

Charter of the Nominating and Governance Committee of the Board of Directors of Jackson Financial Inc.

Effective as of September 7, 2023

1. Purpose

The primary purposes of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Jackson Financial Inc. (the “Corporation”) are: (i) to identify individuals qualified and suitable to become Board members and recommend to the Board the director nominees for each annual meeting of shareholders; (ii) to develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation; (iii) to otherwise take a leadership role in shaping the corporate governance of the Company; (iv) to identify Board members qualified to fill vacancies on any committee of the Board and recommend their appointment to such committees; (v) to review and report to the Board on succession planning matters; (vi) to oversee the evaluation of the Board and its committees; and (vii) to review the Corporation’s position and policies that relate to current and emerging environmental, social and governance matters of significance to the Corporation.

2. Membership

The Committee shall consist of at least three members. The initial members of the Committee shall be appointed by the Board and thereafter the members of the Committee shall be appointed by the Board on the recommendation of the Committee, which shall recommend for Committee membership such directors as it believes are qualified. Members of the Committee shall serve at the pleasure of the Board for such term or terms as the Board may determine. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board.

Each member of the Committee shall satisfy the director independence requirements of the New York Stock Exchange (the “Exchange”).

3. Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution. The Committee may create one or more subcommittees and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittees.

The Committee shall meet at least twice a year, at such times and places as shall be determined by the Committee chairperson and may have such additional meetings as the Committee chairperson or a majority of the Committee’s members deem necessary or desirable. The agendas for the meetings shall be set under the direction of the chairperson. Members of the Committee may participate in a meeting of the Committee in person or by means of conference call or similar communications arrangements by means of which all persons participating in the meeting can hear each other. The attendance at Committee meetings by persons other than Committee members is by invitation only. The Committee Chair may invite any individual, whether external or internal to the Corporation, to attend all or part of any meetings of the Committee in whatever capacity as the Committee Chair deems appropriate to assist the Committee in the fulfilment of its duties. At each meeting the Committee shall have the opportunity, in its sole discretion, to meet in executive session.

4. Duties and Responsibilities

The Committee's duties and responsibilities shall include each of the items enumerated in this Section 4 and such other matters as may from time to time be delegated to the Committee by the Board.

- A. The Committee shall recommend to the Board appropriate criteria for the selection of new directors and shall periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria.
- B. The Committee shall identify and recommend to the Board candidates the Committee believes are qualified and suitable to become members of the Board consistent with criteria for selection of new directors adopted from time to time by the Board; and recommend to the Board the nominees to stand for election as directors at each annual meeting of shareholders or, if applicable, at any special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy through appointment by a majority of the Corporation's directors.
- C. The Committee shall annually review and recommend the Board committee structure, composition and committee chairs to the Board for its approval and identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and recommend that the Board appoint the identified member or members to the respective committee. In recommending a member for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation, the Corporation's corporate governance guidelines (the "Corporate Governance Guidelines"), the consistency of the member's experience with the goals of the committee and the interplay of the member's experience with the experience of the other committee members.
- D. The Committee shall make recommendations to the Board from time to time as to changes in the size of the Board that the Committee believes to be desirable.
- E. The Committee shall oversee the system of corporate governance of the Corporation, including:
 - (i) developing and recommending to the Board the Corporate Governance Guidelines for the Corporation;
 - (ii) reviewing and reassessing the adequacy of the Corporate Governance Guidelines at least annually; and
 - (iii) recommending to the Board for approval any such changes to the Corporate Governance Guidelines as the Committee believes are appropriate.
- F. The Committee shall establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
- G. The Committee shall ensure that there is appropriate succession planning in place with respect to the chair of the Board, the chair of each committee of the Board, and the chief executive officer of the Corporation. The Committee shall also provide oversight to ensure that succession planning is effectively administered with respect to the chief executive officer and other key executives to promote continuity in senior management of the Corporation.
- H. The Committee shall oversee compliance with the Corporation's Corporate Governance Guidelines and report on such compliance to the Board and review and approve any requests for waivers of such Corporate Governance Guidelines.

- I. The Committee shall establish and maintain procedures for the submission of unsolicited recommendations for nominees, including appropriate deadlines and the type of information that must be provided with recommendations.
- J. The Committee shall make recommendations to the Board regarding action to be taken in response to the tender of resignation by a director in the circumstances required by the Corporate Governance Guidelines.
- K. The Committee shall oversee and review the environmental, social and governance initiatives of the Corporation.
- L. The Committee shall report periodically to the Board on all matters for which the Committee has been delegated responsibility.
- M. The Committee shall undertake and review with the Board an annual performance evaluation of the Committee, which shall compare 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 in such manner as the Committee deems appropriate and may report the results of its performance evaluation through an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.
- N. The Committee shall annually review and reassess the adequacy of this Charter and recommend to the Board for approval such changes as the Committee believes are appropriate.
- O. The Committee shall periodically review the compensation of the Corporation's directors as well as the director's and officer's indemnification and insurance matters and make recommendations to the Board with respect thereto.
- P. The Committee shall review on a periodic basis the Corporation's human capital matters, including its talent strategy and hiring and attrition reports.
- Q. The Committee shall exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

5. Authority and Resources

The Committee shall have the sole authority, without further approval by the Board, to select, retain and terminate a consultant or search firm to be used to identify director candidates and to approve any compensation payable by the Corporation to such consultant or search firm, including the fees, terms and other conditions for the performance of such services. In addition, the Committee may, without further approval by the Board, obtain such advice and assistance from outside legal advisors, compensation consultants or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder. Any legal advisors, compensation consultants or other advisor retained by the Committee may, but need not, be otherwise engaged by the Corporation for any other purpose.

The Corporation shall pay to any consultant or search firm or outside legal or other advisor retained by the Committee pursuant to the preceding paragraph such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee. The Corporation shall pay ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties, as shall be determined by the Committee.