

MetLife, Inc.

Compensation Committee Charter

(as reviewed October 24, 2017;
as amended and restated effective October 24, 2017)

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 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. The 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 (i) independent under all applicable standards in the Corporate Governance Standards of the New York Stock Exchange (including those specific to service on the Compensation Committee); (ii) a "Non-Employee Director" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (the "Exchange Act"); and (iii) an "outside director" for the purposes of Section 162(m) of the Internal Revenue Code. A majority of the members of the Committee shall constitute a quorum.

Committee Responsibilities

In carrying out its responsibilities, the Committee shall:

1. oversee the development and administration of the Company's compensation 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 programs and the Company's policies regarding perquisites and other personal benefits provided to the Company's executive officers;
5. periodically review the competitiveness of the Company's compensation programs;
6. oversee management's efforts to ensure that the Company's compensation programs do not encourage excessive or inappropriate risk-taking; and
7. periodically review the Company's Performance-Based Compensation Recoupment Policy, amend the policy as it deems appropriate, and oversee its application.
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 of the Company at the level of senior vice president or above.

Committee Advisers

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser (each, an "Adviser"). The Committee is not required to implement or act consistently with the advice or recommendations of any Adviser, but retains the ability and obligation to exercise its own judgment in fulfillment of its duties.

The Committee may select or receive advice from any Advisers it prefers, including Advisers who are not independent. The Committee may select an Adviser only after taking into consideration all factors related to that person's independence from management that it determines relevant, including each of the factors it is required to take into consideration under the Corporate Governance Standards of the New York Stock Exchange; provided, however, that the Committee is not required to conduct this review with respect to the Company's in-house legal counsel or other Adviser exempt from this requirement under the Corporate Governance Standards of the New York Stock Exchange.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Adviser it retains. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to an Adviser retained by the Committee.

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 oversee preparation of 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 and a review of this charter.