

AUDIT COMMITTEE CHARTER

REINSURANCE GROUP OF AMERICA, INCORPORATED

I. Role of the Committee

The Audit Committee (the “Committee”) of Reinsurance Group of America, Incorporated (the “Company”) was established by the Board of Directors (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:

- x the Company’s accounting and financial reporting processes and integrity of its financial statements;
- x audits of the Company’s financial statements;
- x the adequacy of the Company’s internal control over financial and sustainability reporting;
- x compliance with legal and regulatory requirements;
- x compliance with ethical standards and policies adopted by the Company;
- x qualifications and independence of the Independent Auditor (as defined below); and
- x 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 will foster 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

The Nominating and Governance Committee will review and evaluate the qualifications of

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 103 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 be financially literate within a reasonable time after appointment.

At least one Committee member must:

1. have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment; and
2. 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 K.S

The Committee will meet at least four times a year or more frequently as circumstances may require. As part of its responsibility to foster transparency and open communication, the Committee will meet periodically in executive session with the Independent Auditor, internal auditor and Company management.

2. 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

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.

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 balance sheet structures, on the financial statements;
5. the Company's quarterly reports on Form 10-Q and the interim financial information

VII. Additional Responsibilities

The Committee also shall:

1. have authority to engage independent counsel and other advisors, as it determines

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, or (c) to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance