THE GUARDIAN LIFE INSURANCE COMPANY OF AMERICA

PRODUCT AND DISTRIBUTION COMMITTEE CHARTER

I. PURPOSE

The primary purpose of the Product and Distribution Committee (the "Committee") of the Board of Directors (the "Board") of The Guardian Life Insurance Company of America (the "Company") is to review and make recommendations to the Board regarding the Company's products and the distribution thereof, proposed dividends to be paid by the Company, and any other responsibilities delegated by the Board.

The Committee shall also undertake such other activities as are consistent with this *Product and Distribution Committee Charter* (the "*Charter*"), the Company's charter and *By-Laws*, and governing law and regulation, and shall conduct itself in accordance therewith. In the event of a conflict between the terms of this *Charter* and the Company's charter, *By-Laws* or *Corporate Governance Guidelines*, the Company's charter, *By-Laws* or *Corporate Governance Guidelines* will govern.

II. ORGANIZATION/COMPOSITION

The regular members of the Committee shall be elected at the annual meeting of the Board and shall hold office for one year or until their successors are elected. The number of regular members shall be determined by the Board but shall be composed of not fewer than three independent Directors. Additional members of the Committee may be elected at any meeting of the Board for terms of office of one year or for any shorter period as the Board may determine. A Chair shall be elected at the Annual Meeting of the Board from among its membership, taking into consideration any recommendations made by the Human Resources and Governance Committee in consultation with the Lead Director.

No member of the Committee (or any member of his or her immediate family) shall receive any salary, consulting, advisory or other compensatory fees from the Company, except in his or her capacity as a Board or Committee member.

III. MEETINGS AND PROCEDURES

Regular meetings of the Committee shall be held on the Tuesday of the quarterly Board meeting cycle. If any of the preceding dates is a legal holiday, the meeting shall be held on the next business day. In addition, regular meetings may be held on such other dates as the Committee may determine from time to time. The Committee may hold special meetings in person, by means of telephone or video conference or similar communication equipment, and as frequently as it deems necessary in order to fulfill its responsibilities under this *Charter*. A majority of the Directors then in office of a Committee shall constitute a quorum of such Committee for the transaction of business.

At each meeting, the Committee shall meet in executive session.

From time to time, the Committee may delegate duties or responsibilities to subcommittees composed of a member or members of the Committee.

The Committee may meet with members of management, who may be asked to help set the Committee's agenda, furnish materials and analyses to members in advance of meetings and to provide information and advice to the Committee as needed.

IV. COMMITTEE AUTHORITY, ROLES AND RESPONSIBILITIES

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. Specifically, the Committee shall have the authority to retain special legal counsel, business advisers or other consultants.

The Committee's activities shall include, but shall not be limited to, a review of the following:

(a) sales and premium results of the industry and the Company's key competitors;

(b) sales and financial performance of the Company's products versus its Plans;

(c) competitive markets for new products, product objectives, target markets, features and financial implications;

(d) applicability of competitive products to the Company's markets and strategy;

(e) the Company's new product plans; i.e., target markets, objectives, features, sales and financial Plans, and risks;

(f) new product recommendations, specifically, vetting new products and making recommendations related thereto to the full Board for its consideration;

(g) monitoring the risks inherent in the Company's products and product portfolio that may have an effect upon the Company's long-term financial strength or financial ratings and the plans to manage those risks within acceptable tolerances;

(h) the Company's distribution strategy, including the role of outside distribution;

(i) size and structure of the Company's distribution, both internal and external;

(j) plans for increasing the Company's distribution, including the characteristics of desirable new distribution, General Agents, Field Representatives, Career Development Managers and outside distribution, and how to find, attract and retain them;

(k) sales results by distribution source; and

(l) proposed annual dividend.

V. PERFORMANCE EVALUATION

The Committee shall conduct a self-evaluation on a periodic basis. In this regard, the Committee shall compare its performance with the provisions of this *Charter*.

VI. RECORD OF PROCEEDINGS AND COMMITTEE REPORTS

The Committee and any of its subcommittees shall maintain written minutes of its meetings. The Chair of the Committee, or in the Chair's absence, a member of the Committee, shall periodically report to the Board on actions and recommendations of the Committee or its subcommittees.

VII. REVIEW OF CHARTER

After initial approval of this *Charter* by the Board, the Committee shall review periodically the adequacy of this *Charter* and recommend any proposed changes to the Board for approval.

VIII. PUBLICATION OF CHARTER

This *Charter* will be made available on the Company's website.

Adopted: July 22, 2009
Last Reviewed: July 26, 2011