

Symetra Financial Corporation Charter of the Finance Committee of the Board of Directors

Purpose

The purpose of the Finance Committee (the “Committee”) of the Board of Directors (the “Board”) of Symetra Financial Corporation (the “Company”) is to assist the Board in fulfilling its oversight responsibilities with respect to (i) the Company’s financial, investment and capital management policies, (ii) the Company’s financial risk management, and (iii) mergers, acquisitions, and divestitures by the Company.

Membership

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

The members of the Committee shall be appointed annually by a majority vote of the full Board from among its members. 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. Resignation of a Committee member from the Board shall constitute automatic resignation from this Committee.

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). The Committee shall:

1. Establish and periodically review and reassess policies and guidelines for the investment of the Company's assets, with a view towards risk allocation, asset-liability matching, regulatory and ratings agency capital requirements and other relevant factors.
2. Review the Company’s credit ratings, communication with the ratings agencies and related matters.
3. Consider and act upon such financial and investment matters as it deems appropriate for review between Board meetings.
4. Review the investment and disposition of the funds and assets of the Company and its subsidiaries.
5. Review the Company’s and its affiliates’ reinsurance strategies.

6. Authorize borrowing and lending transactions, as appropriate, on behalf of the Company and its subsidiaries.
7. Recommend to the Board dividends to shareholders, stock (or debt) repurchases, and other shareholder actions.
8. Review the risks inherent in the Company's business and the Company's strategy for understanding and minimizing the consequences of such risks.
9. Exercise general supervision over the Company in connection with the purchase, sale, or other disposition of subsidiaries, blocks of business, or other material assets.
10. Delegate, as appropriate, to any officer or officers of the Company, or any officer or officers of a subsidiary, the authority to invest or dispose of assets of the Company, or to borrow or lend money on behalf of the Company, within such limitations as may be prescribed by the Committee.
11. Report all actions taken by the Committee to the Board.

Performance Evaluation

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

The Committee shall have the authority, without having to seek Board approval, to obtain, at the expense of the Company, advice and assistance from internal and external legal, accounting or other advisors it deems advisable.

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.

Adopted: May 13, 2009
Effective: January 21, 2010

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.