



**BRIGHOUSE FINANCIAL, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE**  
**COMMITTEE CHARTER**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the board of directors (the “Board”) of Brighthouse Financial, Inc. (the “Company”) shall be to carry out the responsibilities delegated to it by the Board relating to (i) the Company’s director nomination process, (ii) determining the composition of the Board and its committees, (iii) assessing the Board’s effectiveness, (iv) developing and implementing the Company’s corporate governance principles and practices, (v) overseeing risks related to the Company’s governance structure and processes and risks arising from related party transactions and (vi) any related matters as may be required by the federal securities laws and the rules of The NASDAQ Stock Market (“Nasdaq”).

The Committee shall consist of a minimum of three (3) directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The Committee shall include members that qualify as independent directors as required by and in accordance with the rules of Nasdaq, subject to certain transition rules of Nasdaq and the U.S. Securities and Exchange Commission (the “SEC”).

In furtherance of its purpose, the Committee shall have the authority and responsibility to:

1. Lead the search for individuals qualified to become members of the Board and select the slate of director nominees, and, for so long as the Board is classified, the class to which directors will be assigned, to be presented, upon approval by the Board, for stockholder approval at the annual meeting of stockholders.
2. Develop and recommend to the Board for its approval qualifications for director candidates and review such qualifications with the Board periodically.
3. Consider any director candidates recommended by the Company’s stockholders pursuant to the procedures set forth in the Company’s Corporate Governance Principles.
4. Oversee the preparation of appropriate on-boarding materials and the orientation process with respect to new directors joining the Board and its committees.
5. Recommend to the Board policies and procedures to enhance the Board’s effectiveness, the size and composition of the Board, and the frequency and structure of Board meetings.
6. Review the Board’s committee structure and composition and recommend to the Board for its approval directors to serve as members of each Board committee (other than the Committee) and committee chairs. The Committee shall review and recommend committee

slates annually and shall recommend additional committee members to fill vacancies as needed.

7. Develop and recommend to the Board for its approval a set of Corporate Governance Principles. The Committee shall review the Corporate Governance Principles at least annually and recommend appropriate changes.
8. Review the Company's Code of Conduct for Directors, Code of Conduct for Financial Management and Code of Conduct for Employees at least annually and recommend appropriate changes.
9. Review the Company's certificate of incorporation and bylaws periodically and recommend appropriate changes.
10. Review, oversee and approve or ratify any transaction between the Company and a related person that is required to be disclosed under the rules of the SEC. For purposes of this requirement, the terms "transaction" and "related person" have the meaning contained in Item 404 of Regulation S-K under the Securities Act of 1933, as amended. If it is determined that such review involves a proposed related person transaction within the purview of the Audit Committee, the Committee may seek guidance from and coordinate the review with the Audit Committee.
11. Review and evaluate any conflicts of interest of prospective and current directors and executive officers. If it is determined that such review involves a complaint within the purview of the Audit Committee, the Committee may seek guidance from and coordinate the review with the Audit Committee.
12. Develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair his or her independence.
13. Review and evaluate a director's offer to resign. The Committee shall review whether it would be appropriate for the director to continue serving on the Board and recommend to the Board whether, in light of the circumstances, the Board should accept the proposed resignation or request that the director continue to serve.
14. Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations.
15. Review on an annual basis director compensation and recommend changes to the Board as necessary.
16. Develop and recommend to the Board for approval a succession plan (the "Succession Plan") applicable to certain executive positions, including Chief Executive Officer ("CEO"),

review the Succession Plan periodically with the CEO, develop and evaluate potential candidates for such executive positions and recommend to the Board any changes to and any candidates for succession under the Succession Plan.

The Committee shall have the authority to delegate any of its responsibilities to one or more subcommittees as the Committee may deem appropriate in its sole discretion, so long as such delegation is consistent with the Company's then-effective Certificate of Incorporation and Bylaws and applicable law.

At each meeting the Committee shall have the opportunity, in its sole discretion, to meet in executive session. Executive sessions are defined to be meetings comprised solely of non-employee directors.

The Committee shall have the authority to conduct its affairs in such reasonable manner as it may determine and may employ whatever assistance it may deem necessary or advisable. Specifically, the Committee shall have the authority to retain, at the Company's expense, independent legal, financial, accounting or other advisors or consultants.

The Committee shall provide reports and recommendations, as needed, to the Board after each Committee meeting. The Committee, on an annual basis, shall conduct an evaluation of the performance of the Committee and shall review the adequacy of this charter and recommend proposed changes to the Board for approval.

This charter shall be posted to the Company's website.

*Effective as of August 4, 2017*