

MetLife, Inc.

Corporate Governance Guidelines

(as amended and restated effective December 12, 2023)

Upon the recommendation of the Governance and Corporate Responsibility Committee, the MetLife, Inc. (MetLife or the Company) Board of Directors (Board) has adopted the following corporate governance guidelines.

Director Independence

A majority of the Board shall be independent within the meaning of the Independence Standards (as defined below). For this purpose, a director shall be considered "independent" only if the Board affirmatively determines that the director has no material relationship with the Company, either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company.

The Board shall undertake an annual review of the independence of all non-management Directors. To enable the Board to evaluate each non-management Director, in advance of the meeting at which the review occurs, each non-management Director shall provide the Board with full information regarding the Director's business and other relationships with the Company, its affiliates and senior management.

The Board has adopted the following Independence Standards that include (1) the Corporate Governance Standards of the New York Stock Exchange (the NYSE), as in effect from time to time and subject to any amendments, exceptions, or other guidance provided by the NYSE, for determining Director independence, and (2) the Categorical Standards (as defined below) developed by the Board:

1. Corporate Governance Standards: A Director shall not be considered independent if:
 - i. the Director is, or has been within the last three years, an employee of the Company (other than an interim Chairman, interim Chief Executive Officer (CEO) or other interim executive officer) or an immediate family member is, or has been within the last three years, an executive officer of the Company (other than an interim Chairman, interim CEO or other interim executive officer);
 - ii. the Director or an immediate family member has received, during any 12-month period within the last three years, more than \$120,000 in direct compensation from the Company, other than (a) Director and committee fees and pension or other forms of deferred compensation for prior service (provided that such compensation is not in any way contingent on continued service), (b) compensation received by the Director for former service as an interim Chairman, interim CEO or other interim executive officer, or (c) compensation received by the Director's immediate family member for service as an employee of the Company (other than an executive officer);
 - iii. (a) the Director or an immediate family member is a current partner of a firm that is the Company's internal or external auditor; (b) the Director is a current employee of such a firm; (c) the Director has an immediate family member who is a current employee of such a firm and personally works on the Company's audit; or (d) the Director or an immediate family member was, within the last three years, a partner or employee of such a firm and personally worked on the Company's audit within that time;
 - iv. the Director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee; or
 - v. the Director is a current employee, or has an immediate family member who is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeded the greater of \$1 million or two percent of such other company's consolidated gross revenues in that fiscal year.

In addition to the provisions of Section 1 above, each of which must be satisfied with respect to each independent Director, the Board has developed the following categorical standards to assist with its determinations of the materiality of relationships that a Director may have with the Company (the Categorical Standards). The Board retains the sole right to interpret and apply the Categorical Standards and may consider such other factors on a case-by-case basis that the Board determines may bolster or impair a Director's independence.

2. Categorical Standards: Any relationship described below shall be presumed material and such Director shall not be considered independent if:
- i. the Director or an immediate family member receives, or is eligible to receive, more than \$120,000 in compensation for services from another entity and the terms of such compensation are directly related to any aspect of a relationship between MetLife and such other entity;
 - ii. with respect to any entity described in (a) or (b) below, the Director is a current employee of such entity, the Director has an immediate family member who is a current executive officer of such entity, or the Director or an immediate family member of the Director is a beneficial owner of 10% or more of the outstanding equity securities of such entity:
 - (a) an entity that is indebted to the Company, or to which the Company is indebted, where the total amount of either the Company's or the entity's indebtedness is three percent or more of the total consolidated assets of such other entity as of the most recently completed fiscal year; or
 - (b) an entity of which the Company is the beneficial owner of 10% or more of the outstanding equity interests of such entity;
 - iii. with respect to any entity that provides professional services to the Company:
 - (a) (1) the Director is, or has an immediate family member who is, a principal, equity partner or member of such entity; (2) the Director is an employee of such entity; or (3) the Director has an immediate family member who is an executive officer of such entity; and
 - (b) the amount of all payments from the Company to such entity during the most recently completed fiscal year was two percent or more of such entity's consolidated gross revenues;
 - iv. the Director or an immediate family member obtains products or services from the Company on terms that are not substantially the same as terms that are generally available to customers of the Company for such products or services; or
 - v. the Director is a current employee, or has an immediate family member who is a current executive officer, of a not-for-profit entity that is a civic, charitable or cultural institution that received funds from the Company and/or the MetLife Foundation in an amount exceeding the greater of \$1 million or two percent or more of such entity's consolidated gross revenues as of the most recently completed fiscal year (excluding contributions paid by the Company and/or the MetLife Foundation to match contributions made by the Company's directors or officers).

Any other relationship, transaction or arrangement not covered by any of the Independence Standards described above will be presumed not to be material to the director's independence. For these purposes, "immediate family member" has the meaning provided in Section 303A.02 of the Corporate Governance Standards.

Directors must promptly inform the Board whenever there are any material changes in their circumstances or relationships that could affect their independence, including all business relationships between a Director and the Company, its affiliates, or members of senior management, whether or not such business relationships would be deemed not to be material under any of the Independence Standards set forth above. Following the receipt of such information, the Board shall reevaluate the Director's independence.

Director Identification and Qualifications

The Governance and Corporate Responsibility Committee is responsible for assisting the Board in identifying and evaluating individuals qualified to become members of the Board. Potential candidates for Board positions are identified by the Board and the Governance and Corporate Responsibility Committee through a

variety of means, including the use of search firms and recommendations of Board members, officers, and stockholders. Potential candidates for nomination as Director candidates must provide written information about their qualifications and, as necessary, participate in interviews conducted by individual Board members. Candidates are evaluated based on the information supplied by the candidates and information obtained from other sources, and are considered in light of the criteria adopted by the Board.

Stockholders may also recommend nominees for consideration by the Governance and Corporate Responsibility Committee by providing the following information to the Company's Corporate Secretary at MetLife, Inc., 200 Park Avenue, New York, NY 10166: (i) the name of the stockholder and evidence of ownership of MetLife Common Stock, including the number of shares owned and the length of time of ownership; (ii) the name of the candidate, the candidate's resume or qualifications to be a Director; and (iii) the candidate's consent to be named as a Director if nominated by the Board.

In recommending candidates for election as Directors, the Governance and Corporate Responsibility Committee and the Board, as applicable, will take into consideration the need for the Board to have a majority of Directors that meet the independence requirements of these Corporate Governance Guidelines, and such other criteria as shall be established from time to time by the Board.

All candidates for election as Director of the Company must have the following qualifications, which have been recommended by the Governance and Corporate Responsibility Committee to, and approved by, the Board:

- **Financial Literacy.** Such person should be "financially literate" as such qualification is interpreted by the Board in its business judgment.
- **Leadership Experience.** Such person should possess significant leadership experience, such as experience in business, finance/accounting, regulated industries or technology, and shall possess qualities reflecting a proven record of accomplishment and ability to work with others.
- **Commitment to the Company's Values.** Such person shall be committed to promoting the financial success of the Company and preserving and enhancing the Company's reputation as a leader in global business, and in agreement with the values of the Company as embodied in its Codes of Conduct.
- **Absence of Conflicting Commitments.** Such person should not have commitments that would conflict with the time commitments of a Director of the Company.
- **Reputation and Integrity.** Such person shall be of high repute and recognized integrity and not have been convicted in a criminal proceeding or be named a subject of a pending criminal proceeding (excluding traffic violations and other minor offenses). Such person shall not have been found in a civil proceeding to have violated any federal or state securities or commodities law, and shall not be subject to any court or regulatory order or decree limiting his or her business activity, including in connection with the purchase or sale of any security or commodity.
- **Other Factors.** Such person shall have such other characteristics as may be considered appropriate for membership on the Board, including an understanding of consumer insight and analytics and finance, sound business judgment, significant experience and accomplishments and an appropriate educational background.

When a Director's principal occupation or primary business association changes, including because of a retirement from such occupation or association, the Director shall promptly inform the Governance and Corporate Responsibility Committee Chair (or, in the case of the Governance and Corporate Responsibility Committee Chair, the Chairman of the Board) and shall offer to tender his or her resignation.

The Governance and Corporate Responsibility Committee shall evaluate the relevant facts and circumstances and provide a recommendation to the Board as to whether to accept the offer to tender the resignation or request that the Director continue to serve on the Board.

The Board shall determine the appropriateness of the Director's continued membership on the Board.

It is the policy of the Board that no Director shall stand for election after his or her 72nd birthday. A Director elected to the Board prior to his or her 72nd birthday may continue to serve until the annual stockholders meeting coincident with, or immediately following, his or her 72nd birthday.

Majority Voting Standard in Director Elections

The Company's By-Laws provide for a majority voting standard in an uncontested election of Directors.

Responsibilities of Directors

The Board is responsible for overseeing the management of the Company's business and advising the Company's executive officers, who conduct the Company's business and affairs. In performing their general oversight responsibility, Directors apply their business judgment to assure that the Company's executive officers manage in the best long-term interests of the Company and its stockholders.

In order to satisfy their oversight responsibilities, Directors are expected to attend all meetings of the Board and the Committees on which they serve, and the annual meeting of the stockholders of the Company, subject to unavoidable circumstances, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at Board and Committee meetings shall be provided to the Directors prior to or at such meetings. Directors shall review the materials that are provided in advance of meetings. Directors shall be fully protected in relying in good faith upon the records of the Company and upon information, opinions, reports or statements presented to the Board by any of the Company's officers or employees, or by Committees of the Board, or by any other person as to matters the Director reasonably believes are within such other person's professional or expert competence.

The Chairman of the Board or the Lead Director, and the Committee Chairs shall approve agendas for meetings of the Board and the Board Committees, respectively. Any Director and Committee member shall have the right to suggest matters to be included on the agendas and, at meetings, raise subjects that are not on the agendas.

At least annually, the Board shall review the Company's Business Plan.

At least annually, the Board and the executive officers shall engage in an in-depth review of the Company's strategic plans and goals and significant business challenges and opportunities.

Non-management Directors shall meet at least three times a year in executive session without management. The non-management Directors also may meet from time to time throughout the year privately with the CEO. If the group of non-management Directors includes Directors who are not "independent" within the meaning of these Corporate Governance Guidelines, the Directors who are independent shall meet at least annually in an executive session that includes only independent Directors.

Directors should notify the Chair of the Governance and Corporate Responsibility Committee and the Chairman of the Board, and provide information as necessary to assist in the evaluation of potential conflicts, before accepting membership on other boards of directors or any audit committee or other significant committee assignment on any other public company board of directors.

Directors are encouraged to limit the number of other public company boards on which they serve (excluding MetLife, Inc. and its affiliates) to no more than one for Directors who serve as the CEO, executive chair or named executive officer of a public company, and no more than three for all other Directors, taking into account the requirements of time, participation and attendance that multiple board service entails.

Directors are expected to act in conformity with the letter and spirit of the Directors' Code of Business Ethics.

Lead Director

If the Chairman of the Board is not an independent Director, the independent Directors shall elect from among themselves a Director to serve as the Lead Director. The Lead Director shall be elected by a majority of the independent Directors upon a recommendation from the Governance and Corporate Responsibility Committee to serve for a term that the independent Directors shall determine.

Duties of Independent Chairman of the Board and Lead Director

If the Board elects an independent Director as Chairman of the Board (Independent Chairman) or designates a Lead Director, in addition to the duties set forth in the Company's By-Laws or as otherwise prescribed by the Board from time to time, such Director shall:

- In the case of the Independent Chairman, preside over meetings of the Board and executive sessions of the Directors. In the case of the Lead Director, preside over meetings of the Board at which the Chairman of the Board is not present;
- In the case of the Lead Director, preside over executive sessions of the independent Directors;
- In the case of the Independent Chairman, establish a relationship of trust with the CEO, providing guidance and mentorship as appropriate;
- In the case of the Lead Director, preside over discussions of the Board when the topic presents a conflict (or potential conflict) for the Chairman of the Board;
- Be authorized to call meetings of the independent Directors;
- Approve information sent to the Board for the Board meetings, as appropriate;
- In coordination with the CEO, approve meeting agendas for the Board;
- Approve meeting schedules for the Board to ensure that there is sufficient time for discussion of all agenda items;
- Confer with the CEO on matters of importance that may require Board action or oversight, ensuring the Board focuses on key issues and tasks facing the Company;
- Promote and facilitate effective communication and serve as a conduit between the CEO, management and the:
 - Board, in the case of the Independent Chairman; or
 - independent Directors, in the case of the Lead Director;
- Provide guidance to the Board regarding the ongoing development of Directors;
- Participate in the Compensation Committee's annual performance evaluation of the CEO and, in the case of the Lead Director, the Chairman of the Board;
- With the Chair of the Governance and Corporate Responsibility Committee, oversee CEO and management succession planning;
- Ensure the efficient and effective performance and functioning of the Board;
- Assist the Board, the Governance and Corporate Responsibility Committee and management in promoting corporate governance best practices;
- In the case of the Lead Director, in the event of the incapacity of the Chairman of the Board and CEO, oversee the process for calling a special meeting to determine the action to be taken under the circumstances; and
- Be available, if requested by stockholders, when appropriate, for consultation and direct communication.

Board Committees

The Board has established the Audit Committee, the Compensation Committee, the Governance and Corporate Responsibility Committee, the Finance and Risk Committee, the Investment Committee and the Executive Committee, and may from time to time establish other Committees. Upon the recommendation of

the Governance and Corporate Responsibility Committee, the Board shall appoint the Chairs and members of the Committees, the Board having determined their qualifications.

Each of the Audit Committee, the Compensation Committee and the Governance and Corporate Responsibility Committee shall consist entirely of Directors who meet the applicable independence requirements under these Corporate Governance Guidelines, the regulations of the Securities and Exchange Commission, and all other applicable laws, rules or regulations regarding director independence. In addition, the Audit Committee shall meet the financial literacy and expertise requirements of the NYSE for audit committee members. The Board shall determine whether or not at least one member of the Audit Committee is an "audit committee financial expert" with the attributes described in Item 407(d)(5)(ii) of Regulation S-K promulgated by the Securities and Exchange Commission.

Each Committee shall have a charter that sets forth its role and responsibilities.

Management Succession

The Board shall annually consider succession plans for the Company's CEO and each of the executive officers and Chief Actuary, taking into consideration the CEO's recommendations as well as the CEO's evaluations of, and any development plans for, any potential successors. The Governance and Corporate Responsibility Committee shall ensure there is an adequate process for the Board to review (1) proposed succession plans for the CEO, (2) proposed succession and development plans for the Company's executive officers and Chief Actuary and (3) any proposal to restructure and eliminate any of the foregoing roles.

Director Access to Management and to Outside Advisors

Directors shall have full and free access to officers and employees of the Company. Any meetings or contacts that a Director wishes to initiate may be arranged through the CEO or the Corporate Secretary; provided, that, using his or her best judgment to assure that any such contact would not be disruptive to the business operations of the Company, a Director may contact an officer or employee directly if he or she wishes to do so.

The Board may obtain advice and assistance from outside advisors as the Board may determine to be necessary or desirable. The Board shall have the sole authority to approve the fees and other terms of engagement of any such advisor. The Board may select as its advisor an advisor that is otherwise engaged by the Company for another purpose; provided that any advisor or consultant retained to advise the Compensation Committee on executive compensation matters should not be retained to provide any other services to the Company.

Director Compensation

Recommendations about the composition and amount of Director compensation shall be made to the Board by the Governance and Corporate Responsibility Committee, which shall conduct an annual review of Director compensation taking into account the compensation of Directors at comparable companies and the advice of compensation advisors or consultants when necessary or appropriate.

Director Stock Ownership Guidelines

The Board believes that MetLife's non-management Directors should have a meaningful personal investment in the Company. The number of shares of MetLife Common Stock or other MetLife Common Stock-based holdings that each non-management Director owns, multiplied by the current stock price, should have an aggregate value equal to at least five times the cash component of such MetLife non-management Director's annual retainer then in effect. There is currently no minimum timeframe for meeting this requirement, however MetLife expects non-Management Directors to retain net shares of MetLife Common Stock or other MetLife Common Stock-based holdings acquired through Director compensation distributions sufficient to meet this ownership requirement.

Director Orientation and Continuing Education

Within six months after a Director has first been elected to the Board, he or she shall participate in an orientation program, which will include presentations by the Company's officers concerning the Company's strategic plans, the operations of its significant business segments, its significant financial, accounting and risk management issues, and its key policies and practices. On an ongoing basis, Directors shall be provided with continuing education on matters relevant to the Company and its business.

Annual Evaluation of the Board's Performance

The Board shall conduct an annual self-evaluation to determine whether it and the Board Committees are functioning effectively. The Governance and Corporate Responsibility Committee shall solicit comments from all Directors concerning the Board's and the Committees' performance and report annually to the Board about such assessment. In addition, the Board shall conduct biennial individual self- and peer-Director evaluations with the assistance of external resources, as appropriate.

Annual Review of the Corporate Governance Guidelines

Annually, the Governance and Corporate Responsibility Committee shall conduct a review of these Corporate Governance Guidelines and recommend any proposed changes to the Board.