

AUDIT COMMITTEE

Charter
June 8, 2011

Purpose

The Audit Committee's (the "Committee") purpose is to assist the Board of Directors (the "Board") in its oversight of (1) the integrity of Massachusetts Mutual Life Insurance Company's (the "Company") financial statements; (2) the Company's compliance with legal and regulatory requirements; (3) the qualifications and independence of the Company's independent External Auditor (the "External Auditor"); and (4) the performance of the Company's internal audit function and its External Auditor.

Membership and Quorum

The Committee shall consist of not fewer than four members. All members of the Committee shall be independent as determined by the Board in accordance with the Company's Corporate Governance Guidelines. In addition, no Committee member may (i) accept any consulting, advisory or other compensatory fee from the Company or (ii) be an affiliated person of the Company or any subsidiary thereof, in each case other than in his or her capacity as a member of the Board or any committee of the Board. At least one member of the Committee shall have experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background. All other members of the Committee shall be financially literate. A majority of Committee members shall constitute a quorum for the conduct of business.

Duties and Responsibilities

In carrying out its duties and responsibilities, the Committee should remain flexible so that it may be in a position to best react or respond to changing circumstances or conditions. The Committee shall review the Company's policies and practices with respect to accounting, financial controls and financial reporting, and compliance with applicable legal and regulatory requirements. The Committee shall also review such other activities of the Company as may be directed by the Board.

The Committee's duty is one of oversight. It is not the duty of the Committee to plan or conduct audits, to prepare financial statements of the Company, or to maintain compliance with laws and regulations and the Company's codes of conduct. These are responsibilities of management. In performing Committee duties, members are entitled to reasonably rely upon management to prepare financial statements in accordance with appropriate standards (statutory or generally accepted accounting principles, as the case may be) and to maintain an effective system of internal controls that provide reasonable assurances regarding the reliability of financial reporting.

The Committee shall have the authority to conduct its affairs in such reasonable manner as it may determine and may employ whatever assistance it may deem necessary or advisable. The Committee is authorized, with prior notice to the Board (or if such prior notice is not practicable (as determined by the Committee Chairperson), with prior authorization from the Lead Director or the full Committee and subsequent notice to the Board), to retain and arrange for the compensation of special legal counsel, accounting or other consultants and to conduct investigations of matters within its area of responsibility.

Regular Activities

Financial Reporting

- Review the annual audited financial statements of the Company and any related earnings press release with management and the External Auditor prior to release.
- Review quarterly statutory financial statements of the Company with management prior to release to the public.
- Obtain explanations from Company management for all material variances and other changes in the financial statements between periods.
- Discuss with management, any significant issues relating to accounting principles and policies including material accounting estimates, as well as matters of internal control that could materially impact the financial statements.
- Periodically review the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

External Auditor

- Review the qualifications and independence of the External Auditor and recommend to the Board their appointment, discharge or any change in status. The External Auditor is accountable to the Board and the Committee.
- Approve the audit fees for the External Auditor's (and such other auditors as required by the policies and processes approved by the Committee from time to time) approved audit engagements.
- Review audit scope and procedures for the annual financial statement audit, and special projects requested by management.
- Discuss with the External Auditor any significant issues relating to accounting principles and policies including material accounting estimates, as well as matters of internal control that could materially impact the financial statements.
- Inquire as to the nature of any significant reporting issues and internal control comments that were raised in the management letter or during the audit and the resolution by Company management.
- Evaluate factors related to the independence of the External Auditor. Ensure receipt from the External Auditor of a formal written statement delineating all relationships between the auditor and the Company. Receive a written report relative to the External Auditor's independence, at least yearly. Actively engage in a dialogue with the External Auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor. Take or recommend that the Board take appropriate action to oversee the independence of any External Auditor.
- Grant pre-approval to the External Auditor to perform non-audit and internal-control related services and pre-approve all fees in connection with such services.
- Receive timely reports from the External Auditor regarding (1) all critical accounting policies and practices to be used; (2) all alternative treatments of financial information that have been discussed with the Company's management, the ramifications of the use of such alternative disclosures and treatments, and the External Auditor's preferred treatment; and (3) other material written communications between the External Auditor's firm and the Company's management (e.g., reports on observations and recommendations on internal controls).
- Receive and discuss the results of PCAOB inspection reports that the External Auditor received.
- Ensure that the Lead Partner is rotated off the engagement every five years.

Internal Auditors

- Review annual audit plans, scope of audit work and adequacy of staff coverage to accomplish the appropriate level of audit coverage in high-risk areas.
- At least four times per year, receive a report from the General Auditor on the results of audit activities, progress on audit plan, and status of management actions.
- Receive annual report from the General Auditor relative to External Auditor independence process.
- Concur with management regarding the appointment, discharge or any change in status of the General Auditor and the internal audit function.
- Review the annual appraisal and compensation of the General Auditor.

Coordination of External Auditor and Internal Auditors

- Receive reports on coordination of external audit and internal audit activity to ensure completeness of coverage, reduction of redundant efforts and effective use of audit resources.

Chief Financial Officer

- Receive reports on significant and anticipated changes in accounting policy, procedures or reporting practices.
- Receive reports on the use of the External Auditor for special engagements or consulting activities (which engagements and activities have been pre-approved by the Committee).
- Receive reports on the performance of the External and Internal Auditors.
- Review the findings of significant financial examinations by regulatory agencies such as the SEC, NASD or state insurance departments..
- Receive and discuss information and presentations on new or changed accounting standards and other developments which may significantly impact the financial statements.
- Receive and review information and reports on risks that may impact the Company's financial standing or ratings.

Enterprise Risk Management

- Receive and review information and reports, on a periodic basis but not less than annually, from the Chief Risk Officer with respect to the Company's major financial risk exposures and the steps management has taken to identify, monitor and control such exposures, and the Company's enterprise risk management ("ERM") assessment and management processes, policies and guidelines.
- Review and oversight of such matters related to ERM that may be delegated to the Committee from time to time by the Board.

General Counsel

- Discuss legal and compliance matters that could have significant impact on the Company's financial statements, including material litigation.
- Review the findings of significant examinations by regulatory agencies such as the SEC or state insurance departments.

Chief Compliance Officer

- Discuss compliance matters that could have significant impact on the Company's financial statements.
- Review the findings of significant examinations by regulatory agencies such as the SEC, NASD and state insurance departments.
- Receive periodic reports from the Chief Compliance Officer on the status of significant corrective actions undertaken in response to findings of regulatory examinations or internal reviews of compliance procedures.
- Receive information and reports, on a periodic basis but not less frequently than annually, from the Chief Compliance Officer discussing and evaluating the compliance policies, procedures and programs reasonably designed to ensure adherence to the highest ethical standards, and compliance with applicable legal and regulatory requirements for the Company and its subsidiaries.
- Concur with management regarding the appointment, discharge or any change in status of the Chief Compliance Officer and the compliance function.

Whistleblower Procedures

- Review procedures for (a) the receipt, retention and treatment of complaints and concerns received by the Company regarding accounting, internal accounting controls or auditing matters, or other issues, and (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, or other issues.
- Provide for reporting of complaints to the appropriate areas of the Company (*i.e.*, compliance, legal, Committee).

Committee Reports, Self-Evaluation and Annual Review

The Committee shall report on its activities at the annual policyholders meeting and at least four times per year to the Board. Each year the Committee shall conduct a self-evaluation. In this regard, the Committee shall compare its performance with the provisions of this Charter, set forth its objectives for the following year, and recommend to the Corporate Governance Committee of the Board changes to the Charter, when deemed appropriate or necessary by the Committee.

Executive Sessions

The Committee shall meet separately and periodically with the External Auditor and, as appropriate, with members of management including the General Auditor, the Chief Financial Officer, the General Counsel, the Chief Risk Officer and the Chief Compliance Officer.