



**(Excerpted from the Corporate Governance Guidelines, as amended January 2010)**

### **Director Identification and Qualifications**

The Governance and Corporate Responsibility Committee is responsible for assisting the Board in identifying individuals qualified to become members of the Company's Board of Directors. Potential candidates for Board positions are identified by the Board of Directors and the Governance and Corporate Responsibility Committee through a variety of means, including the use of search firms, recommendations of Board members, recommendations of executive officers and shareholder recommendations received as provided below. Potential candidates for nomination as Director candidates must provide written information about their qualifications and participate in interviews conducted by individual Board members, including the Chairs of the Audit and the Governance and Corporate Responsibility Committee. Candidates are evaluated using the criteria adopted by the Board to determine their qualifications based on the information supplied by the candidates and information obtained from other sources.

The Committee will consider shareholder nominations for Directors that meet the notification, timeliness, consent and information requirements of MetLife's By-Laws applicable to nominations that are brought before an annual meeting by a stockholder. The Committee makes no distinctions in evaluating nominees for positions on the Board based on whether or not a nominee is recommended by a security holder, provided that the procedures with respect to nominations referred to above are followed.

In recommending candidates for election as Directors, the Governance and Corporate Responsibility Committee will take into consideration the need for the Board to have a majority of Directors that meet the independence requirements of the Corporate Governance Standards of the New York Stock Exchange and such other criteria as shall be established from time to time by the Board of Directors.

The Governance and Corporate Responsibility Committee will recommend candidates for election as Director of the Company only if they have the following qualifications, which have been recommended by the Governance and Corporate Responsibility Committee to, and approved by, the Board:

- *Financial Literacy.* Such person should be "financially literate" as such qualification is interpreted by the Board of Directors in its business judgment.
- *Leadership Experience.* Such person should possess significant leadership experience, such as experience in business, finance/accounting, law, education or government, and shall possess qualities reflecting a proven record of accomplishment and ability to work with others.
- *Commitment to the Company's Values.* Such person shall be committed to promoting the financial success of the Company and preserving and enhancing



the Company's reputation as a leader in American business, and in agreement with the values of the Company as embodied in its Codes of Conduct.

- *Absence of Conflicting Commitments.* Such person should not have commitments that would conflict with the time commitments of a Director of the Company.
- *Reputation and Integrity.* Such person shall be of high repute and recognized integrity and not have been convicted in a criminal proceeding or be named a subject of a pending criminal proceeding (excluding traffic violations and other minor offenses). Such person shall not have been found in a civil proceeding to have violated any federal or state securities or commodities law, and shall not be subject to any court or regulatory order or decree limiting his or her business activity, including in connection with the purchase or sale of any security or commodity.
- *Other Factors.* Such person shall have such other characteristics as may be considered appropriate for membership on the Board of Directors, including an understanding of marketing and finance, sound business judgment, significant experience and accomplishments and educational background.

When a Director's principal occupation or business association changes from the position he or she held when originally elected to the Board, including because of a retirement from such occupation or association, the Director shall inform the Chairman of the Board of Directors and shall offer to tender his or her resignation. The Chairman of the Board of Directors shall inform the Chair of the Governance and Corporate Responsibility Committee of such development and provide a recommendation as to the action, if any, to be taken. The Governance and Corporate Responsibility Committee shall determine whether any action should be taken in such instance.

It is the policy of the Board that no Director shall stand for election after his or her 72nd birthday. A Director elected to the Board prior to his or her 72nd birthday may continue to serve until the annual shareholders meeting coincident with or immediately following his or her 72nd birthday.

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### **Director Independence**

A majority of the Board of Directors shall be independent within the meaning of the Corporate Governance Standards of the New York Stock Exchange.

The Board of Directors has developed the following categorical standards for determining the materiality of relationships that the Directors may have with the Company. A Director shall not be deemed to have a material relationship with the Company that impairs the Director's independence as a result of any of the following relationships:



- the Director is or was an employee or officer of an entity (other than a principal, equity partner or member of such entity) that provides professional services to the Company and the amount of all payments from the Company to such entity during the most recently completed fiscal year was less than two percent of such entity's consolidated gross revenues;
- the Director is or was the beneficial owner of less than five percent of the outstanding equity interests of an entity that does business with the Company (other than an entity that provides professional services to the Company);
- the Director is or was an employee, officer or beneficial owner of equity interests of an entity that does business with the Company, other than an entity that provides professional services to the Company, that has made payments to, or received payments from, the Company for property or services rendered in the ordinary course of business in an amount which, in any of the last three fiscal years, does not exceed the greater of \$1 million or one percent of such entity's consolidated gross revenues;
- the Director is or was an employee or executive officer of a civic, charitable or cultural institution that received less than the greater of \$1 million or two percent of its consolidated gross revenues, as such term is construed by the New York Stock Exchange for purposes of Section 303A.02(b)(v) of the Corporate Governance Standards, from the Company and the MetLife Foundation for each of the last three fiscal years;
- the Director is or was an employee, officer or beneficial owner of less than five percent of the outstanding equity interests of an entity that is indebted to the Company, or to which the Company is indebted, and the total amount of either the Company's or the entity's indebtedness is less than three percent of the total consolidated assets of such entity as of the end of the previous fiscal year;
- the Director obtained products or services from the Company on terms generally available to customers of the Company for such products or services;
- the Director is or was an employee, officer or beneficial owner of equity interests in an entity that is the beneficial owner of any amount of the outstanding common stock of the Company, or of which the Company is the beneficial owner of less than five percent of the outstanding equity interests;
- the Director has an immediate family member who has or had a relationship described above; and
- the Director has an immediate family member who is or was an employee of the Company and who receives or received compensation not exceeding \$120,000 in any fiscal year.

For these purposes, "immediate family member" has the meaning provided in Section 303A.02 of the Corporate Governance Standards.



The Board retains the sole right to interpret and apply the foregoing standards in determining the materiality of any relationship.

The Board shall undertake an annual review of the independence of all non-management Directors. To enable the Board to evaluate each non-management Director, in advance of the meeting at which the review occurs, each non-management Director shall provide the Board with full information regarding the Director's business and other relationships with the Company, its affiliates and senior management.

Directors must inform the Board whenever there are any material changes in their circumstances or relationships that could affect their independence, including all business relationships between a Director and the Company, its affiliates, or members of senior management, whether or not such business relationships would be deemed not to be material under any of the categorical standards set forth above. Following the receipt of such information, the Board shall reevaluate the Director's independence.

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