

## **MetLife, Inc.**

### **Governance and Corporate Responsibility Committee Charter**

(as amended and restated effective December 9, 2025)

#### **Role of the Governance and Corporate Responsibility Committee**

The Governance and Corporate Responsibility Committee (the Committee) is appointed by the MetLife, Inc. (the Company) Board of Directors (the Board) to assist the Board in fulfilling its oversight responsibilities by (i) identifying and evaluating individuals qualified to become Board members, consistent with the Board-established criteria; (ii) proposing candidates to be nominated for election as Director by the Board at annual or special meetings of shareholders or to be elected by the Board to fill any Board vacancies; (iii) developing, and recommending to the Board for adoption, corporate governance guidelines applicable to the Company; (iv) ensuring there is an adequate process for the Board to review proposed succession plans for the Chief Executive Officer (CEO); (v) ensuring there is an adequate process for the Board to review proposed succession plans for the Company's executive officers; (vi) overseeing the evaluation of the Board and its committees; (vii) overseeing the Company's policies concerning its corporate citizenship programs; and (viii) overseeing the Company's efforts to manage its reputation and culture.

#### **Qualifications and Appointment of Committee Members**

The Board appoints the Chair of the Committee (the Chair) and the Committee members, having determined their qualifications. The Committee members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

#### **Committee Membership**

The Committee shall consist of no fewer than three members, each of whom shall be a member of the Board. The Committee members shall meet the director independence requirements under the New York Stock Exchange (NYSE) Corporate Governance Standards and the Company's Corporate Governance Guidelines. A majority of the Committee members shall constitute a quorum.

#### **Committee Authority and Responsibilities**

In carrying out its responsibilities, the Committee shall:

##### Director Qualification and Nomination

1. recommend to the Board criteria for selecting qualified candidates for election to the Company's Board;
2. recommend to the Board policies and procedures regarding consideration of Director candidates recommended by shareholders;

3. consider potential Director candidates recommended by the Company's management and shareholders in the same manner as nominees identified by the Committee;
4. lead the search for and identification of individuals who are, consistent with Board-established criteria, qualified to become Board members and propose for Board approval nominees (i) for election as Directors at annual or special meetings of shareholders and (ii) for election as Directors by the Board in the interval between annual meetings to fill any Board vacancies;
5. assess, and advise the Board with respect to, the experiences, qualifications, attributes and skills of each Director candidate that the Board should consider in concluding whether the person should be nominated (or re-nominated) to serve as a Company Director;

#### Board Governance

6. for each Board committee, recommend to the Board Directors for appointment as members, including Directors to serve as the committee chair, or fill vacancies as needed;
7. from time to time and no less than annually, review the compensation of non-employee Directors taking into account the compensation of directors at comparable companies and the advice of director compensation advisors or consultants when necessary or appropriate to support the Company's ability to attract, retain and motivate qualified Directors and, as the Committee deems necessary or desirable, recommend changes to the non-management members of the Board;
8. develop and recommend to the Board a set of corporate governance guidelines and, annually, conduct a review of such guidelines and recommend to the Board changes to such guidelines as the Committee deems necessary or desirable;
9. oversee an annual evaluation of the Board and its committees and establish the procedures by which the evaluations will be conducted;
10. annually review each Board committee charter in coordination with each such committee and recommend proposed changes to the Board;
11. review and discuss the Company's by-laws and recommend to the Board changes to the Company's by-laws, as appropriate;
12. conduct an appropriate review when a Director is invited to serve on the board of directors, audit committee or other significant committee of another public company;
13. recommend to the Board whether to accept or reject a resignation tendered by a Director who did not receive a majority of the votes cast for his or her election;
14. evaluate the facts and circumstances and provide a recommendation to the Board as to whether to accept an offer to tender a resignation from a Director whose principal occupation or business association has changed;
15. periodically review the size of the Board and make recommendations to the Board regarding any appropriate changes;
16. periodically review the Board's leadership structure and recommend changes to the Board as appropriate;
17. make a recommendation regarding the Chairman of the Board, who shall be elected by a majority of the Directors, and, if the Chairman of the Board is not an independent Director, make a recommendation regarding a Lead Director, who shall be elected by a majority of the independent Directors;

18. review, approve or ratify all related person transactions in accordance with the Company's Related Person Transactions Policy and with applicable law;
19. recommend to the Board the procedures for interested parties to send communications to the non-employee Directors;

#### Management Succession

20. ensure there is an adequate process for the Board to review: (a) proposed succession plans for the CEO; (b) proposed succession plans for the Company's executive officers; and (c) any proposal to restructure and eliminate any of the foregoing roles;

#### Corporate Governance

21. as the Committee deems it necessary or appropriate, consider matters of corporate governance and make recommendations to the Board regarding, or take action with respect to, such matters;

#### Corporate Responsibility

22. annually, receive a report on MetLife Foundation strategies and initiatives;
23. review the Company's impact investment program in which loans and other investments are made to support affordable housing, community, business and economic development, and health care services for low- and moderate-income communities;
24. except to the extent that oversight is within the authority and responsibilities of another committee of the Board pursuant to that committee's charter, review the Company's policies and positions regarding sustainability matters of significance to the Company, its communities, shareholders, and employees disclosed in the Company's annual sustainability report;
25. review reports regarding the Company's political contributions, lobbying efforts, and political action committees' activities; and
26. oversee the Company's efforts to manage its reputation and culture.

#### **Additional Committee Authority**

At its sole discretion, as it deems necessary or desirable, the Committee may retain consultants and advisors, including consultants and advisors to assist the Committee with its identification of director candidates, its review of director compensation and benefits, and its oversight of corporate governance matters, generally. The Committee shall have the sole authority to approve the fees and other terms of retention of any such consultants and advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to consultants and advisors retained by the Committee.

The Committee may delegate to a subcommittee consisting of one or more Directors such of its duties and responsibilities as the Committee deems to be in the Company's best interests, provided such delegation is not prohibited by law, regulation or the NYSE Corporate Governance Standards.

The Committee may also conduct or authorize investigations into any matter within the scope of the duties and responsibilities delegated to the Committee as it deems appropriate.

### **Meetings and Reports to the Board**

The Committee shall meet at least three times each year and shall make regular reports to the Board about the Committee's activities. The Chair shall review and approve agendas for meetings of the Committee. The Committee may meet by telephone, video conference or similar means of remote communications. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company's by-laws.

### **Annual Evaluation of the Committee's Performance and Charter Review**

Annually, the Committee shall conduct an evaluation of its performance. In addition, the Committee shall annually review this charter and recommend any proposed changes to the Board.