



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 oversee and exercise all the powers and authority of the Board in matters relating to (i) the Company's director nomination process, (ii) the composition of the Board and its committees, (iii) assessment of the Board's effectiveness, (iv) the Company's corporate governance principles and practices, (v) risks related to the Company's governance practices and (vi) any related matters as may be required by the federal securities laws and the rules of The Nasdaq Stock Market LLC ("Nasdaq").

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 Committee and may be removed by the Board in its discretion. All members of the Committee shall meet the independence requirements of Nasdaq and the U.S. Securities and Exchange Commission (the "SEC"), and as required by applicable federal securities laws.

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

1. Recommend for approval by the Board, director nominees for election to the Board, and, for so long as the Board is classified, the class to which directors will be assigned.
2. Recommend to the Board for its approval qualifications for director candidates and review such qualifications with the Board periodically.
3. Lead the search for individuals qualified to become members of the Board, including development of search criteria and specifications.
4. Consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's Corporate Governance Principles.
5. Oversee the orientation process with respect to new directors joining the Board and its committees.
6. 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.
7. Review the Board's committee structure and composition and annually recommend directors

to serve as members of each Board committee and committee chairs to the Board for its approval.

8. Review the Corporate Governance Principles annually and recommend to the Board appropriate changes.
9. 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.
10. Review the Company's certificate of incorporation and bylaws periodically and recommend appropriate changes.
11. 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.
12. Review and evaluate any conflicts of interest of prospective and current directors and executive officers. If it is determined that such review involves an investigation or complaint within the purview of the Audit Committee, the Committee may seek guidance from and coordinate the review with the Audit Committee.
13. Recommend to the Board for approval standards for determining director independence.
14. Review directors' and director candidates' relationships with the Company and recommend to the Board for approval determinations of independence.
15. 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 resignation or request that the director continue to serve.
16. 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.
17. Review on an annual basis director compensation and recommend changes to the Board as necessary.
18. Oversee the Company's government relations and political activities in accordance with its political strategy and public policy objectives, including legislative and lobbying activities.

19. The Committee shall exercise such other powers and perform such other duties and responsibilities that are incidental to the powers and responsibilities specified herein and as may be delegated to it by the Board from time to time.

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 Chair shall set the agenda for and preside at the meetings of the Committee. The Committee shall provide reports and recommendations, as needed, to the Board after each Committee meeting. The Committee shall annually conduct an evaluation of its performance and shall review the adequacy of this charter and recommend any proposed changes to the Board for approval.

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

Effective as of November 16, 2018