

## **MetLife, Inc.**

### **Governance and Corporate Responsibility Committee Charter**

(as reviewed October 23, 2018;  
as amended and restated effective October 23, 2018)

#### **Role of the Governance and Corporate Responsibility Committee**

The Governance and Corporate Responsibility Committee (the Committee) is appointed by the MetLife, Inc. (the Company) Board of Directors (the Board) to assist the Board by (i) identifying individuals qualified to become Board members, consistent with the Board-established criteria; (ii) proposing candidates to be nominated for election as Director by the Board at annual or special meetings of shareholders or to be elected by the Board to fill any Board vacancies; (iii) developing, and recommending to the Board for adoption, corporate governance guidelines applicable to the Company; (iv) ensuring there is an adequate process for the Board to review proposed succession plans for the Chief Executive Officer; (v) ensuring there is an adequate process for the Board to review proposed succession and development plans for the Company's executive officers; (vi) overseeing the Company's compliance responsibilities and activities, including its legislative and regulatory initiatives, sales practices, and ethics and compliance programs; and (vii) overseeing the Company's policies concerning its corporate citizenship programs.

#### **Qualifications and Appointment of Committee Members**

The Board appoints the Chair and the Committee members, having determined their qualifications. The Committee members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

#### **Committee Membership**

The Committee shall consist of no fewer than three members. The Committee members shall meet the director independence requirements under the New York Stock Exchange Corporate Governance Standards and the Company's Corporate Governance Guidelines. A majority of the Committee members shall constitute a quorum.

#### **Committee Authority and Responsibilities**

In carrying out its responsibilities, the Committee shall:

##### Director Qualification and Nomination

1. recommend to the Board criteria for selecting qualified candidates for election to the Company's Board;
2. recommend to the Board policies and procedures regarding consideration of Director candidates recommended by shareholders;

3. lead the search for and identification of individuals who are, consistent with Board-established criteria, qualified to become Board members and propose for Board approval nominees (i) for election as Directors at annual or special meetings of shareholders or (ii) for election as Directors by the Board in the interval between annual meetings to fill any Board vacancies;
4. assess, and advise the Board with respect to, the experience, qualifications, attributes or skills of each Director that the Board should consider in concluding whether the person should serve as a Company Director;

### Board Governance

5. for each Board committee, advise the Board with respect to the committee charter and recommend to the Board, Directors for appointment as members, including Directors to serve as the committee chair or fill vacancies as needed;
6. from time to time and no less than annually, review the compensation and benefits of non-employee Directors in supporting the Company's ability to attract, retain and motivate qualified Directors and, as the Committee deems necessary or desirable, recommend changes to the Board;
7. develop and recommend to the Board a set of corporate governance guidelines and recommend to the Board changes to the guidelines as the Committee deems necessary or desirable;
8. oversee the evaluation of the Board and establish the procedures by which the evaluations will be conducted;
9. annually review each Board committee charter in cooperation with that committee and recommend proposed changes to the Board;
10. conduct an appropriate review when a Director is invited to serve on the board of directors, audit committee or other significant committee of another public company;
11. recommend to the Board whether to accept or reject a resignation tendered by a Director who did not receive a majority of the votes cast for his or her election;
12. evaluate the facts and circumstances and provide a recommendation to the Board as to whether to accept an offer to tender a resignation from a Director whose principal occupation or business association has changed;
13. periodically review the Board's leadership structure and recommend changes to the Board as appropriate, and, if the Chairman of the Board is not an independent Director, make a recommendation regarding a Lead Director, who shall be elected by a majority of the independent Directors;
14. in accordance with applicable policies and procedures established by the Company, review, approve or ratify transactions in which the Company is a participant and in which a Director, Director nominee or Company executive officer, or any member of his or her immediate family, has a material interest;

15. recommend to the Board the procedures for interested parties to send communications to the non-employee Directors;

#### Management Succession

16. ensure there is an adequate process for the Board to review proposed succession plans for the Chief Executive Officer;
17. ensure there is an adequate process for the Board to review proposed succession and development plans for the Company's executive officers;

#### Corporate Governance, Regulatory and Compliance

18. as the Committee deems it necessary or appropriate, consider matters of corporate governance, including emerging issues, shareholder proposals and proxy advisory firm policies, and make recommendations to the Board regarding, or take action with respect to, such matters;
19. review the Company's goals and strategies concerning legislative and regulatory initiatives that impact Company interests;
20. review the Company's sales practices for consistency with appropriate industry standards;
21. review the Company and its subsidiaries' ethics and compliance programs;
22. review and approve the annual compliance plan;

#### Corporate Responsibility

23. review the Company's goals and strategies for the contributions it makes in support of health, education, civic and cultural activities and initiatives and similar purposes;
24. receive periodic reports on MetLife Foundation strategies and initiatives;
25. review the Company's social investment program in which loans and other investments are made to support affordable housing, community, business and economic development, and health care services for low and moderate income communities;
26. review the Company's activities and initiatives related to diversity, and receive periodic reports regarding the Company's diversity activities and initiatives;
27. review the Company's activities and initiatives related to sustainability, environmental stewardship and corporate social responsibility; and
28. oversee the Company's efforts to manage its reputation and culture.

#### **Additional Committee Authority**

At its sole discretion, as it deems necessary or desirable, the Committee may retain consultants and advisors, including consultants and advisors to assist the Committee in its identification of director candidates, its review of director compensation and benefits, and its oversight of corporate governance matters, generally. The Committee shall have the sole authority to approve

the fees and other terms of retention of any such consultants and advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to consultants and advisors retained by the Committee.

The Committee may delegate to a subcommittee such of its duties and responsibilities as the Committee deems to be in the Company's best interests, provided such delegation is not prohibited by law, regulation or the Corporate Governance Standards of the New York Stock Exchange.

### **Meetings and Reports to the Board**

The Committee shall meet at least three times each year and shall make regular reports to the Board about the Committee's activities.

### **Annual Evaluation of the Committee's Performance and Charter Review**

Annually, the Committee shall conduct an evaluation of its performance. In addition, the Committee shall annually review this charter and recommend any proposed changes to the Board.