

**CHARTER OF THE  
COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS  
OF FGL HOLDINGS**

As adopted by the Board of Directors on November 7, 2018

**1. Purpose.**

The Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") of FGL Holdings (the "Company") to discharge the Board's responsibilities relating to compensation of the Chief Executive Officer ("CEO") of the Company and the other executive officers and directors of the Company and its subsidiaries (collectively, including the CEO, the "Senior Management Group"). The primary purposes of the Committee, as reflected in the duties and responsibilities below, are to:

- a. review and approve all forms of compensation to be provided to the Senior Management Group and all employment agreements with respect thereto;
- b. review, approve and oversee the administration of the employee benefit plans of the Company and its subsidiaries, including without limitation any equity compensation plan now in effect or hereafter adopted or assumed, as applicable, by the Company or its subsidiaries, and to make recommendations to the shareholders of the Company for shareholder approval on such plans; and
- c. review and approve the "Compensation Discussion and Analysis" and other disclosures regarding executive compensation in the Company's proxy statement or annual report on Form 10-K, in accordance with applicable rules and regulations. The Committee shall also prepare, review and approve the "Compensation Committee Report" required by Item 407(e)(5) of Regulation S-K (or any successor provision thereof).

**2. Membership.**

- a. *Number.* The Committee shall consist of not less than three (3) directors.
- b. *Appointment and term.* The Committee members shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee of the Board, which shall recommend for Committee membership such directors as it believes are qualified. Committee members shall serve for such term or terms as the Board may determine. The Board may remove any member of the Committee at any time, with or without cause.
- c. *Chairperson.* Unless a chairperson of the Committee is elected by the Board, the Committee may designate its chairperson by majority vote of the full Committee membership.
- d. *Independence of members.* All members of the Committee shall be "independent directors" within the meaning of the New York Stock Exchange and all members

of the Committee shall be free from any relationship that would interfere with the exercise of their independent judgment, and in compliance with the Dodd Frank Wall Street Reform and Consumer Protection Act of 2010 and the rules promulgated thereunder by the Securities and Exchange Commission and the New York Stock Exchange.

- e. *Subcommittees.* The Committee shall have the authority to establish subcommittees and to delegate any of its responsibilities to such subcommittees as the Committee may deem appropriate, provided that any such subcommittee is composed entirely of directors that meet the independence standards provided herein.

### **3. Meetings and Procedures.**

- a. *Meetings.* The Committee will hold meetings at least twice a year and as frequently as necessary to carry out its duties and responsibilities under this Charter. The meetings and other actions of the Committee shall be governed by the provisions of the Company's By-laws applicable to meetings and actions of the committees of the Board. Meetings of the Committee may be called at such times and places as shall be determined by the chairperson of the Board, any member of the Committee or the Secretary of the Board upon the request of a Committee member. The chairperson of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter.
- b. *Notice.* Committee members shall be given notice of a meeting at least 48 hours in advance by telephone, facsimile, electronic transmission or in accordance with any other instructions given by a Committee member to the Company for this purpose. Any such notice need not be given to any Committee member who attends such meeting without protesting the lack of notice to him or her, prior to or at the commencement of such meeting, or to any member who submits a signed waiver of notice, whether before or after such meeting.
- c. *Meetings with management and Compensation Advisors.* The Committee shall be afforded the opportunity, as it deems necessary and at the Committee's discretion, to meet in separate executive session meetings with (a) members of management and (b) Compensation Advisors, as defined in Section 5 below.
- d. *Approval of proposals by the Board.* In the event the number of Committee members voting in favor of a proposal and the number of Committee members voting against such proposal are equal, the proposal shall be submitted to a vote of the Board, subject to applicable law.
- e. *Recordkeeping.* The Secretary will keep and circulate the minutes of meetings of the Committee to all members of the Board, and the Chairman of the Committee will report on the Committee's proceedings and findings to the next meeting of the Board.

- f. *Other rules of governance.* In addition, the Committee may adopt rules of governance, not inconsistent with this Charter.

#### **4. Duties and Responsibilities.**

The duties and responsibilities of the Committee shall include the matters enumerated below, as well as such other matters as may be delegated to the Committee by the Board from time to time.

- a. Establish and periodically review the Company's general compensation philosophy, and oversee the development and implementation of compensation programs.
- b. Review and approve annually, or more frequently if necessary, the corporate goals and objectives relevant to the Senior Management Group's compensation.
- c. Evaluate the performance of each member of the Senior Management Group in light of those goals and objectives.
- d. Determine and approve an appropriate compensation level, pertaining to all elements of compensation (including base salary, annual bonus, equity awards and all other compensation or special benefits) for the Senior Management Group, based on the Company's compensation philosophy, corporate goals and objectives and the performance of the Senior Management Group.
- e. Review and approve employment agreements, severance arrangements and change-in control agreements/provisions, and any amendments thereof, of the Senior Management Group.
- f. Review, approve and administer incentive compensation and equity-based plans of the Company or its subsidiaries, including determining and granting awards thereunder and discharging any responsibilities imposed on the Committee or the administrator of any of these plans, and make recommendations to the Board with respect to any such plans or grants thereunder that are subject to Board approval.
- g. Determine share ownership guidelines, if any, for the CEO and other members of the Senior Management Group, and monitor compliance with any such guidelines.
- h. Develop and implement such policies with respect to the recovery or "clawback" of compensation (including equity awards) paid to members of the Senior Management Group as may be required by applicable law or determined by the Committee to be reasonable and appropriate.
- i. Review and approve material policies governing expatriate compensation and benefits.
- j. Review and approve, and oversee the administration of, any other employee benefit plans (e.g., retirement and health and welfare plans) that are proposed for adoption or adopted by the Company for the provision of compensation to the Senior

Management Group and other employees of the Company (it being understood that day-to-day operation and administration of these plans will be the responsibility of the appropriate human resources function).

- k. Review and assess, from time to time as the Committee deems appropriate, whether the compensation of the Company's employees, including the Senior Management Group, encourages employees to take excessive risk and discuss, at least annually, the relationship between risk management policies and practices and compensation. Evaluate, at least annually, compensation policies and practices that could mitigate any such risk.
- l. To the extent the Company is required to prepare an annual Compensation Discussion and Analysis of executive compensation, review and approve such Compensation Discussion and Analysis; prepare, review and approve the "Compensation Committee Report"; and approve their inclusion in any other document, including in the annual report to shareholders and the annual proxy statement, if any.
- m. To the extent the Company is subject to say-on-pay voting, review and assess shareholder say-on-pay voting and consider how compensation policies and practices should take into account the results of the most recent shareholder vote.
- n. Conduct an annual self-evaluation of the Committee's performance, comparing the performance of the Committee with the requirements of this Charter, and set forth the goals and objectives of the Committee for the upcoming year. The Committee shall conduct such performance evaluation, and report the results to the Board, in such manner as the Committee deems appropriate.
- o. Periodically review management development and succession plans, including establishing policies regarding succession in the event of an emergency or the retirement of the CEO.
- p. Report to the Board periodically on all matters for which the Committee has responsibility.
- q. At least annually, review and assess the adequacy of this Charter and recommend to the Board for approval any changes that the Committee believes are appropriate.
- r. Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein or as may from time to time be delegated to the Committee.

With respect to these responsibilities, and to minimize administrative burdens, the Committee will work with management to define adequate thresholds below which approval for some of these activities and associated transactions can be delegated to management without direct Committee involvement; provided, however, that no member of management shall be delegated authority over his or her own compensation (other than with respect to benefit plans in which such member of management participates on the same basis as other employees generally). The

Committee, and any subcommittee or management delegee, shall exercise the foregoing powers and perform the foregoing responsibilities in the manner required by, and subject to any limitations contained in, the By-Laws.

**5. Authority and Resources.**

- a. *General.* The Committee shall have appropriate authority and resources to discharge its duties and responsibilities, including seeking any information it requires from any employee of the Company or its subsidiaries, all of whom are directed to cooperate with any request made by the Committee, or external parties, and obtaining access to all books, records and facilities of the Company. The Committee may request (i) any officer or employee of the Company and (ii) the Company's outside counsel or any advisor, expert, or consultant retained by the Committee to attend any meeting (or portions thereof) of the Committee, or to meet with any members of or consultants to the Committee, and to provide such information as the Committee deems necessary or desirable, provided, however, that the CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation.
- b. *Compensation Advisors and other advisors.* The Committee may, without further approval from the Board, retain any consultant, independent counsel, expert or advisor (collectively, "Compensation Advisors") that the Committee believes to be necessary or appropriate; provided, further that the Committee shall have the sole authority and responsibility, without further approval by the Board:
  - i. to select, retain and terminate a Compensation Advisor to assist in the evaluation of Senior Management Group compensation or any other compensation-related matter;
  - ii. to oversee the work of any such Compensation Advisor; and
  - iii. to approve any compensation payable by the Company to such Compensation Advisor, including the fees, terms and other conditions for the performance of such services. In selecting a Compensation Advisor, the Committee shall have the sole authority to select any Compensation Advisor it shall deem appropriate; provided, however, that prior to such selection, the Committee shall assess the independence of such Compensation Advisor, taking into consideration such factors as the Committee determines to be appropriate or as required by applicable law or stock exchange rules, including but not limited to:
    - (1) the provision of other services to the Company by the person that employs the Compensation Advisor (the "Advisor's Employer");
    - (2) the amount of fees received from the Company by the Advisor's Employer as a percentage of the total revenue of the Advisor's Employer;

- (3) the policies and procedures of the Advisor's Employer that are designed to prevent conflicts of interest;
- (4) any business or personal relationship of the Compensation Advisor with a member of the Committee;
- (5) any share of the Company owned by the Compensation Advisor; and
- (6) any business or personal relationship of the Compensation Advisor or the Advisor's Employer with an executive officer of the Company. The Committee may also utilize the services of or receive advice from the Company's regular legal counsel or other advisors to the Company and other legal counsel or other advisors after conducting an assessment of independence for such advisors as described above.

Notwithstanding the foregoing, an independence assessment will not be required prior to seeking advice from in-house counsel for the Company or when an advisor is:

- i. consulting on a broad based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and is available generally to all salaried employees; or
  - ii. providing information that is not customized for the Company or that is customized based on parameters that are not developed by the compensation advisor and about which the compensation advisor does not provide advice. The Committee, following an independence assessment as described in this paragraph, shall not be prohibited from retaining a Compensation Advisor who is not independent and the Committee shall have no obligation to implement or act consistently with the advice or recommendation of any Compensation Advisor.
- c. *Funding.* The Board authorizes funding for the Committee as appropriate, in the Committee's discretion, for the discharge of the Committee's duties and responsibilities, including for payment of (i) compensation to any Compensation Advisor or other advisor retained by the Committee, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee; and (ii) ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its duties and responsibilities, as shall be determined by the Committee.

## 6. **Miscellaneous.**

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. This Charter is, and any amendments hereto will be, displayed on the Company's

website and a printed copy will be made available to any shareholder of the Company who requests such.