THE GUARDIAN LIFE INSURANCE COMPANY OF AMERICA

HUMAN RESOURCES AND GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The primary purpose of the Human Resources and Governance Committee (the "Committee") of the Board of Directors (the "Board") of The Guardian Life Insurance Company of America (the "Company") is (i) to identify, evaluate and recommend to the Board qualified individuals to become Board members consistent with criteria approved by the Board; (ii) to make recommendations with respect to the composition of the Board and its committees; (iii) to recommend Director nominees for the next Annual Election of Directors; (iv) to make recommendations to the Board for evaluating the effectiveness of the Board's and the Company's existing governance structure and reporting its findings and any suggestions for improvements to the Board for its consideration; (v) to evaluate and make recommendations to the Board regarding the adoption of best practices appropriate for the governance of the affairs of the Board, its committees and the Company; (vi) to discharge the Board's responsibilities relating to compensation and benefits of the Company's Chief Executive Officer ("CEO"), officers of the Company who are designated as principal officers, and other senior officers, as appropriate, including responsibility for evaluating and reporting to the Board on matters concerning management performance, compensation and benefits, appointments, promotions and separations; (vii) to review and evaluate the components of officer compensation for consistency with the Company's compensation philosophy as in effect from time to time; and (viii) to provide oversight of the Company's overall compensation plans and benefit programs for members of the Board and for employees of the Company.

The Committee shall also undertake such other activities as are consistent with this *Human Resources and Governance Charter* (the "*Charter*"), the Company's charter, *By-Laws* and *Corporate Governance Guidelines,* and governing law and regulation, and shall conduct itself in accordance therewith.

Notwithstanding the foregoing, the provisions of this *Charter* shall not apply to matters concerning the appointment, compensation and benefits, promotion or separation of individuals, whether or not employees of the Company, serving as general agents, field representatives, career development managers or in other general agent apprenticeship functions for the Company, all of which matters shall be within the delegated authority of the Company's management.

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 no fewer than three. 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. All members of the Committee shall be independent Directors. The Lead Director shall be a member of the Committee. A Chair shall be elected at the annual meeting of the Board from among the Committee's membership, taking into consideration any recommendations made by the 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 at least four times per year, with authority to convene additional meetings, as circumstances require. The Committee may hold meetings in person, by means of telephone or video conference or similar communication equipment, as frequently as it deems necessary in order to fulfill its responsibilities under this *Charter*. A majority of the members of the Committee shall constitute a quorum, and the action of a majority of members at a meeting at which a quorum is present will be the action of the Committee.

At each meeting, the Committee shall have the opportunity to 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.

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 subcommittee.

IV. COMMITTEE AUTHORITY, ROLES AND RESPONSIBILITIES

The Committee shall review and, where applicable as indicated below, make recommendations to the Board for approval with regard to:

The Company's Charter and By-Laws (review and recommendation for approval):

(i) its annual review of the Company's charter, *By-Laws and Corporate Governance Guidelines*, including considerations with respect to:

(a) composition of the Board, including its size and structure;
(b) frequency of meetings;
(c) Director retirement age;
(d) definition of director independence;

(e) responsibilities of the lead director, if a lead independent director has been elected or designated by the Board; and
(f) process and procedures for independent Directors' executive sessions.

Compliance with New York State Insurance Department Requirements (review):

(ii) its annual review of Board compliance with New York State Insurance Department requirements for mutual insurance companies, including considerations with respect to:

(a) U.S. citizenship/residency (all Directors shall be citizens and residents of the United States);
(b) Board size (not less than 7/not more than 20);
(c) group (*i.e.*, class) size (maximum of three groups as nearly equal in number, as possible);
(d) Company participating life insurance ownership (all Directors shall be members of the Company);
(e) Officer-Directors (at least one principal Officer shall be a Director);
(f) meeting attendance (the office of a Director shall immediately become vacant whenever said Director fails to attend one regular meeting of the Board in any period of eighteen consecutive months unless excused by the Board, which action shall be entered on the minutes); and
(g) frequency of meetings and meeting location (at least four meetings per year, one of which must be held in the State of New York).

Company Director Nomination, Selection and Retention Criteria (review and recommendation for approval):

(iii) the nomination and selection of new Company Directors and the identification of appropriate Director retention criteria, including:

(a) the nomination process for membership on the Board and for membership of any independent Director of the Board on the board of directors of any subsidiary of the Company;
(b) a candidate's education, experience, intelligence, independence, fairness, character, reasoning and judgment necessary to provide appropriate direction for the Company and its management;
(c) the relative strengths and experience of current Board members; and
(d) the principles of diversity.

Director Remuneration (review and recommendation for approval):

(iv) Annual review of the total remuneration of members of the Board of Directors and its committees, including Chairs, to include a review of both compensation and benefits.

Committee Structure, Membership and Responsibilities (review and recommendation for approval):

(v) the composition and structure of Board committees; committee responsibilities, including committee charters; and Director assignments to Board committees, including committee membership rotation practices.

Senior Officer Compensation Programs (review and recommendation for approval):

(vi) the compensation and benefits of the Company's CEO, officers of the Company who are designated as principal officers and other senior officers, as appropriate, including reports to the Board regarding the Committee's;

(a) evaluation of the performance of the Company's CEO, principal officers and, as it considers appropriate, other senior vice presidents;
(b) review and evaluation of the compensation, benefits and severance arrangements for such officers, provided that the Chair shall have the delegated authority to approve management recommendations regarding severance arrangements for any senior vice president;
(c) review of appointments and promotions of employees to the level of senior vice president and above;
(d) review and evaluation of the components of compensation and benefit plans for such officers for consistency with the Company's compensation philosophy, as in effect from time to time;
(e) periodic review and evaluation with the CEO of the Company's succession plans relating to positions held by such officers, including the CEO; and
(f) periodic review and evaluation of industry compensation practices and trends and other information in order to assess the adequacy, effectiveness and competitiveness of the Company's compensation and benefit plans for the officer group.

Other Compensation Programs (review):

(vii) a biennial review of the Company's compensation and benefits philosophy and competitive practices for employees other than its senior officers.

Director Continuing Education (review):

(viii) the orientation and continuing education of new and existing members of the Board.

Governance Structure and Practices (review and recommendation for approval):

(ix) the adequacy of the governance principles applicable to the Board and the Company, including recommendations with respect to the evaluation of the effectiveness of the Board's and the Company's existing governance structure, including but not limited to, review and oversight of:

(a) the Conflict of Interest Policy and Procedures;
(b) the Code of Ethics (Code of Business Conduct and Ethics);
(c) the periodic review of industry and other appropriate governance practices and trends and other information in order assess the adequacy and effectiveness of the Company's governance practices; and
(d) the charters and responsibilities of each of the Board's standing committees.

V. PERIODIC PERFORMANCE EVALUATIONS

The results of the following evaluations shall be reported to the Board:

(a) the Committee's review and conduct of a periodic self-evaluation of its performance compared to the provisions of this *Charter*;
(b) the Committee's oversight of the process of the Board's periodic self-evaluation to determine whether the Board and its committees are functioning effectively;
(c) the Committee's oversight of the process of the periodic evaluations of the individual members of the Board; and
(d) the Committee's review and conduct of its periodic evaluation of the CEO.

VI. OUTSIDE RESOURCES

The Committee shall have the authority to retain at the Company's expense and terminate special legal counsel, search firms used to identify Director candidates, compensation, benefits or other consultants and accounting or other advisors and the authority to approve their fees and scope of work. The Committee may request any officer or employee of the Company, or representatives of any legal counsel, search firms, consultants or advisors to attend a meeting or meetings of the Committee or to meet with any member or members of the Committee, or representatives of legal counsel, search firms, consultants or advisors.

VII. REVIEW OF CHARTER

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.

Nothing in this *Charter* is deemed to be in conflict with the Company's charter, *By-Laws* or *Corporate Governance Guidelines*. In the event that any such conflict arises, the Company's charter, *By-Laws* or *Corporate Governance Guidelines* will govern.

Adopted: April 25, 2007
Amended: November 18, 2009
Amended: October 25, 2011
Amended: February 21, 2012
Amended: October 24, 2012
Amended: November 20, 2013