

## HUMAN RESOURCES COMMITTEE

Charter  
*April 11, 2012*

### Purpose

The Human Resources Committee (the “Committee”) shall have oversight of the human resources function of Massachusetts Mutual Life Insurance Company (the “Company”).

### Membership and Quorum

The Committee shall consist of not fewer than three members of the Board of Directors (the “Board”). All members of the Committee shall be independent as determined by the Board in accordance with the Company’s Corporate Governance Guidelines. 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 compensation and benefit consultants, special legal counsel, business advisers or other consultants.

### Regular Activities

- Determine and recommend for approval by the independent directors the compensation of the Chief Executive Officer and, as applicable, a Chief Executive Officer that is transitioning to a non-executive Chairperson position (“Chairperson”), based upon the Corporate Governance Committee’s evaluation of the Chief Executive Officer’s and/or such Chairperson’s performance in accordance with an established set of performance criteria (Chief Executive Officer and/or Chairperson’s compensation must be determined without the relevant party present).
- Periodically review with the Board the performance of the Direct Reports and make recommendations to the Board as to the compensation to be paid to each.
- Establish and periodically review a compensation philosophy that appropriately motivates management.
- Establish and periodically review a procedure for approval of, without limitation, termination and separation agreements for Direct Reports.
- Receive and annually review compensation reports from the Company’s management and make an annual report to the Board with respect to Direct Report compensation.
- Consider and take appropriate action on other human resources and compensation matters as may be referred to it from time to time by Company management or the Board.

- Review and oversee such matters related to Enterprise Risk Management that may be delegated to the Committee from time to time by the Board.
- Periodically review reports and information relating to the Company’s retirement plans.
- Specific items addressed by the Committee are outlined in the attached chart.

Committee Reports, Self-Evaluation and Annual Review

The Committee shall make an annual compensation report to the Board and report on its other activities to the Board from time to time. 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 Corporate Governance Committee of the Board changes to the Charter, when deemed appropriate or necessary by the Committee.

For purposes of this Charter and the chart below, “**Appointed Officer**” shall mean Senior Vice Presidents (or the equivalent) and below; “**Elected Officer**” shall mean Executive Vice Presidents (or the equivalent), President and Chief Executive Officer (if the Chief Executive Officer and the President are not the same person); and “**Direct Report**” shall mean collectively, all Elected Officers and any other officer who reports directly to the Chief Executive Officer.

Item	Description	Human Resources Committee	Full Board
Human Resources Policy and Strategy	Major changes only	Review and recommend to the Board	Review and approve as needed
Compensation Philosophy and Strategy	Major changes only	Review and recommend to the Board	Review and approve as needed
Compensation Programs for Elected Officers	New compensation programs and material changes to existing programs	Review and recommend to the Board	Review and approve as needed
Short-term and Long-term Incentive Plans	The corporate annual measures and goals	Review and recommend to the Board	Approve
	The final STI performance result calculations (based on backup detail and the CFO’s confirmation in writing as to those results)  On an aggregate basis, funding for all employees  Substantial changes to Plans  Quarterly Phantom Stock Price, as part of the Long-term Incentive Plan	Review	N/A
CEO and/or Chairperson Compensation	Compensation actions including base salary, short-term incentives and long-term incentive; input received from the Corporate Governance Committee and the Board regarding the CEO’s and/or Chairperson’s performance	Determine and recommend to the independent members of the Board	Approval by the independent members of the Board
Direct Report Compensation	Compensation actions include base salary, short-term incentives and long-term incentives	Review and recommend to the Board	Approve
Subsidiary CEOs who report to the CEO or President	Compensation actions including base salary, short-term incentives	Review and recommend to the Board the steps needed	Request management to take steps

	and long-term incentives	to be taken to be consistent with proper governance and effectuate the Board's decisions	consistent with proper governance in order to effectuate the Board's decisions
Peer Performance Comparisons	Annual review of peer performance with respect to incentive measures, relative to MassMutual's performance	Review	Review
Market Pay Audit	Review and approve the selection of benchmark companies for pay comparison purposes. Annual competitive analysis of reasonableness of total compensation for CEO, Chairperson (as applicable) and Direct Reports	Review and approve	N/A
Subsidiary Executive Compensation	Periodic review of reasonableness of total compensation for Subsidiary CEOs and their key direct reports of major subsidiaries and aggregate payouts under annual incentive plans	Review	Review
Highest Paid Executives	Review total compensation report for ten highest paid executives across total enterprise and ten highest paid investment professionals across total enterprise	Review	N/A
Compensation of \$150,000 and above and any other compensation approval required by law	Approve total compensation for Appointed Officers and Elected Officers earning \$150,000 and above and any other compensation approval required by law	Approve	N/A
Benefit Programs	New benefit programs for the Home Office and Field and material changes to existing programs, including 401(k), pension, health and welfare, and non-qualified benefits	Review and recommend material changes to the Board	Approve
Other Actions	Initiate actions as may be appropriate to ensure human resources and compensation policies are reasonable, fair and supportive of the overall goals and values of the total enterprise	As needed	As needed
Committee Charter	Periodic review of the adequacy of this charter and make periodic changes as may be appropriate	Approve and submit to Corporate Governance Committee	Approve
Outside Independent Compensation Advisor	Sole authority to select, retain and terminate any Independent Compensation Advisor for the Committee.  Work performed by the Committee's Independent Compensation Advisor for management	Approve and report any change to the Board  Approval by the Committee or the Committee Chairperson	Review  N/A