

## **AUDIT COMMITTEE CHARTER**

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

#### **I. Role of the Committee**

The Audit Committee (the “Committee”) of the Reinsurance Group of America, Incorporated (the “Company”) Board of Directors (the “Board”) is appointed by the Board to perform the functions the Committee is required by law and regulation to perform and to assist the Board in fulfilling its responsibility to oversee:

- the Company’s accounting and financial reporting processes and the integrity of its financial statements;
- the audits of the Company’s financial statements;
- the adequacy of the Company’s internal control over financial reporting;
- the Company’s compliance with legal and regulatory requirements;
- the qualifications and independence of the Independent Auditor (as defined below); and
- the performance of the Company’s internal audit function and the Independent Auditor.

Consistent with these functions, the Committee should encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Committee should also provide for open communication among (i) the registered public accounting firm that is employed by the Company as its independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (the “Independent Auditor”), (ii) financial and senior management, (iii) the internal audit function and (iv) the Board.

#### **II. Appointment of Committee Members**

On the recommendation of the Nominating and Governance Committee, the Board shall appoint Committee members, having determined their qualifications as described in Section III, and shall appoint or ratify the appointment of the Chair of the Committee. Committee members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

#### **III. Committee Composition, Member Qualifications and Meetings**

The Committee shall consist of no fewer than three members. Committee members shall meet the director and audit committee member independence and experience requirements of the New York Stock Exchange, Rule 10A-3 of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules and regulations of the Securities and Exchange Commission (the “SEC”).

Committee members generally should not simultaneously serve on the audit committees of more than two other public companies. Committee members who serve or desire to serve on more than three such committees must satisfactorily demonstrate to the Nominating and Governance Committee and the Board that such service would not impair the ability of such member to effectively serve on the Committee.

Each Committee member should be financially literate, as such qualification is interpreted by the Board in its business judgment; provided, however, that if any Committee member is not financially literate when appointed to the Committee, then such member must become financially literate within a reasonable time after appointment.

At least one Committee member must:

- have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment; and
- be determined by the Board to be an “audit committee financial expert,” as such term is defined by the SEC in Item 407(d) of Regulation S-K.

The Committee will meet at least four times a year or more frequently as circumstances may require. The Committee will meet periodically in executive session with the Independent Auditor, internal auditor and Company management.

#### **IV. Independent Auditor**

A. Duties and Responsibilities. In carrying out its responsibilities with respect to the Independent Auditor, the Committee shall:

- have sole and direct authority and responsibility to appoint (subject to shareholder ratification when appropriate), retain, terminate, approve the compensation and terms of engagement of, and oversee the work of the Independent Auditor; and, in connection therewith, the Committee shall be responsible for resolving any disagreements between management and the Independent Auditor concerning issues related to financial reporting; and
- in accordance with the pre-approval policy adopted by the Committee, review and pre-approve all audit and, subject to Section 10A(i) of the Exchange Act and rules promulgated thereunder, permitted non-audit services (including the fees and terms thereof) provided by the Independent Auditor to the Company.

The Independent Auditor shall make reports directly to the Committee and be accountable to the Committee.

B. Reporting and Reviews.

At least annually, the Independent Auditor shall provide a report to the Committee describing the firm’s internal quality-control procedures, any material issues raised by the most recent

internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues and all relationships between the Independent Auditor and the Company.

The Committee shall review the foregoing report and the Independent Auditor's work and evaluate the Independent Auditor's qualifications, performance and independence, including a review and evaluation of the lead partner on the Independent Auditor's engagement with the Company (taking into account the opinions of management and the internal auditor), and present its conclusions with respect to the Independent Auditor to the Board and, if so determined by the Committee, recommend that the Board take additional action to satisfy itself of the qualifications, performance and independence of the Independent Auditor.

C. Auditor Independence and Rotation.

The Independent Auditor shall periodically and at least annually submit to the Committee a formal written statement delineating all relationships between the Independent Auditor and the Company. Based on such statements, the Committee shall discuss with the Independent Auditor any disclosed relationships or services that might affect the Independent Auditor's objectivity and independence. The Committee also shall consider whether the Independent Auditor's provision of non-audit services to the Company is compatible with the maintenance of the auditor's independence. The Committee shall assure the regular rotation of the audit engagement team partners to the extent that such rotation is required by law and should further consider whether, in order to assure continuing auditor independence, there should be regular rotation of the accounting firm serving as the Independent Auditor.

The Committee shall review and approve the Company's hiring of individuals who attained the position of manager or above with the Independent Auditor and who were engaged on the Company's account.

**V. Internal Control Over Financial Reporting**

A. Committee Discussions. With respect to the Company's internal control over financial reporting, the Committee shall review and discuss with management, the internal auditor and the Independent Auditor:

1. management's reports evaluating the adequacy and effectiveness of the Company's internal control over financial reporting, including any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting that could adversely affect the Company's ability to record, process, summarize and report financial data;
2. the Independent Auditor's reports concerning the adequacy of the Company's internal control over financial reporting and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;

3. procedures established by the Committee for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters; and
4. management's reports concerning the prevention and detection of fraud against the Company, including reports of any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

B. Committee Reviews. The Company's internal auditor shall make regular reports directly to the Committee and be accountable to the Committee. The Committee shall:

1. review the budget, staffing and quality of the Company's internal audit function (in conjunction with the Committee's discussions with the Independent Auditor) and the appointment and termination of senior internal audit personnel;
2. review all significant reports to management prepared by internal audit personnel;
3. review the results of a periodic internal audit quality assurance assessment to ensure that the internal auditing function is operating effectively and in accordance with the Standards for the Professional Practice of Internal Auditing;
4. review reports regarding internal audit activity and results and the performance of the internal audit function relative to its plan; and
5. review and approve, on at least an annual basis, the internal audit charter and the risk-based internal audit plan.

## **VI. Financial Statements, Disclosure of Financial Information and Accounting Policies**

A. Duties and Responsibilities. With respect to the Company's financial statements and disclosures of financial information, the Committee shall:

1. discuss with the Independent Auditor, and with the internal auditor, in each case without the presence of management if deemed appropriate, (a) the audit process, any problems or difficulties encountered in the course of the performance of the audit, including any restrictions on the Independent Auditor's activities or access to requested information imposed by management, and management's response thereto, and any significant disagreements with management; and (b) the Company's internal control over financial reporting, and the budget, staffing and quality of the Company's internal audit function, including any "management" or "internal control" letter issued or proposed to be issued by such auditor to the Company, and management's response thereto;
2. discuss with the Independent Auditor how the Company's accounting policies compare with those in the industry and all alternative treatments of financial information within accounting principles generally accepted in the United States that have been discussed with management;

3. review any material financial or other arrangements of the Company that do not appear on the Company's financial statements, any reports by management, the internal auditor or the Independent Auditor regarding any such arrangements of the Company that do not appear on the Company's financial statements, and any transactions or courses of dealing with third parties that are significant in size or involve terms or other aspects that differ from those that would likely be negotiated with independent parties, and that are relevant to an understanding of the Company's financial statements;
4. review management's reports evaluating the effectiveness of the Company's disclosure controls and procedures in assuring that material information required to be disclosed in the Company's periodic reports filed with the SEC is reported to management, appropriately processed and summarized by management and reflected in such reports filed with the SEC within the specified time periods;
5. discuss the Company's quarterly earnings press releases, including the type and presentation of information; and
6. discuss with management the Company's practices regarding earnings press releases as well as the provision of financial information and earnings guidance by management to analysts and rating agencies;

B. Committee Discussions. The Committee shall also discuss with management, the internal auditor and the Independent Auditor:

1. the quality and the acceptability of the Company's accounting policies and any significant changes to the Company's auditing and accounting principles and practices suggested by the Independent Auditor, internal audit personnel or management;
2. significant issues regarding accounting and auditing principles and practices and financial statement presentations, including critical accounting policies and estimates, any significant changes in the Company's selection or application of accounting principles and any significant issues that may have been raised by management, the internal auditor or the Independent Auditor as to the adequacy of the Company's internal control over financial reporting, and any special audit steps adopted in light of material control deficiencies;
3. analyses prepared by management, the internal auditor and/or the Independent Auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements;
4. the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements;
5. the Company's quarterly reports on Form 10-Q and the interim financial information contained therein, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," or authorize the Chair of the Committee to do so and make a report thereon to the full Committee, prior to the filing of such quarterly reports with the SEC; and

6. the audited financial statements to be included in the Company's annual reports on Form 10-K, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing of such reports with the SEC and discuss with the Independent Auditor the matters required to be discussed by Statement of Auditing Standards No. 61; and based on such discussions and upon the receipt of an opinion of the Independent Auditor on the Company's financial statements, in form and content satisfactory to the Committee, determine whether to recommend to the Board that the Company's audited financial statements be included in the Company's Annual Reports on Form 10-K for filing with the SEC.

## **VII. Additional Responsibilities**

The Committee also shall:

1. have authority to engage independent counsel and other advisors, as it determines necessary to carry out its duties, and the Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the Independent Auditor and to any advisors engaged by the Committee, and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties;
2. have the authority to conduct investigations into any matters within its scope of responsibility and obtain advice and assistance from outside legal, accounting or other advisors, as necessary, to perform its duties and responsibilities; and in connection therewith, the Committee shall also have the authority to meet with and seek any information it requires from employees, officers, directors or external parties;
3. review the scope, plans and results of the internal and external audits of the Company and its financial statements;
4. in conjunction with the Board's Finance, Investment and Risk Management Committee, periodically discuss the Company's guidelines and policies with respect to the process by which the Company undertakes risk assessment and risk management including the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures;
5. review with management, the internal auditor and the Independent Auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports that are brought to its attention that raise material issues regarding the Company's financial statements or accounting policies;
6. receive reports from the Company's general counsel concerning any significant legal and regulatory matters;
7. receive reports concerning executive officers' expenses and perquisites and compliance with the Company's policies and procedures relating to expense reimbursement;
8. review and evaluate transactions between the Company on one hand and its officers, directors and principal shareholders on the other hand;

9. exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board; and
10. make regular reports to the Board about the Committee's duties, responsibilities, activities, any issues encountered regarding the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Independent Auditor or the performance of the internal audit function and related recommendations.

### **VIII. Limitation on Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee or its members (a) to plan or conduct audits, (b) to design and implement internal controls and procedures and disclosure controls and procedures, (c) to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations, or (d) to conduct other types of auditing or accounting reviews or procedures. These are the responsibilities of management and the Independent Auditor. Accordingly, in carrying out its oversight responsibilities, the Committee does not provide any expert or special assurance as to the Company's financial statements; nor does it provide any professional certification as to the Independent Auditor's work. Each Committee member shall be entitled to rely on (a) the integrity of those persons and organizations within and outside the Company that provide information to the Committee and (b) the accuracy and completeness of the financial and other information provided to the Committee by such persons or organizations.

### **IX. Report to Shareholders**

Annually, the Committee shall cause to be included in the Company's proxy statements the report of the Committee to the Company's shareholders as required by SEC regulations.

### **X. Annual Evaluation**

The Committee shall participate in the annual evaluation process conducted by the Board. The Committee shall periodically review the adequacy of this charter and recommend to the Board any revisions the Committee deems necessary or desirable.

### **XI. Amendment**

The Board shall have the sole authority to amend this charter.