

HUMAN CAPITAL AND COMPENSATION COMMITTEE CHARTER

REINSURANCE GROUP OF AMERICA, INCORPORATED

I. Role of the Committee

The Human Capital and Compensation Committee (“Committee”) of Reinsurance Group of America, Incorporated (“Company”) was established by the Board of Directors (“Board”). The Committee’s objective is to assist the Board in delivering sustained value for stakeholders through strong Company leadership; a skilled and engaged workforce that is diverse, treated equitably and inclusive; and effective compensation practices.

II. Qualifications and Appointment of Committee Members

The Nominating and Governance Committee will review and evaluate the qualifications of directors to serve as members of the Committee. Upon the recommendation of the Nominating and Governance Committee, the Board will appoint Committee members and a Chair of the Committee. Committee members serve at the pleasure of the Board of Directors and for such term or terms as the Board may determine.

The Committee shall consist of no fewer than three members. Each member shall be independent under the rules of the New York Stock Exchange (the “NYSE”), a “Non-Employee Director” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (“Section 16”), and an “outside director” for the purposes of Section 162(m) of the Internal Revenue Code (“Section 162(m)"). The Board shall appoint a Chair of the Committee.

III. Committee Authority and Responsibilities

- A. The Committee’s general duties and responsibilities are to review and oversee the Company’s compensation and human capital matters, including but not limited to:
1. key issues, policies and programs relating to the Company’s workforce, such as skills and composition;
 2. recruitment, engagement and retention;
 3. employee health, wellness and retirement programs;
 4. development of employees and leaders;
 5. performance management;
 6. internal and external pay equity, and
 7. diversity, equity and inclusion.

When appropriate, the Committee will approve matters such as policies, programs and compensation or benefits structures.

- B. The responsibilities and topics listed below are also within the Committee’s scope of authority. This list is not intended to be exhaustive and may be expanded at the discretion of the Committee:

1. Review the structure and competitiveness of the Company's compensation programs for senior executives, including base salaries and annual, intermediate and long-term incentives, whether cash or equity-based; and considering the following factors: (a) the attraction and retention of senior executives; (b) the motivation of senior executives to achieve the Company's business objectives; and (c) the alignment of the interests of senior executives with the interests of the Company's shareholders. The Committee will consider the recommendations of the Chief Executive Officer.
2. With respect to the Chief Executive Officer, the Committee shall, after any necessary or appropriate consultation with the Board:
 - a. review and approve the corporate goals and objectives relevant to the total compensation of the Chief Executive Officer;
 - b. evaluate the Chief Executive Officer's performance in light of such goals and objectives;
 - c. determine and approve the Chief Executive Officer's total compensation level based on such evaluation, either as a committee or together with the other independent directors;
3. As appropriate or necessary, review reports to investors (e.g., the Compensation Discussion and Analysis in the proxy statement), regulators (e.g., the Securities and Exchange Commission), rating agencies and other stakeholders relating to human capital, compensation and diversity, equity and inclusion ("DEI") issues. Upon invitation or request, and subject to approval by the Board Chair and CEO, interact with such constituencies on human capital, compensation and DEI matters.
4. Approve all forms of compensation and awards necessary under Section 16 and any other applicable regulatory provisions;
5. Periodically review development and succession plans for key executive officers;
6. Review and approve, when necessary or appropriate, any employment and severance agreements and other compensatory and change-in-control arrangements for senior executives; and
7. From time to time review the compensation and benefits paid to nonemployee directors and make recommendations to the Board for any modifications thereof as may be appropriate.

- C. The Committee shall have the sole authority to retain, terminate, or approve the fees and other retention terms of any consultant retained to assist in evaluating the compensation of the Chief Executive Officer, senior executives, or Directors. At the direction of the Committee, the Company shall pay to any compensation consultant retained by the Committee such compensation, including, without limitation, usual and customary expenses and charges, as shall be approved by the Committee;
- D. The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has the authority to retain special legal, accounting, tax, compensation or other consultants (collectively referred to as "Advisor") to advise the Committee on matters over which the Committee has authority. At the direction of the Committee, the Company shall pay to any advisor retained by the Committee such compensation, including, without limitation, usual and customary expenses and charges, as shall be approved by the Committee. The Committee may delegate to a subcommittee or to the Chief Executive Officer or other officer of the Company such of its duties and responsibilities as the Committee deems to be in the best interests of the Company, provided such delegation is not prohibited by law, regulation or the New York Stock Exchange listing standards.

IV. Meetings and Reports to the Board of Directors

The Committee will meet as frequently as it deems necessary or appropriate to carry out its duties and responsibilities. The Committee will be governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision hereof, (b) any provision of the Bylaws of the Company, or (c) the laws of the state of Missouri. The Committee shall report its activities to the Board of Directors when and with such recommendations as deemed appropriate or required.

All directors that are not members of the Committee may attend meetings of the Committee but may not vote. In addition, the Committee may invite to its meetings any director, officer, or such other persons as it deems appropriate to carry out its responsibilities.

V. Annual Committee Report to Shareholders

Annually, the Committee shall review and discuss with management the "Compensation Discussion and Analysis" that is required to be included in the Company's annual proxy statement (or annual report on Form 10-K), and based on such review and discussions, (i) recommend to the Board of Directors the Compensation Discussion and Analysis for inclusion in the Company's annual proxy statement (or annual report on Form 10-K), and (ii) issue, in accordance with applicable SEC rules and regulations, the Compensation Committee Report for inclusion in the proxy statement.

VI. Committee Assessment and Evaluation

The Committee shall participate in the 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.

VII. Amendment

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