



**BRIGHOUSE FINANCIAL, INC.
COMPENSATION COMMITTEE CHARTER**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Brighthouse Financial, Inc. (the “Company”) shall be to: (i) oversee the executive compensation process, compensation-related arrangements and compensation plans of the Company; (ii) determine the Company’s compensation philosophy; and (iii) make appropriate recommendations to the Board with respect thereto.

The Committee shall consist of a minimum of three (3) directors. Members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee and may be removed by the Board in its discretion. All members of the Committee shall be non-management directors and continuously meet the independence requirements of the rules of The NASDAQ Stock Market (“Nasdaq”) and the U.S. Securities and Exchange Commission, and as required by applicable federal securities laws. In addition, each member of the Committee shall be an outside director for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Section 162(m) of the Internal Revenue Code of 1986, as amended.

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

1. Review and approve on an annual basis the corporate goals and objectives with respect to compensation for the Chief Executive Officer (“CEO”). The Committee shall evaluate at least once a year the CEO’s performance in light of these goals and objectives and, based upon these evaluations, shall determine and recommend to the independent members of the Board for approval the CEO’s annual compensation, including salary, bonus and equity and non-equity incentive compensation. The CEO shall not be present during any deliberations or voting by the Committee regarding his or her compensation.
2. Review and approve on an annual basis the compensation for the other executive officers of the Company (as determined by the Committee), including salary, bonus and equity and non-equity incentive compensation, based on initial recommendations and evaluation of performance from the CEO.
3. Review and approve the Company’s equity and non-equity incentive compensation plans and arrangements, which includes the ability to adopt, amend and terminate such plans and arrangements, as needed, and, when appropriate or required, recommend such plans and arrangements to the Board for approval or for approval by the stockholders of the Company. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans, including, without limitation, designating employees to

whom awards under such plans are to be granted and the amount, terms and conditions of such awards, subject to the provisions of each plan.

4. Review incentive compensation arrangements to confirm that incentive pay does not encourage unnecessary risk-taking and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and senior executive compensation.
5. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and recommend to the Board that the CD&A be included in the Company's annual report or proxy statement, as applicable. As part of this review, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation as required by Section 14A of the Exchange Act.
6. Prepare and publish an annual Committee report on executive officer compensation required to be included in the Company's proxy statement or annual report.
7. Review and approve the Company's severance arrangements and related plans, including any benefits to be provided to the CEO and other executive officers in connection with a change in control, which includes the ability to adopt, amend and terminate such arrangements and plans, as needed, and when appropriate or required, recommend such arrangements and plans to the Board for approval.
8. Establish certain corporate policies (which may include, but are not limited to, stock ownership guidelines, hedging, pledging and clawback policies) for the CEO and other executive officers, as appropriate, and monitor compliance with such guidelines and policies.

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 may invite such members of management to attend its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at any such portion of a meeting at which their compensation or performance is discussed or determined.

The Committee shall have authority, in its sole discretion, 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 take into consideration the factors relevant to such advisors' independence from management as specified in Nasdaq Listing Rule 5605(d)(3) and in accordance with Item 407(e)(3)(iv) of Regulation S-K under the Securities Act of 1933, as amended, as applicable. Any compensation consultant retained by the Committee to assist with its responsibilities relating to director compensation shall not be retained by the Company for any compensation or other human resource matters. The Committee shall not be required to implement or act consistently with the advice or recommendations of its advisors, and the authority granted in this charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this charter.

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