

## **FINANCIAL MANAGEMENT CODE OF PROFESSIONAL CONDUCT**

### **REINSURANCE GROUP OF AMERICA, INCORPORATED**

This Code of Professional Conduct applies to the Chief Executive Officer, the Chief Financial Officer, the Corporate Controller, and all officers (Vice President and above) in a finance, accounting, treasury, tax, actuarial (within the Finance and Valuation departments), audit or investor relations role. These professionals are expected to adhere to this Code, take personal responsibility for conducting the business endeavors of RGA fairly, promote a culture of honesty and accountability, and act and advocate that others act in conformity with the core values of RGA and this Code. These professionals are also expected to adhere to the RGA Employee Code of Business Conduct and Ethics as well as all other applicable RGA policies and guidelines.

Every employee involved in financial management in the RGA enterprise shall:

- Act honestly and ethically, avoid or resolve actual or apparent conflicts of interest in personal and professional relationships, and promptly disclose any material transaction or relationship that reasonably could be expected to give rise to such a conflict of interest to the General Counsel or as provided in the Employee Code of Business Conduct and Ethics.
- Promote and provide appropriate disclosures to stakeholders that present fairly the information therein (e.g., accurately, completely, objectively, relevantly, timely and understandably), in accordance with applicable laws, rules and regulations.
- Comply with applicable laws, rules and regulations of federal, state, foreign and local governments, and private and public regulatory agencies.
- Adhere to, and, where applicable, monitor and improve, RGA's processes to maintain effective internal control over financial reporting.
- Act in good faith, responsibly, with due care, competence and diligence, using considered, professional, independent judgment, and seek at all times to present all reasonably available material information on a timely basis to management and others in accordance with RGA policies.
- Protect the confidentiality of information acquired in the course of his or her work.
- Use confidential information acquired in the course of his or her work only for proper RGA business purposes, and not for personal advantage.
- Proactively promote and be an example of ethical behavior as a responsible partner among peers and other associates in the work environment.
- Promptly report violations of this Code using the procedures set forth under the Administration section of the RGA Employee Code of Business Conduct and Ethics for reporting violations under that Code.

## **Administration**

In the event of any uncertainty as to whether an Associate is subject to this Code, the Chief Financial Officer shall make a determination of its applicability and inform the appropriate individuals or business units.

This Code will be administered as provided in the Administration section of the RGA Employee Code of Business Conduct and Ethics for enforcement of that Code. Violators of this Code and those who supervise or manage them shall be subject to disciplinary action. Managers who retaliate against an employee reporting a violation shall also be subject to disciplinary action.

Disciplinary action may include, but is not limited to, reprimands and warnings, probation, suspension, demotion, reassignment, reduction in compensation or immediate termination. Certain actions and omissions prohibited by the Code might also be unlawful and could lead to criminal prosecution, imposition of fines or imprisonment.

Only the Board of Directors or the Audit Committee may waive provisions of this Code for the Chief Executive Officer, the Chief Financial Officer or the Corporate Controller and any such waiver shall be promptly disclosed in accordance with applicable laws, rules and regulations.

Adopted March 8, 2004

Revised April 9, 2004