



**BRIGHOUSE FINANCIAL, INC.
COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER**

The purpose of the Compensation and Human Capital Committee (the “Committee”) of the Board of Directors (the “Board”) of Brighthouse Financial, Inc. (the “Company”) shall be to oversee the Company’s human capital matters and to exercise all the powers and authority of the Board in matters relating to the Company’s executive compensation program, including (i) review and approval of the Company’s compensation philosophy and structure and (ii) approval, or recommendation for approval by the Board, of the Company’s compensation-related arrangements and compensation plans for certain officers consistent with the compensation philosophy.

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 of the Board and may be removed by the Board in its discretion. All members of the Committee shall meet the independence requirements of The Nasdaq Stock Market LLC (“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 a non-employee director for purposes of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

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 compensation does not encourage unnecessary risk-taking and review and discuss, at least annually, the relationship between the Company's 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 on Form 10-K ("Annual Report") or annual 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 Compensation Committee Report on executive officer compensation required to be included in the Company's Annual Report or annual proxy statement.
7. Review and approve the Company's arrangements and plans that provide to the CEO or other executives severance benefits or benefits in connection with a change of control, including the authority to adopt, amend or 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.
9. Oversee the Company's human capital matters, including pay equity, diversity and inclusion, leadership development, culture, and succession planning for the CEO and other executives.
10. 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, 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 independent directors.

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. The Committee shall not be required to implement or act consistently with the advice or recommendations of its advisors, and the authority granted by 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 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 14, 2019