

**Adopted: August 9, 2007**  
**Effective: January 21, 2010**

**Symetra Financial Corporation**  
**Charter of the Nominating & Governance Committee**  
**of the Board of Directors**

**Purpose**

The purpose of the Nominating & Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Symetra Financial Corporation (the “Company”) is to (i) identify individuals qualified to become Board members and recommend such individuals to the Board for nomination for election to the Board, (ii) make recommendations to the Board concerning committee appointments, (iii) develop, recommend and annually review corporate governance guidelines applicable to the Company and oversee corporate governance matters and (iv) oversee the evaluation of the Board and management.

**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 Committee's composition shall meet the independence requirements for nominating/corporate governance committees imposed by the listing standards of the New York Stock Exchange (the “NYSE”).

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 recommendations of this 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):

**Board Nominees; Committee Appointments; Continued Service**

1. The Committee shall determine the criteria, objectives and procedures for selecting Board members. The Committee shall consider factors it deems relevant such as independence, integrity, skills, expertise, breadth of experience, knowledge about the Company's business or industry, ownership interest in the Company and willingness to devote adequate time and effort to Board

responsibilities in the context of the existing composition and needs of the Board and its committees.

2. The Committee shall actively seek individuals qualified to become members of the Board and, when the Committee deems it appropriate, recommend such individuals to the Board for nomination for election to the Board by the Members or for appointment by the Board to fill a vacancy. The Committee shall also review potential candidates for the Board suggested to it (or the Company) and report to the Board regarding the results of such review.
3. The Committee shall review all nominations for re-election of Board members and report to the Board regarding the results of such review.
4. In the case of an individual recommended to fill a Board vacancy created by an increase in the size of the Board, the Committee shall make a recommendation to the Board as to the class of directors in which the individual should serve.
5. The Committee shall identify Board members qualified to fill any vacancies on a committee of the Board (including this Committee) and deliver its recommendations to the Board for its consideration. In recommending a candidate for appointment to a committee, the Committee shall consider any required qualifications as set forth in the committee's charter, the needs of the committee in light of its purpose and responsibilities and the existing composition of the committee, the benefits of periodic rotation of committee members, and any other factors the Committee deems appropriate.
6. The Committee shall review the appropriateness of continued service on the Board or any committee of the Board of any member whose business or professional affiliation or responsibilities have changed or who contemplates accepting a directorship on or an appointment to the audit or compensation committee of another public company board.

### **Corporate Governance**

7. The Committee shall develop and recommend to the Board corporate governance guidelines and assess those guidelines at least annually.
8. The Committee shall review the adequacy of the Code of Business Conduct and the Insider Trading Policy.
9. At least annually, the Committee shall review the CEO's short-term and long-term succession plans for the CEO and other senior management positions and report to the Board (or, in the Committee's discretion, to the non-management members of the Board) on succession planning.

10. The Committee shall oversee the Company's orientation process for newly elected members of the Board and assist the Board in its implementation. The Committee shall also regularly assess the adequacy of and need for additional continuing director education programs.

### **Board Performance**

11. The Committee shall coordinate the annual evaluation of the Board and its committees to determine whether they are meeting their objectives and goals. The Committee shall solicit comments from all directors, executive officers and any other persons it deems appropriate and shall annually prepare a report to the Board prior to the first regularly scheduled Board meeting of the fiscal year containing an assessment of the Board's structure, organization, policies, performance, effectiveness and contribution and indicating specific areas in which the Board could improve.

### **Performance Evaluation**

12. The Committee shall review its own performance and reassess the adequacy of this Charter at least annually and submit such evaluation, including any recommendations for change, to the full Board for review.

### **Retention of Consultants and Advisors; Investigations**

13. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.
14. The Committee shall have authority, without having to seek Board approval, to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors as it deems advisable.
15. 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.

Adopted by the Board of Directors on August 9, 2007.