

INVESTMENT COMMITTEE

Charter
June 8, 2011

Purpose

The Investment Committee (the “Committee”) shall exercise supervision and control of investments of Massachusetts Mutual Life Insurance Company (the “Company”) and related financial matters, including the approval of banks of deposit for Company funds. The Committee shall approve investment policies and guidelines for the Company’s general investment account, and shall periodically review investment strategies and investment performance.

Membership and Quorum

The Committee shall consist of not fewer than four members. A majority of the members of the Committee shall be independent as determined by the Board of Directors (the “Board”) in accordance with the Company’s Corporate Governance Guidelines. The Chairperson of the Board and the Chief Executive Officer, if the Chief Executive Officer is a director but is not the Chairperson of the Board, shall each be members of the Committee. A majority of the independent members of the Committee 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 special legal counsel, business advisers or other consultants.

Regular Activities

- The Committee shall by vote duly recorded in the books of the Company (“delegated investment authority”) authorize officers of the Company or any qualified investment adviser to exercise the investment powers granted to the Committee subject to such restrictions as the Committee may deem advisable or appropriate.
- The Committee shall review the investment objectives prepared by management with respect to the General Investment Account and the Separate Investment Accounts of the Company.
- The Committee shall oversee the Company’s hedging activities and its use of derivative instruments (including approval of a Derivatives Use Plan).
- No change shall be made in any delegated investment authority without the approval of the Committee.
- All investments approved by officers or an investment adviser pursuant to delegated investment authority granted by the Committee shall be reported back to the Committee.
- The Committee shall review and have oversight of such matters related to Enterprise Risk Management that may be delegated to the Committee from time to time by the Board.

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 Corporate Governance Committee of the Board changes to the Charter, when deemed appropriate or necessary by the Committee.