

CORPORATE GOVERNANCE COMMITTEE

Charter
June 8, 2011

Purpose

The Corporate Governance Committee's (the "Committee") purpose is to consider and make recommendations to the Board of Directors (the "Board") concerning the appropriate composition, organization, operations, functions and procedures of the Board and the Board's committees.

Membership and Quorum

The Committee shall consist of not fewer than four members. All voting members of the Committee shall be independent as determined by the Board in accordance with Massachusetts Mutual Life Insurance Company's (the "Company") Corporate Governance Guidelines. The Chairperson of the Board shall be a member of the Committee. The Chief Executive Officer, if the Chief Executive Officer is a director but is not the Chairperson of the Board, shall be a non-voting *ex officio* member of the Committee. A majority of Committee members shall constitute a quorum for the conduct of business.

Duties and Responsibilities

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. The Committee is authorized, with prior notice to the Board (or if such prior notice is not practicable (as determined by the Committee Chairperson), with prior authorization from the Lead Director or the full Committee and subsequent notice to the Board), to retain and arrange for the compensation of director search firms, special legal counsel, business advisers or consultants.

Regular Activities

Operation of the Board

- To establish and periodically review criteria for Board membership (to be approved by the Board).
- To identify individuals qualified to become Board members consistent with criteria approved by the Board, such as character, judgment, business experience and acumen.
- To consider, recommend and recruit candidates to fill new or vacant positions on the Board.
- To review candidates recommended by Board members.
- To conduct appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates.
- To recommend director nominees for approval by the Company's Board in the case of vacancies and the Company's members as required by the By-Laws.
- Review and recommend Board approval of retainer fees and meeting fees for attendance at Board and committee meetings in accordance with the following:
 - Board and committee chairs may receive additional remuneration.
 - Only non-employee directors may receive payments for serving on the Board.
 - Long-term incentives may be considered.

- Board compensation shall be reviewed and referred to the Board for approval at least annually.

Board Committees

- To monitor and evaluate the operations, functions and membership of the various committees of the Board and periodically recommend the rotation of committee members.
- Review and make recommendations to the Board for the approval of and modifications to committee charters.
- Review and make recommendations to the Board regarding the appointment and removal of committee members.
- To establish committee structure and operations.
- To advise on changes in Board compensation and benefits and establish director retirement policies.
- To make recommendations on the structure of Board meetings.
- To periodically sponsor a self-evaluation of the Board.

Corporate Governance/Management

- Make recommendations to the Board with regard to the Corporate Governance Guidelines applicable to the Company (role and composition of the Board, CEO evaluation, communications, functioning of Board and its committees and conduct/ethics standards) and to periodically review such guidelines and make recommendations to the Board with respect to any changes to such guidelines that the Committee deems appropriate.
- To oversee the evaluation of the Board.
- To review annually the performance criteria and goals of the Chief Executive Officer.
- To evaluate the Chief Executive Officer annually based on an established set of performance criteria.
- To review and make recommendations on succession plans for the Chief Executive Officer and other members of senior management.
- To consider matters of corporate governance generally, including best practices.
- To receive periodic reports from the General Counsel with respect to policies for retention and supervision of legal services, including a review of the Company's most highly used firms.
- Review and oversight of such matters related to Enterprise Risk Management that may be delegated to the Committee from time to time by the Board.

Subsidiary Oversight

- Establish, and periodically review and revise as necessary, guidelines (i) for membership on Material Subsidiary (as such term is defined in the Guidelines for Subsidiary Corporate Directors and Officers) boards and (ii) the appointment or election to officer positions with Material Subsidiaries, and to periodically report to the Board the results of these reviews and the revisions that are recommended to be made to these guidelines.
- Periodically review the composition of the Board (or similar governing bodies) for each of the Company's Material Subsidiaries and, after consultation and approval by the Board, direct the Chief Executive Officer how to vote shares of subsidiary stock held by the Company (directly or indirectly) including votes for the election or re-election of directors of the Material Subsidiaries.

Committee Reports, Self-Evaluation and Annual Review

The Committee shall report on its activities from time to time to the Board. Each year, the Committee shall conduct a self-evaluation. In this regard, the Committee shall compare its performance with the provisions of this Charter, set forth its objectives for the following year, and recommend to the Board for approval changes to the Charter, when deemed appropriate or necessary by the Committee.