

## **MetLife, Inc.**

### **Compensation Committee Charter**

(as amended and restated effective October 25, 2011)

#### **Role of the Compensation Committee**

The Compensation Committee (the "Committee") is appointed by the Board of Directors to assist the Board in fulfilling its responsibility to oversee the compensation and benefits of the Company's executive officers and other employees of the MetLife enterprise.

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

On the recommendation of the Governance and Corporate Responsibility Committee, the Board of Directors appoints the Chair and the members of the Committee, having determined their qualifications. Committee members shall serve at the pleasure of the Board of Directors and for such term or terms as the Board may determine.

#### **Committee Membership**

The Committee shall consist of no fewer than three members. Each member of the Committee shall be independent under the Corporate Governance Standards of the New York Stock Exchange, a "Non-Employee Director" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (the "Exchange Act"), and an "outside director" for the purposes of Section 162(m) of the Internal Revenue Code.

#### **Committee Responsibilities**

In carrying out its responsibilities, the Committee shall:

1. oversee the development and administration of the Company's compensation and benefit programs, including equity-based incentive programs;
2. with respect to the Chief Executive Officer:
  - approve the corporate goals and objectives relevant to the Chief Executive Officer's total compensation;
  - evaluate the Chief Executive Officer's performance in light of such goals and objectives; and
  - endorse, for approval by the independent directors, the Chief Executive Officer's total compensation level based on such evaluation;

3. review and recommend approval by the Board of Directors of the total compensation of each person who is an “executive officer” of the Company under the Exchange Act, and the rules promulgated thereunder, each person who is an “officer” of the Company under Section 16 of the Exchange Act, and the rules promulgated thereunder, and the employee of the Company or an affiliate performing the Chief Risk Officer function for the Company, including their base salaries, annual incentive compensation, and long-term equity-based incentives;
4. review and approve, or endorse for Board approval, changes in the Company’s compensation and benefit programs, and the Company’s policies regarding perquisites and other personal benefits (including the use of the corporate aircraft) provided to the Company’s executive officers;
5. periodically review the competitiveness of the Company’s compensation and benefit programs;
6. oversee management’s efforts to ensure that the Company’s compensation programs do not encourage excessive or inappropriate risk-taking;
7. exercise sole authority to retain, terminate and approve the fees and other retention terms of any compensation consultant retained to assist the Committee in evaluating executive compensation; and
8. elect or appoint the officers of the Company at the level of vice president and make recommendations to the Board of Directors about the election or appointment of officers at the level of senior vice president or above.

#### **Additional Committee Authority**

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

#### **Annual Committee Report to Shareholders**

Annually, the Committee shall produce the report on executive compensation that is required by the Corporate Governance Standards of the New York Stock Exchange and the rules and regulations of the Securities and Exchange Commission for inclusion in the Company’s proxy statement in accordance with applicable rules and regulations of the Commission.

### **Proxy Statement Disclosure**

The Committee shall review and discuss with management the "Compensation Discussion and Analysis" to be included in the Company's proxy statement (or annual report on Form 10-K), and based on such review and discussions, (i) recommend to the Board of Directors whether the Compensation Discussion and Analysis should be included in the Company's annual proxy statement (or annual report on Form 10-K) and (ii) issue, in accordance with applicable rules and regulations of the Securities and Exchange Commission, the Compensation Committee Report for inclusion in the Company's proxy statement.

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

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

### **Annual Evaluation of the Committee's Performance**

Annually, the Committee shall conduct an evaluation of its performance.