

## **MetLife, Inc.**

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

(Effective as of October 25, 2011)

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

The Governance and Corporate Responsibility Committee (the "Committee") is appointed by the Board of Directors to assist the Board by (i) identifying individuals qualified to become members of the Company's Board of Directors, consistent with the criteria established by the Board; (ii) proposing candidates to be nominated for election as Director by the Board of Directors at annual or special meetings of shareholders or to be elected by the Board of Directors to fill any vacancies on the Board; (iii) developing, and recommending to the Board of Directors for adoption, corporate governance guidelines applicable to the Company; (iv) reviewing proposed succession plans for the Chief Executive Officer; (v) reviewing proposed succession and development plans for the Company's executive officers, and making recommendations to the Board of Directors with respect to such plans; (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 of Directors appoints the Chair and the members of the Committee, having determined their qualifications. Members of the Committee 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 members of the Committee shall meet the director independence requirements under the Corporate Governance Standards of the New York Stock Exchange.

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

The Committee shall:

##### Director Qualification and Nomination

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

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

#### Board Governance

5. for each Board committee, advise the Board with respect to the committee charter and recommend to the Board, Director nominees for appointment as members, including nominees 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 of Directors;
7. develop and recommend to the Board of Directors a set of corporate governance guidelines and recommend to the Board of Directors changes to the guidelines as the Committee deems necessary or desirable;
8. oversee the evaluation of the Board of Directors and establish the procedures by which the evaluations will be conducted;
9. 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;
10. 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 executive officer of the Company, or any member of his or her immediate family, has a material interest;
11. recommend to the Board of Directors the procedures for interested parties to send communications to the non-employee Directors;

#### Management Succession

12. make recommendations to the Board of Directors regarding proposed succession plans for the Chief Executive Officer;
13. make recommendations to the Board of Directors regarding proposed succession and development plans for the Company's executive officers;

#### Corporate Governance, Regulatory and Compliance

14. as the Committee deems it necessary or appropriate, consider matters of corporate governance and make recommendations to the Board of Directors regarding, or take action with respect to, such matters;

15. review the Company's goals and strategies concerning legislative and regulatory initiatives that impact the interests of the Company;
16. review the Company's sales practices for consistency with appropriate industry standards;
17. review the ethics and compliance programs of the Company and its subsidiaries;
18. review and approve the annual compliance plan;

#### Corporate Responsibility

19. 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;
20. receive periodic reports on the strategies and initiatives of the MetLife Foundation;
21. 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;
22. review the Company's activities and initiatives related to diversity, and receive periodic reports regarding the Company's diversity activities and initiatives; and
23. review the Company's activities and initiatives related to sustainability and environmental issues.

#### **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 Committee may delegate to a subcommittee 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.

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

The Committee shall meet at least three times each year and shall make a report to the Board of Directors at least annually about the Committee's activities.

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

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