



Directors' Code of Business Conduct and Ethics

(As adopted January 21, 2004)

The Board of Directors of MetLife, Inc. has adopted this Code of Business Conduct and Ethics for Directors of MetLife.

MetLife is proud of its reputation for integrity and honesty and is committed to these core values. Maintaining MetLife's reputation depends on maintaining the highest standards of conduct in all business endeavors. MetLife Directors have a responsibility to lead by example, acting with truth, sincerity and fairness in all decisions.

The principles set forth in this document describe how Directors should conduct themselves. This Code does not address every expectation or condition regarding proper and ethical business conduct. Each Director is expected to comply with the letter and spirit of this Code. Good common sense is the best guide.

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for Directors. Directors are encouraged to bring questions about particular circumstances that may be relevant to one or more of the provisions of this Code to the attention of the Chairman of the Board of Directors, who may consult with inside or outside legal counsel as appropriate.

Directors who also serve as officers of MetLife should read this Code in conjunction with MetLife's Employee Code of Business Conduct and Ethics.

Conflict of Interest

Directors must avoid any conflicts of interest with MetLife. A "conflict of interest" occurs when a Director's private interest interferes in any way with the interests of MetLife as a whole. In addition to avoiding conflicts of interest, Directors should also avoid even the appearance of a conflict. This Code does not attempt to describe all possible conflicts of interest that could develop. Some of the more common conflicts that Directors must resolve or avoid, however, are set out below:

- A conflict situation can arise when a Director or a member of his or her family¹ takes actions or has interests that may make it difficult for the Director to make decisions on behalf of MetLife objectively and effectively.
- A conflict of interest can also arise when a Director or a member of his or her family receives improper personal benefits as a result of the Director's position at MetLife.

If a Director believes he or she has an actual or potential conflict of interest with MetLife, the Director shall notify the Chairman of the Board of Directors as promptly as practicable and shall in any event not participate in any decision by the Board of Directors that in any way relates to the matter that gives rise to the conflict of interest.

¹ Family members include a Director's spouse, child, stepchild, grandchild, parent, step-parent, grandparent, sibling, in-laws and anyone living in a Director's household and/or economically dependent upon a Director, including all adoptive relationships, and persons with whom a Director has other family relationships that may affect his or her judgment.



Corporate Opportunities

Directors owe a duty to MetLife to advance its legitimate interests.

Directors are prohibited from (a) taking for themselves opportunities that are discovered through the use of corporate property, information or position, (b) using corporate property, information or position for personal gain, and (c) competing with MetLife for business opportunities.

Confidentiality

Directors have access to MetLife's most sensitive information. Each Director, during his or her term of office, and after leaving the Board, must maintain the confidentiality of information entrusted to him or her by MetLife and any other confidential information about MetLife that comes to him or her, from whatever source, in his or her capacity as a Director, except to those people who have an appropriate reason to have access to the information. In the cases where disclosure of information is appropriate or necessary, MetLife has developed policies and procedures that are reasonably designed to provide broad non-exclusionary distribution of such information to the public. For purposes of this Code, "confidential information" includes all non-public information that might be of use to competitors, or harmful to MetLife or its customers, if disclosed.

Compliance with Laws, Rules and Regulations

Directors shall comply with laws, rules and regulations applicable to them as Directors of MetLife.

Fair Dealing

MetLife's reputation for ethical behavior is critical to its success. Directors must observe the highest ethical standards and act with integrity and honesty to promote an environment that encourages MetLife's officers and employees to sustain and enhance MetLife's reputation and treat each other as well as customers, suppliers, and competitors with fairness and respect. Directors shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Use of MetLife Assets

Directors are responsible for overseeing MetLife's policies to ensure that MetLife's assets are used only for legitimate business purposes. Directors shall not use MetLife assets for their personal benefit or gain.

Insider Trading

Federal and state law prohibits the use of "material inside information" when trading in or recommending MetLife securities. In accordance with applicable federal and state law, a Director shall not engage in transactions in MetLife stock (whether for their own account, for MetLife's account or otherwise) while in possession of material nonpublic information relating to MetLife ("insider trading"). Further, a Director who is in possession of material, nonpublic information shall not communicate such information to third parties that may use such information in the decision to purchase or sell MetLife stock ("tipping"). This policy also applies to information relating to any other company, including MetLife customers and suppliers, that a Director



obtains in the course of serving on the Board of Directors. In addition to violating MetLife policy, insider trading and tipping are illegal.

Information may be material if there is a substantial likelihood that the information would affect the price of a MetLife security or that a reasonable investor would consider the information significant in deciding whether to buy or sell a security. Such information includes information relating to a stock split and other actions relating to capital structure, major management changes, contemplated acquisitions or divestitures, and information concerning earnings or other financial information. Information is considered to be non-public if it has not been disclosed to the public. Generally, information is considered disclosed to the public if it has been published in newspapers or other media, has been the subject of a press release or a public filing with the SEC and, in all cases, at least 48 hours has passed since the publication, release or filing.

Substantial penalties may be assessed against people who trade while in possession of material inside information and can also be imposed upon companies and so-called controlling persons, such as officers and directors, who fail to take appropriate steps to prevent or detect insider trading violations by their employees or subordinates.

The Secretary of the Company shall from time to time provide guidelines to ensure that the Directors do not violate applicable insider trading rules.

Compliance Procedures

Directors shall communicate any suspected violations of this Code, including any violation of law or governmental rule or regulation, promptly to the General Counsel. Alleged violations shall be investigated by the Board or by a person or persons designated by the Board and appropriate action shall be taken in the event of any violations of the Code.

Waivers

Waivers of this Code shall be granted only under exceptional circumstances. A waiver of this Code may be made only by the Board of Directors or a committee of the Board, and must be promptly disclosed in accordance with applicable law and the requirements of the New York Stock Exchange Corporate Governance Standards.

Annual Certification

As part of the Directors Questionnaire sent annually to Directors in connection with the Annual Meeting of Shareholders, each Director shall be asked to certify that he or she is in compliance with this Code.