sent or given to stockholders on April 12, 2018.

What is included in our proxy materials?

Our proxy materials include:

- This proxy statement;
- A notice of our 2018 Annual Meeting of Stockholders (which is attached to this proxy statement); and
- Our Annual Report to Stockholders for 2017.

If you received printed versions of these materials by mail (rather than through electronic delivery), these materials also include a proxy card or voting instruction form. If you received or accessed these materials through the Internet, your proxy card or voting instruction form are available to be filled out and executed electronically.

Why didn t I receive a paper copy of these materials?

SEC rules allow companies to deliver a notice of Internet availability of proxy materials to stockholders and provide Internet access to those proxy materials, in lieu of providing paper materials. Stockholders may obtain paper copies of the proxy materials free of charge by following the instructions provided in the notice of Internet availability of proxy materials.

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What is householding?

We send stockholders of record at the same address one copy of the proxy materials unless we receive instructions from a stockholder requesting receipt of separate copies of these materials.

If you share the same address as multiple stockholders and would like the Company to send only one copy of future proxy materials, please contact Computershare Trust Company, N.A. at 118 Fernwood Avenue, Edison, NJ 08837. You can also contact Computershare to receive individual copies of all documents. You may also contact the Corporate Secretary at Voya Financial, Inc., 230 Park Avenue, New York, New York 10169, Attention: Law Department, Office of the Corporate Secretary or at 212-309-8200.

What is a proxy?

It is your legal designation of another person to vote the stock you own. The other person is called a proxy. When you designate someone as your proxy in a written document, that document is also called a proxy or a proxy card. The Company has designated four of the Company s officers to act as proxies at the Annual Meeting.

Who can vote by proxy at the Annual Meeting?

Persons who held stock as of the close of business on the Record Date, April 2, 2018, can vote their stock at the annual meeting, either by participating in the online meeting or by executing (manually, telephonically, or electronically) a proxy card or voting instruction form.

What will stockholders vote on at the Annual Meeting?

At the Annual Meeting, our stockholders will be asked to cast votes on the following items of business:

- The election of the nine Directors who make up our board of directors;

- An advisory vote on the approval of executive compensation; and

- A vote to ratify the appointment of Ernst & Young LLP as the Company s auditors for 2018.

Will there be any other items of business on the agenda?

We do not expect any other items of business because the deadline in our by-laws for stockholder director nominations and other proposals has passed. However, if any other matter should properly come before the meeting, the officers we have designated to act as proxies will vote the stock for which they have received a valid proxy according to their best judgment.

How many votes do I have?

You will have one vote for every share of common stock of Voya Financial, Inc. that you owned at the close of business on the Record Date, April 2, 2018.

What constitutes a quorum for the Annual Meeting?

A majority of the outstanding shares of common stock as of the Record Date must be present, in person or by proxy, at the Annual Meeting for a quorum to exist. On the Record Date, there were 171,526,294 shares of common stock outstanding. A quorum must be present before any action can be taken at the Annual Meeting, except an action to adjourn the meeting.

What is the difference between holding shares as a stockholder of record and as a beneficial owner of common stock held in street name ?

Stockholder of Record: If your shares of common stock are registered directly in your name with our transfer agent, Computershare, you are considered a stockholder of record of those shares.

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Shares Held in Street Name: If your shares of common stock are held in an account at a brokerage firm, bank, broker-dealer or other similar organization (which we refer to in this proxy statement as a financial intermediary), then you are a beneficial owner of shares held in street name. In that case, you will have received these proxy materials from the financial intermediary holding your account and, as a beneficial owner, you have the right to direct your financial intermediary as to how to vote the shares held in your account.

How do I vote?

The manner in which you cast your vote depends on whether you are a stockholder of record or you are a beneficial owner of shares held in street name . In order to vote your shares, you may vote:

	If you are a stockholder of record	**If you hold your shares in street name**
By Internet Advance Voting:	www.proxyvote.com	www.proxyvote.com
By Internet at our Annual Meeting:	www.virtualshareholdermeeting.com/VOYA2018	www.virtualshareholdermeeting.com/VOYA2018
By Telephone:	1-800-690-6903	1-800-690-6903
By Mail:	Return a properly executed and dated proxy card in the pre-paid envelope we have provided.	Return a properly executed and dated voting instruction form by mail, depending upon the method(s) your financial intermediary makes available.

To be valid, your vote by Internet, telephone or mail must be received by the deadline specified on the proxy card or voting instruction form, as applicable.

How do I revoke my proxy?

If you hold your shares in street name, you must follow the instructions of your broker or bank to revoke your voting instructions. Otherwise, you can revoke your proxy by executing a new proxy or by voting at the meeting.

How do I vote my shares held in the Company s 401(k) plans?

The trustee of the plans will vote your shares in accordance with the directions you provide by voting on the voting instruction card or the instructions in the email message that notified you of the availability of the proxy materials. If your proxy is not returned or is returned unsigned, the trustee will vote your shares in the same proportion as are all the shares held by the respective plan that are allocated to the participants of such plan for which voting instructions have been received.

How will my shares be voted if I do not give specific voting instructions?

The voting of shares for which a proxy has been executed, dated and delivered, but for which no specific voting instructions have been provided, depends on whether the shares are held by a stockholder of record or are held beneficially in street name , and if shares are held in street name , on the financial intermediary through which beneficial ownership is held.

***Stockholder of Record*:** If you are a stockholder of record and you indicate that you wish to vote as recommended by our board or if you sign, date and return a proxy card but do not give specific voting

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instructions, then your shares will be voted in the manner recommended by our board on all matters presented in this proxy statement, and the proxy holders may vote in their discretion with respect to any other matters properly presented for a vote at our Annual Meeting. While our board does not anticipate that any of the director nominees will be unable to stand for election as a director nominee at our Annual Meeting, if that occurs, proxies will be voted in favor of such other person or persons as may be recommended by our Nominating and Governance Committee and nominated by our board.

Beneficial Owners of Shares Held in Street Name **:** If you are a beneficial owner of shares and your brokerage firm, bank, broker-dealer or other similar organization does not receive voting instructions from you, the manner in which your shares may be voted differs, depending on the specific resolution being voted upon.

- Ratification of Auditors. For the resolution to ratify the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm, NYSE rules provide that brokers that have not received voting instructions from their customers at least ten days before the meeting date may vote their customers shares in the brokers discretion. This is called broker-discretionary voting. The foregoing rule does not apply, however, if your broker is an affiliate of our Company. In such a case, NYSE policy specifies that, in the absence of your specific voting instructions, your shares may be voted only in the same proportion as are the other shares voted with respect to the resolution.
- All other matters. All other resolutions to be presented at our Annual Meeting are considered non-discretionary matters under NYSE rules, and your brokerage firm, bank, broker-dealer or other similar organization may not vote your shares without voting instructions from you. Therefore, you must provide voting instructions in order for your vote to be counted.

What vote is required for adoption or approval of each matter to be voted on?

The chart below sets forth each item of business that we expect to be put before our stockholders at the Annual Meeting, and for each such item: the voting options available, the vote required to adopt or approve, the voting recommendation of our board, the effect of abstaining from the vote, whether such item is a discretionary matter for which brokers may cast discretionary votes, and the effect of broker non-votes.

Proposal	Voting Options	Vote Required	Directors Recommendation	Effect of Abstentions	Broker Discretionary Votes Allowed?	Effect of Br Non-Vot
Election of Directors	You may vote FOR, AGAINST, or ABSTAIN for each nominee for director.	For each nominee, election requires a number of FOR votes that represents a majority of the votes cast FOR or AGAINST each nominee for director.	FOR all Director Nominees. Unless a contrary choice is specified, proxies solicited by our board will be voted FOR the election of our director nominees.	Abstentions are not counted as a vote cast and will therefore have no effect on the vote.	No	No effec

visory Vote to rove Executive ompensation	You may vote FOR, AGAINST, or ABSTAIN on the resolution to approve the executive compensation of our NEOs.	Approval requires a number of FOR votes that represents a majority of the shares represented at the Annual Meeting, in person or by proxy, and entitled to vote on the matter.	FOR the resolution. Unless a contrary choice is specified, proxies solicited by our board will be voted FOR the resolution.	Abstentions will have the same effect as a vote AGAINST the resolution.	No	No effec
atification of pointment of ndependent Registered Public ounting Firm	You may vote FOR, AGAINST, or ABSTAIN on the resolution to ratify the appointment.	Approval requires a number of FOR votes that represents a majority of the shares represented at the Annual Meeting, in person or by proxy, and entitled to vote on the matter.	FOR the ratification of the appointment. Unless a contrary choice is specified, proxies solicited by our board will be voted FOR the ratification of the appointment.	Abstentions will have the same effect as a vote AGAINST the resolution.	Yes	N/A

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Who counts the votes?

Votes will be counted by Computershare Trust Company, N.A.

How will the results of the votes taken at our Annual Meeting be reported?

We expect to announce the preliminary voting results at the Annual Meeting. The final voting results will be reported in a Current Report on Form 8-K that will be filed with the SEC, and will be available at *www.sec.gov* and on our website at www.voya.com.

How do I inspect the list of stockholders of record?

A list of the stockholders as of the Record Date of April 2, 2018 will be available for inspection during ordinary business hours at our headquarters at 230 Park Avenue, New York, New York 10169, from May 20, 2018 to May 30, 2018. This list will also be available during the Annual Meeting at www.virtualshareholdermeeting.com/VOYA2018.

How do I submit a stockholder proposal for the 2019 Annual Meeting?

Stockholders who wish to present proposals pursuant to SEC Rule 14a-8 for inclusion in the proxy materials to be distributed by us in connection with our 2019 Annual Meeting of Stockholders must submit their proposals to the Law Department, Office of the Corporate Secretary, at Voya Financial, Inc., 230 Park Avenue, New York, NY 10169. Proposals must be received on or before December 13, 2018, unless our 2019 Annual Meeting of Stockholders is held more than 30 days before or after the anniversary date of the 2018 Annual Meeting, in which case proposals must be received a reasonable time before we begin to print and send proxy materials for the 2019 Annual Meeting of Stockholders. Submitting a proposal does not guarantee its inclusion, which is governed by SEC rules and other applicable limitations.

In accordance with our by-laws, for a matter not included in our proxy materials to be properly brought before the 2019 Annual Meeting of Stockholders, a notice of the matter that the stockholder wishes to present must be delivered to the Law Department, Office of the Corporate Secretary, at Voya Financial, Inc., 230 Park Avenue, New York, NY 10169, not less than 90 nor more than 120 days prior to the first anniversary of the 2018 Annual Meeting. As a result, any notice given by or on behalf of a stockholder pursuant to these provisions of our by-laws (and not pursuant to the SEC s Rule 14a-8) must be received no earlier than January 30, 2019 and no later than March 1, 2019. If, however, our 2019 Annual Meeting of Stockholders is held before the date that is 30 days before the anniversary date of the 2018 Annual Meeting, or after the date that is 60 days after the anniversary date of the 2018 Annual Meeting, then our by-laws provide that the deadline for such a notice will be the later of the close of business on (i) the date that is 90 days before the date of our 2019 Annual Meeting of Stockholders and (ii) the tenth day following the date on which the date of our 2019 Annual Meeting of Stockholders is first publicly announced or disclosed.

Who pays the expenses of this proxy solicitation?

Expenses for the preparation of these proxy materials and the solicitation of proxies for our Annual Meeting are paid by the Company. In addition to the solicitation of proxies over the Internet or by mail, certain of our directors, officers or employees may solicit proxies in person, by telephone, or by other means of communication. Our directors, officers and employees will receive no additional compensation for any such solicitation. The Company has retained MacKenzie Partners, Inc. as proxy solicitor for a fee of $20,000 plus the reimbursement of any out of pocket expenses. We will reimburse brokers, including our affiliated brokers, and other similar institutions for costs incurred by them in mailing proxy materials to beneficial owners.

Where can I receive more information about the Company?

We file reports and other information with the SEC. This information is available on the Company s website at *www.voya.com* and at the Internet site maintained by the SEC at *www.sec.gov*. You may also contact the SEC at 1-800-SEC-0330. The charters of our Audit, Compensation and Benefits, Nominating and Governance, Finance and Technology, Innovation and Operations Committees, the Company s Corporate Governance Guidelines, and the Corporate Code of Business Conduct and Ethics are also available on the Company s investor relations website, *investors.voya.com*.

Communications with our Board

Any person who wishes to communicate with any of our directors, our Lead Director, our committee chairs or with our independent directors as a group should address communications to the board of directors or the particular director or directors, as the case may be, and mailed to Voya Financial, Inc., 230 Park Avenue, New York, NY 10169, Attention: Law Department, Office of the Corporate Secretary or sent by electronic mail to VoyaBoard@voya.com.

Section 16(a) Beneficial Ownership Reporting Compliance

Based on a review of reports filed by our directors, executive officers and 10% stockholder during 2017, and on written representations such reporting persons have provided to us, we believe that all filing requirements under Section 16(a) of the Exchange Act applicable to our directors, executive officers and 10% stockholders were complied with during 2017.

Code of Ethics and Conduct

Our board of directors has adopted a code of ethics and a code of conduct as such terms are used in Item 406 of Regulation S-K and the NYSE listing rules. A copy of our Code of Business Conduct and Ethics is available from our investor relations website at investors.voya.com. The Company intends to satisfy any disclosure requirement under Item 5.05 of Form 8-K with respect to its code of ethics through a notice posted at investors.voya.com.

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Exhibit A

Non-GAAP Financial Measures

In this proxy statement, we present Adjusted Operating Earnings per Share and Ongoing Business Adjusted Operating Return on Equity, each of which is a non-GAAP financial measure. We set forth below definitions and reconciliation of these non-GAAP measures to the most directly comparable GAAP measures.

Adjusted Operating Earnings per Share

Adjusted Operating Earnings per Share (EPS) is defined as Voya s consolidated adjusted operating earnings (tax-effected based on the actual operating effective tax rate for the period) excluding the impacts of DAC, VOBA, and other intangible unlocking divided by the weighted average diluted common shares for the period.

Adjusted operating earnings is calculated by adjusting GAAP income (loss) from continuing operations before income taxes for the following items:

Net investment gains (losses), net of related amortization of DAC, VOBA, sales inducements and unearned revenue, which are significantly influenced by economic and market conditions, including interest rates and credit spreads, and are not indicative of normal operations. Net investment gains (losses) include gains (losses) on the sale of securities, impairments, changes in the fair value of investments using the FVO unrelated to the implied loan-backed security income recognition for certain mortgage-backed obligations and changes in the fair value of derivative instruments, excluding realized gains (losses) associated with swap settlements and accrued interest;

Net guaranteed benefit hedging gains (losses), which are significantly influenced by economic and market conditions and are not indicative of normal operations, include changes in the fair value of derivatives related to guaranteed benefits, net of related reserve increases (decreases) and net of related amortization of DAC, VOBA and sales inducements, less the estimated cost of these benefits. The estimated cost, which is reflected in operating results, reflects the expected cost of these benefits if markets perform in line with our long-term expectations and includes the cost of hedging. Other derivative and reserve changes related to guaranteed benefits are excluded from operating results, including the impacts related to changes in nonperformance spread;

Income (loss) related to businesses exited through reinsurance or divestment that do not qualify as discontinued operations, which includes gains and (losses) associated with transactions to exit blocks of business (including net investment gains (losses) on securities sold and expenses directly related to these transactions) and residual run-off activity; these gains and (losses) are often related to infrequent events and do not reflect performance of operating segments. Excluding this activity better reveals trends in our core business, which would be obscured by including the effects of business exited, and more closely aligns Adjusted operating earnings before income taxes with how we manages our segments;

Income (loss) attributable to noncontrolling interest, which represents the interest of shareholders, other than those of Voya Financial, Inc., in the gains and (losses) of consolidated entities, or the attribution of results from consolidated VIEs or VOEs to which we are not economically entitled;

Income (loss) related to early extinguishment of debt, which includes losses incurred as a result of transactions where we repurchase outstanding principal amounts of debt; these losses are excluded from Adjusted operating earnings before income taxes since the outcome of decisions to restructure debt are not indicative of normal operations;

Impairment of goodwill, value of management contract rights and value of customer relationships acquired, which includes losses as a result of impairment analysis; these represent losses related to infrequent events and do not reflect normal, cash-settled expenses;

Immediate recognition of net actuarial gains (losses) related to our pension and other postretirement benefit obligations and gains (losses) from plan amendments and curtailments, which includes actuarial gains and losses as a result of differences between actual and expected experience on pension plan assets or projected

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benefit obligation during a given period. We immediately recognize actuarial gains and (losses) related to pension and other postretirement benefit obligations and gains and losses from plan adjustments and curtailments. These amounts do not reflect normal, cash-settled expenses and are not indicative of current Operating expense fundamentals; and

Other items not indicative of normal operations or performance of our segments or may be related to infrequent events including capital or organizational restructurings including certain costs related to debt and equity offerings as well as stock and/or cash based deal contingent awards; expenses associated with the rebranding of Voya Financial, Inc.; severance and other third-party expenses associated with the 2016 Restructuring. These items vary widely in timing, scope and frequency between periods as well as between companies to which we are compared. Accordingly, we adjust for these items as we believe that these items distort the ability to make a meaningful evaluation of the current and future performance of our segments. Additionally, with respect to restructuring, these costs represent changes in operations rather than investments in the future capabilities of our operating businesses

Reconciliation of Net Income per Common Share to Adjusted Operating Earnings per Share

	2017 Year
Net income (loss) available to Voya Financial, Inc. s common shareholders per common share (Diluted)	**$ (16.25)**
Exclusion of per share impact of:	
Impact of Income related to discontinued operations	14.01
Net investment gains (losses) and related charges and adjustments	0.29
Net guaranteed benefit hedging gains (losses) and related charges and adjustments	(0.16)
Income (loss) related to businesses exited through reinsurance or divestment	0.16
Income (loss) on early extinguishment of debt	0.01
Immediate recognition of net actuarial gains (losses) related to pension and other postretirement benefit obligations and gains (losses) from plan amendments and curtailments	0.06
Other adjustments to operating earnings	0.33
Effect of assumed tax rate vs actual effective tax rate	3.43
Adjustment due to antidilutive effect	0.04
Adjusted Operating earnings per share (Diluted)	**1.92**
DAC Unlocking	1.09
Adjusted Operating Earnings, Excluding Unlocking per share (Diluted) as Reported in Investor Supplement	**3.01**
Add back: Effect of discontinued operations	1.27
Add back: DAC/VOBA Unlocking in discontinued operations	(0.11)
Adjusted Operating Earnings per Share	**$ 4.16**

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Ongoing Business Adjusted Operating Return on Equity (ROE) and Return on Capital (ROC)

Voya Financial

Calculation and Reconciliation of Return on Equity and Return on Capital Trailing Twelve Months[3]

($ in millions, unless otherwise indicated)		Year ended December 31, 2017
GAAP Return on Equity		
Net income (loss) available to Voya Financial, Inc. s common shareholders	**$**	**(600)**
Voya Financial, Inc. shareholders equity: end of period	**$**	**12,402**
Voya Financial, Inc. shareholders equity: average for period	$	13,148
GAAP Return on Equity		**4.6%**
Ongoing Business Adjusted Operating Return on Capital and Adjusted Operating Return on Equity		
Ongoing Business adjusted operating earnings before income taxes	**$**	**1,463**
Income taxes on adjusted operating earnings, excluding unlocking[1]		(468)
Ongoing Business adjusted operating earnings after income taxes		995
Interest expense after-tax[2]		(70)
Ongoing Business adjusted operating earnings after income taxes and interest expense	**$**	**925**
End of period capital for Ongoing Business		**7,573**
Average capital for Ongoing Business		7,606
Average debt (based on 25% debt-to-capital ratio)		(1,902)
Average equity for Ongoing Business	**$**	**5,704**
Adjusted Operating Return on Capital for Ongoing Business		**13.1%**
Adjusted Operating Return on Equity for Ongoing Business[2]		**16.2%**

[1] Assumes a 32% tax rate on operating earnings described as after tax .

[2] Assumes debt-to capital ratio of approximately 25% and the actual weighted average pre-tax interest rate for all periods presented.

[3] These numbers are based on the organization structure that existed prior to the 12/21/17 announcement to sell the Closed Block Variable Annuity and Annuities business, which triggered discontinued operations accounting on a GAAP basis.

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Voya Financial

Reconciliation of Ongoing Business Adjusted Operating Earnings to Net Income (Loss)

Trailing Twelve Months[3]

($ in millions)	**Year ended December 31, 2017**
Net income (loss)	**$ (400)**
Net income (loss) attributable to noncontrolling interest	200
Net income (loss) available to Voya Financial, Inc. s common shareholders	**(600)**
Closed Block Variable Annuity	(697)
Net investment gains (losses) and related charges and adjustments	(100)
Other adjustments	(115)
Total adjustments to operating earnings, before tax effect	(912)
Income taxes on adjustments to operating earnings[1]	319
Total adjustments to operating earnings, after tax[1]	(593)
Difference between actual tax (expense) benefits and assumed tax rate	(602)
Adjusted operating earnings, after tax[1]	**595**
Income taxes[1]	(280)
Total adjusted operating earnings before income taxes	**875**
Corporate	(320)
Adjusted operating earnings before income taxes for ongoing business	**1,195**
DAC/VOBA and other intangibles unblocking[2]	(268)
Lehman bankruptcy/LIHTC loss, net of DAC	
Ongoing Business adjusted operating earnings before income taxes	**$ 1,463**

1 Assumes a 32% tax rate on operating earnings and all components of operating earnings described as after-tax. A 35% tax rate is applied to all non-operating items. The 32% tax rate for operating earnings and components reflects the estimated benefit of the dividend received deduction related to Ongoing Business.

2

DAC/VOBA and other intangibles unlocking excludes unlocking on net investment income from Lehman Recovery/LIHTC.

3 These numbers are based on the organization structure that existed prior to the 12/21/17 announcement to sell the Closed Block Variable Annuity and Annuities business, which triggered discontinued operations accounting on a GAAP basis.

Voya Financial

Reconciliation of End of Period Capital for Ongoing Business to Shareholders Equity[1]

($ in millions)		As of December 31, 2017
Voya Financial, Inc. shareholders equity: end of period	**$**	**12,402**
AOCI		2,832
Voya Financial, Inc. shareholders equity excluding AOCI end of period		9,570
Long-Term Debt		3,460
End of Period Capital		**13,030**
Closed Block Variable Annuity, Corporate, and Other Closed Blocks		5,457
End of Period Capital for Ongoing Business	**$**	**7,573**

1 These numbers are based on the organization structure that existed prior to the 12/21/17 announcement to sell the Closed Block Variable Annuity and Annuities business, which triggered discontinued operations accounting on a GAAP basis.

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Distributable Cash Flow

In this proxy statement, we present distributable cash flow as a performance measure upon which compensation decisions are subject to.

Distributable Cash Flow is the sum of the following amounts:

The change (positive or negative) during the period in excess capital over 425% RBC , where excess capital over 425% RBC is calculated as:

Combined statutory Total Adjusted Capital of the Applicable Insurance Subsidiaries, where Applicable Insurance Subsidiaries means the Company s insurance subsidiaries that (i) are direct subsidiaries of Voya Financial, Inc. or Voya Holdings Inc. and (ii) prepare financial statements on a statutory accounting basis; **MINUS**

4.25 times the combined Company Action Level Risk-Based Capital for the Applicable Insurance Subsidiaries.

Plus

The change (positive or negative) during the period of the cash balance held at the holding company, where holding company means Voya Financial, Inc. and Voya Holdings Inc. consolidated together but excluding any other subsidiary, and cash balance means cash, cash equivalents, and other general working capital investments (as defined for balance sheet purposes)

Excluded from Distributable Cash Flow is the effect of the following items during the period:

payments of principal, interest, or premium made on financial debt or hybrid instruments issued by Voya Financial, Inc., Voya Holdings Inc. or their subsidiaries (including option premiums payable on contingent instruments and similar amounts), and payments on interest rate swap contracts used to hedge interest payable on such debt or hybrid instruments;

proceeds received from the issuance of financial debt or holding company equity securities, including warrants;

dividends paid on equity capital of the holding company;

net amounts used for acquisitions;

Impacts of any changes in RBC instructions;

amounts used to redeem or repurchase holding company equity securities, including warrants; and,

amounts borrowed from or repaid to subsidiaries pursuant to intercompany loans.

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Voya Financial

Calculation of Distributable Cash Flow

($ in millions, unless otherwise indicated)		**Year ended December 31, 2017**
Change in Excess Capital over 425% RBC		
Change in Total Adjusted Capital	$	(229)
Less Change in 425% Risk-Based Capital	$	(5)
Change in Excess Capital over 425% RBC	**$**	**(234)**
Change in Holding Company Cash	**$**	**(222)**
Total Before Exclusions	**$**	**(456)**
Exclusions		
Payments of principal, interest, or premium made on financial debt or hybrid instruments	$	180
Proceeds received from issuance of financial debt or holding company equity securities, including warrants	$	95
Dividends paid on equity capital of the holding company	$	7
Net amounts used for or net amounts produced by acquisitions and/or divestitures of CBVA	$	
Impacts of any changes in RBC instructions and/or effect on admitted DTAs due to changes in federal tax policy	$	122
Amounts used to redeem or repurchase holding company equity securities, including warrants	$	923
Amounts borrowed from or repaid to subsidiaries pursuant to intercompany loans	$	(148)
Subtotal of Exclusions	**$**	**1,179**
Total Distributable Cash Flow	**$**	**723**
Management Discretionary Adjustment	$	2
Adjusted Total Distribution Cash Flow	**$**	**725**

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VOYA FINANCIAL, INC.

230 PARK AVENUE

NEW YORK, NY 10169

VOTE BY INTERNET

Before The Meeting - Go to **www.proxyvote.com**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 pm, Eastern Daylight Time the day before meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to **www.virtualshareholdermeeting.com/VOYA2018**

You may attend the Meeting via the Internet and vote during the Meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 pm, Eastern Daylight Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

If you vote your proxy by Internet or telephone, you do NOT need to mail back your proxy card. To vote by mail, mark, sign and date your proxy card and return it in the enclosed postage-paid envelope.

E, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E43694-P05189 KEEP THIS PORTION FOR YOUR RE

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

VOYA FINANCIAL, INC.

The Board of Directors recommends a vote FOR all

nominees and FOR Items 2 and 3.

1. Election of Directors

Nominees:	**For**	**Against**	**Abstain**
1a. Lynne Biggar			
1b. Jane P. Chwick			
1c. Ruth Ann M. Gillis			
1d. J. Barry Griswell			
1e. Rodney O. Martin, Jr.			
1f. Byron H. Pollitt, Jr.			
1g. Joseph V. Tripodi			

	For	**Against**	**Abstain**
1h. Deborah C. Wright			
1i. David Zwiener			
2. Approval, in a non-binding advisory vote, of the compensation paid to the named executive officers, as disclosed and discussed in the Proxy Statement			
3. Ratification of the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for fiscal year 2018			

For address changes and/or comments, please check this box and write them on the back where indicated.

All shares will be voted as instructed above. In the absence of instructions, all shares will be voted with respect to registered stockholders that return a signed proxy card, FOR all nominees listed in Item 1, FOR Items 2 and 3. With respect to participants in the Voya 401(k) Savings Plan or the Voya 401(k) Plan for VRIAC Agents (the Plans), in the absence of instructions, the Trustee will vote your shares in the same proportion as all the shares held by the respective plan that are allocated to the participants of such plan for which voting instructions have been received.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date Signature (Joint Owners) Date

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VOYA FINANCIAL, INC.

2018 ANNUAL MEETING OF STOCKHOLDERS

May 30, 2018

11:00 am, Eastern Daylight Time

www.virtualshareholdermeeting.com/VOYA2018

WE ENCOURAGE YOU TO TAKE ADVANTAGE OF INTERNET OR TELEPHONE VOTING.

BOTH ARE AVAILABLE 24 HOURS A DAY, 7 DAYS A WEEK.

Internet and telephone voting are available through 11:59 pm, Eastern Daylight Time on May 29, 2018.

Your Internet or telephone vote authorizes the named proxies to vote the shares in the same manner as if you marked, signed and returned your proxy card.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

E43695-P05189

PROXY

FOR ANNUAL MEETING OF STOCKHOLDERS

VOYA FINANCIAL, INC.

SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned appoints Rodney O. Martin, Jr., Michael S. Smith and Patricia J. Walsh, and each of them, as proxies, each with full power of substitution, and authorizes them to represent and to vote, as designated on the reverse side of this form, all shares of common stock of Voya Financial, Inc. held of record by the undersigned as of April 2, 2018, at the 2018 Annual Meeting of Stockholders to be held on May 30, 2018, beginning at 11:00 am, Eastern Daylight Time, at www.virtualshareholdermeeting.com/VOYA2018, and in their discretion, upon any matter that may properly come before the meeting or any adjournment of the meeting, in accordance with their best judgment.

If no other indication is made on the reverse side of this form, the proxies shall vote FOR all nominees listed in Item 1, FOR Items 2 and 3.

This proxy may be revoked at any time prior to the time voting is declared closed by giving the Corporate Secretary of Voya Financial, Inc. written notice of revocation or a subsequently dated proxy, or by casting a ballot at the meeting.

If the undersigned is a participant in the Voya 401(k) Savings Plan or the Voya 401(k) Plan for VRIAC Agents (the Plans), then the undersigned hereby directs Voya Institutional Trust as Trustee of the Plans to vote all the shares of Voya Financial common stock credited to the undersigned s account as indicated on the reverse side at the meeting and at any adjournment(s) thereof. If your proxy is not returned or is returned unsigned, the Trustee will vote your shares in the same proportion as all the shares held by the respective plan that are allocated to the participants of such plan for which voting instructions have been received.

Address Changes/Comments:

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side