



PRESIDENTIAL LIFE CORPORATION

AMENDED AND RESTATED PRESIDENTIAL LIFE CORPORATION CORPORATE GOVERNANCE GUIDELINES

March 10, 2010

A. BOARD COMPOSITION

1. Size of the Board

The Amended and Restated Bylaws of Presidential Life Corp. (the “Corporation”) provide that the Board will have not fewer than five (5) nor more than nineteen (19) directors, with the actual number being set from time to time by resolution of the Board. The Board and the Nominating and Governance Committee periodically review the appropriate size of the Board.

2. Mix of Inside and Independent Directors

The Corporation’s board of directors currently consists of nine (9) directors. The Nasdaq Stock Market Rules require that a majority of the members of a listed company’s board of directors qualify as “independent.” The Board has determined that seven of its directors are currently “independent” under The Nasdaq Stock Market Rules. The Board believes that it is useful and appropriate to have the Chief Executive Officer as a director. The Nominating and Governance Committee periodically reviews the qualifications and independence of the members of the Board.

3. Board Definition of Independence

The Corporation defines an “Independent Director” to be a director who is (i) not an officer or employee of the Corporation or any of its subsidiaries and (ii) in the business judgment of the Board, is “independent” under The Nasdaq Stock Market Rules. The Corporation will disclose in its annual proxy statement those directors that the Board has determined to be independent.

4. Lead Independent Director

The Board has determined that, under appropriate circumstances, it is useful, appropriate and in the best interests of the Corporation to designate a Lead Independent Director to coordinate the activities of the Independent Directors, and to perform such other duties and responsibilities as the Board of Directors may determine. A factor in determining if a Lead Independent Director is appropriate is if the Chairman of the Board is also independent.

5. Separation of the Positions of Chairman and Chief Executive Officer

The Board should be free to make this choice any way that seems best for the Corporation at a given point in time. Therefore, the Board does not have a policy, one way or the other, on whether or not the role of the Chairman and Chief Executive Officer should be separate or combined and, if it is to be separate, whether the Chairman should be selected from the non-employee Directors or be an employee.

At the current time, the Board has determined that it is in the best interests of the Corporation to have the positions of Chairman and Chief Executive Officer be held by two separate persons.

6. Director Qualifications

The Board has adopted a policy regarding qualifications for potential directors. These factors, and others as considered useful by the Board and the Nominating and Governance Committee, are reviewed in the context of an assessment of the perceived needs of the Board at a particular point in time.

Directors are expected to attend all Board meetings and meetings of committees on which they serve, and they are frequently called upon for advice and counsel between formal meetings. Directors are expected to review meeting materials that are provided to them in advance of each meeting. Each director is encouraged and expected to ask questions of

and raise issues with management to ensure the conduct of careful and cautious oversight.

Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as a director. These other commitments will be considered by the Nominating and Governance Committee and the Board when reviewing Board candidates.

7. Selection of New Director Candidates

The Nominating and Governance Committee is responsible for the process of identifying and evaluating director nominees, including nominee candidates recommended by the Corporation's stockholders. The Nominating and Governance Committee may request that other members of the Board and members of management participate in the process as appropriate. Through this process, the Nominating and Governance Committee identifies individuals qualified to become Board members and considers, evaluates and recommends to the Board nominees to fill positions on the Board. The Board shall give due consideration to the Nominating and Governance Committee's recommendation in selecting the slate of directors to stand for election by the Corporation's stockholders.

8. Directors Who Change Their Present Job Responsibilities

The Board does not believe that directors who retire or change from the position they held when they came on the Board should necessarily leave the Board. There should, however, be an opportunity for the Board, via the Nominating and Governance Committee, to review the continued appropriateness of Board membership under these circumstances. Accordingly, each director must promptly notify the Lead Independent Director and the Chief Executive Officer of any material change in the circumstances of their employment or if such director joins the board of directors (or equivalent governing body) of any other entity.

9. Term Limits

The Board does not believe it should establish term limits. The Board believes that much of the knowledge of the Corporation's operations, management and businesses is cumulative, and so long as a director is deemed by the Nominating and Governance Committee to meet the criteria for Board service, there should be no arbitrary limit on the number of times that a director may be reelected.

10. Membership on Other Boards

There shall be no pre-determined limit on the number of other boards of directors on which directors of the Corporation may serve. The Board expects individual directors to use their judgment, in light of all other commitments, in accepting directorships of other corporations or charitable organizations and to allow sufficient time and attention to matters relating to the Corporation.

11. Director Compensation

The Compensation Committee is responsible for evaluating and recommending to the Board the amount and composition of director compensation.

B. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. Primary Responsibilities

The primary responsibilities of the Board of Directors are oversight, counseling and direction to the management of the Corporation in the interest and for the benefit of the Corporation's stockholders.

The Board of Directors has delegated to the Chief Executive Officer, working with the other executive officers of the Corporation, the authority and responsibility for managing the business of the Corporation in a manner consistent with the standards and practices of the Corporation, and in accordance with any specific plans, instructions or directions of the Board. The Chief Executive Officer and other members of management are responsible for seeking the advice and, in appropriate situations, the approval of the Board with respect to extraordinary actions to be undertaken by the Corporation.

2. Code of Conduct

Members of the Board of Directors shall act at all times in accordance with the requirements of the Corporation's Code of Conduct, which shall be applicable to each director in connection with his or her activities relating to the Corporation. Any waiver of the requirements of the Code of Conduct with respect to any individual director shall be reported to, and be subject to the approval of, the Board and must be promptly disclosed to the Corporation's stockholders.

C. BOARD MEETINGS AND MATERIALS

1. Scheduling and Agenda Items for Board Meetings

Board meetings are typically scheduled in advance, and, in any event, are called in accordance with the Corporation's Amended and Restated Bylaws. In addition to scheduled meetings, additional Board meetings may be called upon appropriate notice at any time to address specific needs of the Corporation. The Board may also take action from time to time by unanimous written consent.

2. Access to Officers and Employees, and Independent Advisors

Each member of the Board shall have reasonable access to contact and meet with any officer or employee of the Corporation and its subsidiaries. Furthermore, the Board may retain independent advisors as it deems appropriate in its sole discretion.

3. Executive Sessions of Independent Directors

The Independent Directors of the Board (as defined in the Corporation's Amended and Restated Bylaws) shall meet in regularly-scheduled executive sessions without management, at such times as may be determined by such Independent Directors. The Lead Independent Director, if there is one, shall preside at the executive sessions, unless the Independent Directors shall select some other Independent Director to preside at such executive sessions.

D. BOARD COMMITTEES

1. Number of Committees

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate committees consisting of three or more directors. To date, the Board has established four committees: the Audit Committee, the Compensation Committee, the Nominating and Governance Committee and the Finance and Investment Committee. From time to time and in accordance with the Corporation's Amended and Restated Bylaws, the Board may provide for such other standing or special committees as may be necessary to carry out its responsibilities.

The Audit Committee, the Compensation Committee, and the Nominating and Governance Committee shall be comprised entirely of Independent Directors.

The Audit Committee, the Compensation Committee, the Nominating and Governance Committee and the Finance and Investment Committee shall have written charters, approved by the Board, each of which shall describe the Committee's general authority and responsibilities.

The Audit Committee assists the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, and reporting practices of the Corporation. In addition, it is responsible for establishing and monitoring the Corporation's policy standards and guidelines for risk assessment and risk management, and such other duties as directed by the Board. The Audit Committee's role includes a particular focus on the qualitative aspects of financial reporting to shareholders, and on the Corporation's processes to manage business and financial risk, and for compliance with significant applicable legal, ethical, and regulatory requirements. The Audit Committee is responsible for the appointment, compensation, and oversight of the public accounting firm engaged to prepare an audit report on the financial statements of the Corporation.

The Compensation Committee is responsible for reviewing and advising the Board with respect to the Corporation's compensation and employee benefit plans and practices, including executive, director, incentive and equity based compensation plans. The Compensation Committee also has the responsibility to approve salaries, stock option grants and employment agreements for executives who are, or are expected to become, subject to Section 162(m) of the Internal Revenue Code.

The Nominating and Governance Committee recommends to the Board candidates to fill positions on the Board, from which the Board selects the director nominees to either stand for election at the next annual meeting of the Corporation's shareholders or to fill a vacancy in the Board prior thereto. The Nominating and Governance Committee will consider nominees recommended by the Corporation's stockholders pursuant to the Corporation's Policies Regarding Director Nominations. The Nominating and Governance Committee also recommends to the Board individuals for appointment to the committees of the Board. The Nominating and Governance Committee also develops and recommends to the Board a set of corporate governance principles applicable to the Corporation (including these Corporate Governance Guidelines, a Code of Ethics for the Chief Executive Officer and Senior Financial Officers, a Code of Conduct for the Corporation and Policies Regarding Director Nominations, Stockholder Communications and Annual Meeting Attendance) and thereafter recommends such changes as it deems appropriate to maintain effective corporate governance.

The Finance and Investment Committee is responsible to assist and advise the Board and management on financial and investment matters. This

committee reviews and reports to the Board on: (a) financial results and investments, (b) strategic plans and (c) insurance coverage.

2. Assignment and Term of Service of Committee Members

The members of each Committee are appointed and may be replaced by the Board. The Board considers the recommendations of the Nominating and Governance Committee before appointing and replacing Committee members.

3. Committee Meetings

Each Committee meets at such times and with such frequency as the Committee deems appropriate to meet its responsibilities. Committees may ask members of management or others to attend meetings and provide pertinent information as necessary. Committees may retain independent advisors as they deem appropriate in their sole discretion. Committees are required to report to the Board from time to time, as requested by the Board, or as the Committee deems appropriate.

E. MANAGEMENT AND BOARD REVIEW AND RESPONSIBILITY

1. Formal Evaluation of Chief Executive Officer

From time to time, the Compensation Committee will review and approve factors relevant to the compensation of the Corporation's Chief Executive Officer. The Compensation Committee will, on an annual basis, evaluate the performance of the Chief Executive Officer in light of such factors. The Committee will recommend to the Board the compensation of the Chief Executive Officer based on such evaluation.

2. Succession Planning and Management Development

The Board of Directors will, at such times as it deems appropriate, discuss succession planning for the Chief Executive Officer. The Chief Executive Officer shall, upon the request of the Board, recommend and evaluate potential successors to the position. In addition, the Chief Executive Officer shall, upon the request of the Board, present to the Board succession plans for other key executive officers of the Corporation.

F. MISCELLANEOUS

1. Public Disclosure of Corporate Governance Policies

The Corporation posts on its website copies of the current version of these Corporate Governance Guidelines, the Corporation's Code of Ethics for the Chief Executive Officer and Senior Financial Officers, the Corporation's Code of Business Conduct and Ethics, the Corporation's Policies Regarding Director Nominations, Stockholder Communications and Annual Meeting Attendance, and the charters of the Audit Committee, the Compensation Committee, and the Nominating and Governance Committee. Furthermore, the Corporation intends to disclose in its annual report that such information is available on its website or in print to any stockholder that requests it.

2. Amendment

These Corporate Governance Guidelines may be amended from time to time by the Board.

Date: March 10, 2010