

Symetra Financial Corporation

Charter of the Compensation Committee

of the Board of Directors

Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Symetra Financial Corporation (the “Company”) is to (i) review and make recommendations on director compensation, (ii) discharge the Board's responsibilities relating to the compensation of executives, (iii) oversee the administration of the Company's (and, to the extent the Committee deems appropriate, the major subsidiaries of the Company) compensation plans, in particular the incentive compensation and equity-based plans and (iv) prepare the annual report on executive compensation required by the rules and regulations of the Securities and Exchange Commission (the “SEC”) to be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable.

Membership

The Committee shall consist of no fewer than three members, the exact number to be determined from time to time by the Board.

Each member of the Committee shall meet the independence requirements for compensation committees imposed by the listing standards of the New York Stock Exchange (the “NYSE”) and by Section 10C of the Securities Exchange Act and Rule 10C-1 thereunder.

The members of the Committee shall be appointed annually by a majority vote of the full Board from among its members following receipt and consideration of the recommendation of the Nominating & Governance Committee. Each Committee member shall serve until such member's successor is duly appointed and qualified or until such member's resignation or removal by a majority vote of the full Board.

Authority and Responsibilities

The Committee shall have the following specific authority and responsibilities (in addition to any others that the Board may from time to time delegate to the Committee):

1. The Committee shall establish, and periodically review, a general compensation philosophy for the Company.

Director Compensation

2. The Committee shall at least annually review and make recommendations to the Board regarding the form and amount of director compensation (including perquisites and other benefits), and any additional compensation to be paid for service on Board committees or for service as a chairman of a committee. In making its recommendations, the Committee shall give due consideration to what is customary compensation for directors of comparable companies and any other factors it deems appropriate that are consistent with the policies and principles set forth in this Charter and the Corporate Governance Guidelines.
3. The Committee shall review and make recommendations to the Board regarding director's and officer's indemnification and insurance matters.

Executive Compensation

4. At least annually, the Committee shall (a) review and approve the corporate goals and objectives relevant to the compensation of the Chief Executive Officer (the "CEO"), (b) evaluate the CEO's performance in light of these goals and objectives and (c) either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation. In setting the components of compensation, the Committee shall consider all factors it deems relevant, including the Company's performance and relative shareholder return, the value of similar incentive awards to those with similar responsibilities at comparable companies and the awards granted in prior years.
5. The Committee shall approve and administer the Company's employee and management compensation practices affecting executive officers of the Company, as such term is defined for purposes of Section 16 of the Exchange Act, and such other employees of the Company and its subsidiaries as the Committee deems appropriate, including the methodologies for determining employee and officer salaries and incentive compensation.
6. The Committee shall approve the compensation of the executive officers of the Company and any such other employees of the Company and its subsidiaries as the Committee deems appropriate.
7. The Committee shall approve any perquisites granted to executive officers of the Company and any such other employees of the Company and its subsidiaries as the Company deems appropriate other than immaterial perquisites that are granted to all employees generally.
8. The Committee shall make recommendations to the Board with respect to incentive compensation plans and equity-based plans that are subject to Board approval.

9. The Committee shall approve any employment agreements, consulting arrangements, severance or retirement arrangements and/or change-in-control agreements or provisions covering any current or former executive officer.
10. The Committee shall produce the annual report on executive compensation required to be included in the annual proxy statement or annual report on Form 10-K, as applicable, in accordance with applicable SEC rules and regulations.

Compensation Plans

11. The Committee shall oversee the implementation and administration of the compensation plans of the Company (and, to the extent the Committee deems appropriate, the major subsidiaries of the Company), including pension, welfare, incentive and equity-based plans, to ensure that these plans are consistent with the Company's general compensation philosophy.
12. The Committee shall review and make recommendations to the Board with respect to the adoption (or submission to stockholders for approval) or amendment of incentive compensation and equity-based plans of the Company (and, to the extent the Committee deems appropriate, the major subsidiaries of the Company).
13. The Committee shall review and approve all awards of shares, share options or similar awards pursuant to the Company's (and, to the extent the Committee deems appropriate, the Company's major subsidiaries') equity-based plans.

Regulatory Matters

14. In consultation with senior management, oversee regulatory compliance with respect to compensation matters, including overseeing policies on structuring compensation programs to preserve tax deductibility (including, as and when required, for compliance with Section 162(m) of the Internal Revenue Code of 1986, as amended, establishing performance goals and certifying that such performance goals and any other material terms have been attained).

Performance Evaluation

15. The Committee shall review its own performance and reassess the adequacy of this Charter at least annually in such manner as it deems appropriate, and submit such evaluation, including any recommendations for change, to the full Board for review.

Retention of Consultants and Advisors; Investigations

16. The Committee shall have the authority, in its sole discretion and without obtaining Board approval, to retain, supervise, receive and rely upon reports and advice from, and terminate any compensation consultant, independent legal counsel, accounting or other advisers it deems advisable, to be used to assist the Committee in carrying out its purposes, duties or responsibilities including in the evaluation of CEO, director or senior management compensation. The Committee shall have sole authority to approve the compensation consultant, legal counsel, or other adviser's fees and other retention terms. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or other adviser retained by the Committee.
17. The Committee may select, or receive advice from a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration the following six factors, as well as any other factors required by the NYSE and/or the Securities Exchange Act and corresponding rules that may be amended from time to time, and such other factors as the Committee deems relevant: (i) the provision of other services to the Company by the person who employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person who employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person who employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person who employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, or other adviser or the person employing the adviser with an executive officer of the Company. The foregoing factors do not apply to the Committee's reliance upon advice from in-house legal counsel or other Company employees. No later than June 30, 2013, the Committee shall receive reports from any person (other than in house legal counsel) who currently is serving as a compensation consultant, legal consultant or other advisor as to the six factors identified in the first sentence of this paragraph, and the Committee thereafter shall require such reports from any such person or firm prior to relying upon such advice or, in the case of ongoing advisors, at least annually.
18. The Committee shall have the authority, in its sole discretion and without obtaining Board approval, to obtain, at the expense of the Company, advice and

assistance from internal legal, accounting or other Company management and personnel it deems advisable.

19. The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities.

Structure and Operations

The Board shall designate one member of the Committee to act as its Chairman. The Committee shall meet at least annually, with further meetings to occur when deemed necessary or desirable by the Committee or its Chairman. The Chairman, with input from the other members of the Committee and, where appropriate, management, shall set the agendas for Committee meetings.

The Committee may request that any directors, officers or other employees, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate.

The Committee may form and delegate authority to subcommittees.

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings and such other matters as required by this Charter or as the Board shall from time to time specify.

Except as expressly provided in this Charter, the Bylaws, or as required by law, regulation or NYSE listing standards, the Committee shall set its own rules of procedure.

Amended by the Board of Directors on May 2, 2013

