

## **Named Executive Officer and Director Compensation Disclosures for 2016**

The following tables and related footnotes are intended to provide information to the members of Massachusetts Mutual Life Insurance Company (the “Company”) regarding the compensation provided in fiscal year 2016 to the Company’s chief executive officer, principal financial officer(s), its three other most highly compensated executive officers or other former executive officers (collectively “named executive officers”), and its directors, in a clear, concise and understandable manner consistent with Section 19X of Chapter 175 of the Massachusetts General Laws (the “Disclosure Statute”).

The Board of Directors determines and approves the executive officer compensation opportunities after reviewing market and other relevant practices in addition to actual performance against pre-determined objectives. The Board retains an external compensation consulting firm, Semler Brossy Consulting, to advise in these determinations.

The Governance Committee of the Board of Directors determines the director compensation after reviewing market and other relevant practices. The Committee retains Semler Brossy Consulting to advise in these determinations.

<b>Compensation for Named Executive Officers</b>									
<b>Name &amp; Principal Position</b>	<b>Year <sup>1</sup></b>	<b>Salary (\$)<sup>2</sup></b>	<b>Bonus (\$)<sup>3</sup></b>	<b>Restricted Share Awards (\$)<sup>4</sup></b>	<b>SAR Awards (\$)<sup>4</sup></b>	<b>Non-Equity Incentive Plan Compensation (\$)<sup>5</sup></b>	<b>Change in Pension Value &amp; NQ Deferred Compensation Earnings (\$)<sup>6</sup></b>	<b>All Other Compensation (\$)<sup>7</sup></b>	<b>Total (\$)</b>
Crandall, Roger CEO	2016	1,000,000	2,461,800	4,125,000	4,125,000	0	308,394	229,391	12,249,585
	2015	1,000,000	1,540,900	4,250,000	4,250,000	0	573,175	233,336	11,847,411
	2014	1,000,000	1,750,000	3,350,000	3,350,000	0	28,883	310,304	9,789,187
Chicares, Elizabeth CFO (Current)	2016	663,269	1,150,000	1,375,000	1,375,000	0	108,123	17,686	4,689,078
	2015	572,308	578,000	1,000,000	1,000,000	0	95,903	39,829	3,286,040
	2014	483,615	550,000	312,500	312,500	0	110,364	50,967	1,819,946
Rollings, Michael CFO (Former)	2016	303,110	0	1,400,000	1,400,000	0	134,229	45,457	3,282,795
	2015	700,000	755,000	900,000	900,000	0	167,270	74,316	3,496,586
	2014	683,615	1,030,000	900,000	900,000	0	204,323	92,372	3,810,310
Fanning, Michael EVP	2016	719,038	1,400,000	1,400,000	1,400,000	0	130,721	90,012	5,139,771
	2015	700,000	755,000	1,400,000	1,400,000	0	139,568	54,935	4,449,503
	2014	672,692	1,030,000	900,000	900,000	0	174,453	65,285	3,742,430
Corbett, M. Timothy EVP	2016	600,000	875,000	1,600,000	1,600,000	0	93,278	43,667	4,811,945
	2015	600,000	578,000	1,000,000	1,000,000	0	101,340	41,421	3,320,761
	2014	586,346	790,000	750,000	750,000	0	134,284	39,942	3,050,572
Sarsynski, Elaine EVP	2016	700,000	0	900,000	900,000	277,166	148,989	401,592	3,327,747
	2015	700,000	755,000	1,400,000	1,400,000	166,667	158,001	67,034	4,646,702
	2014	693,173	1,030,000	900,000	900,000	166,667	204,781	96,787	3,991,408

Compensation for Directors			
Name	Retainers Earned or Paid in Cash (\$) <sup>8,9</sup>	All Other Compensation (\$) <sup>10</sup>	Total (\$)
Karen Bechtel	17,936	3,200	21,136
Mark Bertolini	251,607	1,924	253,531
Kathleen Corbet	317,500	1,105	318,605
James DeGraffenreidt	240,000	1,534	241,534
Patricia Diaz Dennis	240,000	2,973	242,973
Robert Essner	240,000	3,545	243,545
Isabella Goren	255,000	1,597	256,597
Raymond LeBoeuf	260,893	3,377	264,270
Jeffrey Leiden	255,000	1,924	256,924
Cathy Minehan	255,000	3,965	258,965
Marc Racicot	260,000	2,267	262,267
Laura Sen	247,500	1,713	249,213
William Spitz	270,000	2,504	272,504
Howard Stitzer	287,500	3,021	290,521

See accompanying footnotes for additional information related to above compensation

Column Descriptions/Footnotes to Compensation Disclosures:

- (1) Year: Year in which the compensation was earned
- (2) Salary: Actual base salary earned (inclusive of salary deferrals)
- (3) Bonus: Actual bonus earned (for the reported year). The amount paid is subject to a clawback provision (see (4) below)
- (4) Restricted Share/SAR Awards: Represents the estimated grant date value of hypothetical equity awards as further described below.

Each of the named executive officers participates in the Company's long-term incentive compensation plans (LTIP) comprised of hypothetical share appreciation rights (SAR) and hypothetical restricted shares (RS). Awards under the LTIP are typically granted annually. These awards do not convey any Company ownership interests to the participants. SAR fully vest three years after the grant date, followed by a two year exercise period. RS vest in one-third increments following three, four and five years from the grant date. The share price is determined quarterly and is based on a multiple of earnings. Participants realize the cash value of awards upon vesting (RS) or exercise (SAR). RS are 'full value' awards, meaning the participant receives the full cash value of the number of shares vesting multiplied by the share price at the time of vesting. SAR recipients realize only the cash value of the number of SAR exercised multiplied by the appreciation (if any) in the share price from the grant date to the exercise date. Further deferrals of gains from both types of awards are not permitted under the LTIP. Awards are also subject to: caps (as determined by the Board) to limit upside potential and corresponding liability; compliance with non-solicitation agreements following termination of employment; a clawback provision in the event of material financial restatement due to fraud or willful misconduct.

Grant values reflect competitive market practices and assume a certain compounded growth rate in earnings and holding period prior to value realization. Participants may realize an amount higher than grant value if

growth rates or holding period exceed the assumptions, or lower than grant value if growth rates or holding period fall short of assumptions.

These awards are intended to incentivize behavior to increase earnings over the long term while neutralizing the impact of the Company's dividend practices to participating policyholders. This design aligns the interests of management with those of policyholders.

In 2016, Ms. Chicares, and Messrs. Rollings, Fanning and Corbett received special awards as part of their long-term incentive awards, totaling \$1,500,000, \$1,000,000, \$1,000,000 and \$1,000,000 respectively. These awards were split 50% SAR vesting five years from the grant date followed by a two-year exercise period, and 50% RS vesting in one-third increments following five, six and seven years from the grant date. These special awards are intended to aid in the long-term retention of these employees.

- (5) Non-Equity Incentive Plan Compensation: Reflects amounts paid from deferred or other performance-based cash incentive awards. LTIP Awards (footnote 4) are treated as equity for disclosure purposes.
- (6) Change in Pension Value & NQ Deferred Compensation Earnings: Includes changes to the participant's lump sum benefit under the Company's cash balance defined benefit and non-qualified pension plans as well as any above-market earnings in unfunded, non-qualified deferred compensation plans. The pension plans currently provide for company contributions of either 6% (age plus service credit greater than or equal to 50) or 4.5% (age plus service credit less than 50) of base salary and annual bonus. Balances also receive interest credit (4.98% at year-end 2016). There were no above-market earnings credited during 2016 in the deferred compensation plans. Mr. Crandall participates in the former "final average pay" formula, for which the annuity benefit is frozen as of 12/31/2009. He also is accruing a current benefit under the cash balance formula.
- (7) All Other Compensation: Includes Savings Plan company matching contributions (401(k) and non-qualified defined contribution plans), expatriate benefits and the value of perquisites including financial planning, life insurance premiums, annual physical examinations, company-provided wellness incentive credits to a health savings account and in the case of Mr. Crandall only, limited board-approved personal travel on company aircraft.
- (8) Board retainers include non-qualified deferred compensation plan deferrals (if elected). Director compensation is paid in arrears.
- (9) Board members receive annual Board and Committee retainers (paid quarterly) and quarterly Committee Chairman retainers (if applicable) according to the following schedule:

<i>Annual Board Retainer:</i>	<i>220,000.00</i>	
<i>Annual Lead Director Retainer:</i>	<i>50,000.00</i>	
<i>Committee</i>	<i>Committee Retainer Fee*</i>	<i>Chairperson Retainer Fee</i>
<i>Audit</i>	<i>20,000.00</i>	<i>40,000.00</i>
<i>Human Resources</i>	<i>12,500.00</i>	<i>25,000.00</i>
<i>Governance</i>	<i>12,500.00</i>	<i>20,000.00</i>
<i>Executive</i>	<i>12,500.00</i>	<i>-</i>
<i>Investment</i>	<i>20,000.00</i>	<i>30,000.00</i>

*\* Except where member is a  
Committee Chairperson*

- (10) Includes imputed income on company-paid premiums for Director Split Dollar Life Insurance policies.