

Role of the MassMutual Lead Independent Director

The MassMutual Life Insurance Company Board of Directors considers it to be useful and appropriate to designate a non-management director to serve in a lead capacity to coordinate the activities of the other non-management directors, and to perform such other duties and responsibilities as the Board of Directors may determine. The specific responsibilities of the Lead Independent Director will be as follows:

Board Leadership

- Presides at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors, and takes the lead role in communicating to the Chairman any feedback, as appropriate.
- Assists in the recruitment of Board candidates.
- Has active involvement with Corporate Governance Committee in Board evaluations.
- Has active involvement with Corporate Governance Committee in establishing Committee membership and Committee Chairs.
- Works with Committee Chairs to ensure Committee work is conducted at the Committee level and succinctly reported to the Board.
- Communicates with independent directors between meetings when appropriate.
- Serves as Chairman in the event of unforeseen vacancy.

Call Meetings of Independent Directors and Committee Attendance

- Has the authority to request that the Chairman call meetings of the independent directors.
- Is encouraged to attend Committee meetings of Committees on which the Lead Director is not a member.

Function as Liaison with the Chairman

- Serves as principal liaison on Board-wide issues between the independent directors and the Chairman.
- Participates with at least one other Director in providing the Board performance feedback to the Chairman.

Participate in Flow of Information to the Board Such as Board Meeting Agendas and Schedules

- In conjunction with the Chairman, develops an annual Board agenda with a focus on the areas of Board responsibility.
- In conjunction with Chairman, develops Board meeting agendas and ensures critical issues are included.
- Advises Chairman on the quality, quantity, appropriateness and timeliness of information provided to the Board.
- Reviews meeting schedules in advance to assure that there is sufficient time for discussion of all agenda items.

Recommend Outside Advisors and Consultants

- Recommends to the Board the retention of outside advisors and consultants who report directly to the Board of Directors on board-wide issues.

External Communication

- Is available, when appropriate, for consultation and direct communication with rating agencies, regulators and other external constituencies, as needed.
- Attends annual meeting of Policyholders.
- Serves as a contact for policyholders wishing to communicate with the Board of Directors other than through the Chairman.

Appointment and Term

- The Corporate Governance Committee, in conjunction with the Chairman, shall be responsible for recommending a candidate for the position of Lead Director from among the independent, unrelated members of the Board.
- The Lead Director shall serve in that position for a term of three years until a successor shall have been duly elected or appointed by the Board or until the Lead Director resigns, or is otherwise removed from or replaced in that office by the Board.