

**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**  
**REINSURANCE GROUP OF AMERICA, INCORPORATED**

**I. Role of the Nominating and Governance Committee**

The Nominating and Governance Committee”) of Reinsurance Group of America, Incorporated (“Company”) was established by the Board of Directors (“Board”) to assist the Board by:

- identifying individuals qualified to become members of the Company's Board of Directors, consistent with criteria approved by the Board;
- proposing candidates to be nominated for election as a Director by the Board of Directors at annual or special meetings of the shareholders or to be elected by the Board of Directors to fill any vacancies on the Board; and
- developing and recommending to the Board of Directors for adoption corporate governance guidelines applicable to the Company.

**II. Qualifications and Appointment of Nominating and Governance Committee Members**

The Board of Directors will review and evaluate the qualifications of directors to serve as members of the Committee, and appoint Committee members and a Chair of the Committee. Committee members serve at the pleasure of the Board and for such term or terms as the Board may determine.

**III. Committee Membership**

The Nominating and Governance Committee shall consist of no fewer than three members. The members of the Committee shall meet the director independence requirements of the New York Stock Exchange (“NYSE”).

**IV. Nominating and Governance Committee Authority and Responsibilities**

The Nominating and Governance Committee shall:

1. recommend to the Board of Directors criteria for selecting qualified candidates for election to the Company's Board of Directors;

2. lead the search for qualified candidates to serve on the Company's Board of Directors, and, if a search firm is used to identify director candidates, have sole authority to approve the search firm's fees and other engagement terms;
3. recommend to the Board of Directors policies and procedures regarding consideration of Director candidates recommended by security holders;
4. identify individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board and propose nominees for election as Directors at annual or special meetings of shareholders or to fill any vacancies on the Board in the interval between annual meetings;
5. recommend to the Board of Directors the members of the Board to be appointed as the Chairs and members of the committees of the Board.
6. recommend to the Board of Directors the procedures for interested parties to send communications to the non-management Directors;
7. develop and recommend to the Board of Directors a set of corporate governance guidelines;
8. oversee the evaluation of the Board of Directors and the Board committees and establish procedures by which the evaluations will be conducted;
9. oversee and review the orientation of new Board members and the continuing education of all Directors, and identify opportunities for additional continuing education programs relevant to the Directors' responsibilities.
10. annually review with the Chief Executive Officer his or her recommendations and evaluations of potential successors and any development plans recommended for such individuals, and consider and recommend to the Board a succession plan for the CEO and other key executive officers; and
11. 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.

The Committee may delegate to a subcommittee such of its duties and responsibilities as the Committee deems to be in the best interests of the Company, provided such delegation is not prohibited by law, regulation or the NYSE listing standards.

#### **v. Meetings and Reports to the Board of Directors**

The Nominating and Governance Committee shall meet at least once each year and shall make regular reports to the Board of Directors about the Committee's activities.

## **VI. Annual Evaluation**

The Committee shall participate in the annual evaluation process conducted by the Board. The Committee shall periodically review the adequacy of this charter and recommend to the Board any revisions the Committee deems necessary or desirable.

## **VII. Amendment**

The Board shall have the sole authority to amend this charter.