

THE HARTFORD FINANCIAL SERVICES GROUP, INC.
CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines were adopted by the Board of Directors (the "Board") of The Hartford Financial Services Group, Inc. (the "Company") on December 18, 2014. These Guidelines, the Company's By-laws and the charters of the Board's committees provide the general governance framework for the Company.

The Role and Responsibilities of the Board of Directors

The Company's business is conducted by its employees and officers, under the direction of its senior management and the Board of Directors (the "Board"). Within this framework, the Board is responsible for establishing broad corporate policies and for overseeing the overall performance of the Company. In addition, the Board reviews significant developments affecting the Company, considers and oversees the strategic focus of the Company and acts on matters requiring Board approval.

The fundamental responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. Directors are expected to attend Board meetings and the meetings of the committees on which they serve, and to devote the time and attention needed to properly discharge their responsibilities. Directors are urged to make suggestions for agenda items, or to supply additional pre-meeting materials to the Chief Executive Officer ("CEO"), Chairman of the Board, or to the appropriate committee chairperson at any time. Information and materials that are important to the Board's understanding of the business to be conducted at each scheduled Board or committee meeting generally are distributed to the directors prior to the meeting, in order to provide ample time for review. The Company encourages its directors to attend the annual meeting of shareholders.

The Board sets the annual schedule of Board meetings. The independent directors of the Board shall meet at each regularly scheduled in-person meeting of the Board in executive session without the presence of management directors.

The Board shall appoint one of its members to serve as its chairman (the "Chairman"), based on the recommendation of the Nominating and Corporate Governance Committee. Whenever the Chairman does not qualify as "independent" under applicable law and New York Stock Exchange ("NYSE") listing standards, the independent directors shall elect from among themselves a director to serve as presiding director ("Presiding Director"). The Chairman and the Presiding Director, as the case may be, shall be appointed annually or as soon as practicable upon a vacancy.

The Chairman shall have such duties and powers as set forth in the Company's By-Laws or as shall otherwise be conferred upon the Chairman from time to time by the Board. The Presiding Director shall have the following responsibilities:

- preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors;
- serve as a liaison between the Chairman and CEO and the non-management directors;

- approve information sent to the Board;
- approve meeting agendas for the Board;
- approve meeting schedules to help ensure that there is sufficient time for discussion of all agenda items;
- maintain the authority to call meetings of the independent non-management directors; and
- if requested by shareholders, ensure that s/he is available, when appropriate, for consultation and direct communication.

Director Qualifications and Standards

The Board shall consist of a majority of independent directors. In making independence determinations, the Board will observe all applicable requirements, including the corporate governance listing standards established by the NYSE. The Board will carefully consider all relevant facts and circumstances in making an independence determination.

To be considered "independent" for purposes of the director qualification standards, (1) the director must meet the bright-line independence standards under the NYSE listing standards, and (2) the Board must affirmatively determine that the director otherwise has no material relationship with the Company, directly or as an officer, shareowner or partner of an organization that has a relationship with the Company. In each case, the Board shall broadly consider all relevant facts and circumstances.

The following categorical relationships (the "Categorical Relationships") will not impair a director's independence:

- **Immaterial Indebtedness.** If a director of the Company is an executive officer of another company which is indebted to the Company, or to which the Company is indebted, and the total amount of either company's indebtedness to the other is less than two percent of the total consolidated assets of the company for which he or she serves as an executive officer; and
- **Immaterial Not-for-Profit Relationship.** If a director of the Company serves as an officer, director or trustee of a not-for-profit organization, and the Company's charitable contributions to the organization, in the aggregate during any fiscal year, are less than two percent (or \$100,000, whichever is greater) of that organization's consolidated gross revenues (the Company's automatic matching of employee charitable contributions will not be included in the amount of the Company's charitable contributions for this purpose).

Annually, the Board will review all commercial and not-for-profit relationships of directors with the Company. The Board may determine that a director who has a relationship that exceeds the limits described in the Categorical Relationships above (to the extent that any such relationship would not constitute a bar to independence under the NYSE listing standards) is nonetheless independent. The Company will explain in the next proxy statement the basis for any Board determination that a relationship is immaterial despite the fact that it does not come within the Categorical Relationships set forth above.

In addition, the Board has established the following standards to assist it in assessing director independence and qualifications:

1. The Company will not make any personal loans or extensions of credit to directors.
2. To help maintain the independence of the Board, all directors are required to deal at arm's length with the Company and its subsidiaries and to disclose circumstances material to the director that might be perceived as a conflict of interest.
3. In order to identify potential conflicts of interest and to monitor and preserve the independence of those directors who meet the criteria for independence required under applicable law and by the NYSE, any director who wishes to become a director of another for-profit entity must obtain the pre-approval of the Nominating and Corporate Governance Committee.
4. If a director experiences a material change in his or her business position or professional circumstances, including retirement, or a material change in his or her personal circumstances that reasonably may have an adverse effect on the director's reputation or the reputation of the Company, the director shall tender his or her resignation for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will recommend to the Board the action, if any, to be taken with respect to the resignation.
5. Unless authorized by the Nominating and Corporate Governance Committee, (i) directors may not serve on more than five other boards of directors of public companies, in addition to the Board; and (ii) a director who is CEO of a public company may not serve on more than two boards of directors of public companies in addition to the company in which he/she is CEO.

Selection of Directors to Stand for Election

The Board has adopted criteria with respect to the selection of directors. The Board selects director candidates to stand for shareholder election at the Company's Annual Meeting of Shareholders based on the recommendations of the Nominating and Corporate Governance Committee. The Board believes that a diverse membership with varying perspectives and breadth of experience is an important attribute of a well-functioning board and will contribute positively to robust discussion at meetings. As a result, the Board strives for a membership representing diverse backgrounds (including diversity of race, gender and ethnicity) and experience (including high-level experience in business, government, education and other professional fields relevant to the Company's business and objectives).

The Nominating and Corporate Governance Committee annually reviews the suitability of each current director in the context of the continuing composition of the Board, and recommends to the Board those directors who should stand for shareholder election at the next Annual Meeting of Shareholders. In addition, it is the responsibility of the Nominating and Corporate Governance Committee to evaluate all other prospective candidates for the Board, including prospective candidates nominated by shareholders in accordance with the Company's by-laws. In the case of a vacancy on the Board (including a vacancy created by an increase in the size of the Board), the Nominating and Corporate Governance Committee shall recommend to the Board an individual to fill such vacancy through appointment by a vote of a majority of the Company's directors then in office, though less than a quorum.

The qualifications of each prospective director considered by the Nominating and Corporate Governance Committee shall include, but not be limited to, the following: the relevance of the prospective director's experience to the business and objectives of the Company; the current composition of the Board; the prospective director's potential contribution to the diversity of the Board, including race, gender, ethnicity and the range of perspectives that the directors bring to their work; the prospective director's ability to meet the required independence criteria and avoid conflicts of interest with the Company; the need for financial or accounting expertise; the prospective director's personal and professional ethics, integrity and values; the availability of the prospective director to attend regularly scheduled Board meetings and to devote appropriate amounts of time to preparation for such meetings; and whether the director has tendered any advance resignation notice requested by the Board, consistent with the "*Policy for the Contingent, Irrevocable Resignation of Directors In Connection With the Failure to Receive a Majority Vote in Subsequent Uncontested Elections*" set forth below.

The Board believes that variety in the lengths of service among the directors benefits the Company. Accordingly, no term limits for service on the Board have been established. Nevertheless, no person may be nominated to stand for election or reelection to the Board after his or her 75th birthday, subject to exceptions granted by the Board in extraordinary circumstances.

The Board anticipates that the company's CEO will be nominated annually to serve as a director.

Policy for the Contingent, Irrevocable Resignation of Directors In Connection With the Failure to Receive a Majority Vote in Subsequent Uncontested Elections

In order to stand for re-election to the Board, each prospective director nominee must submit, in writing, to the Chairperson of the Nominating and Corporate Governance Committee (or, if the nominee serves as the Chairperson of the Nominating and Corporate Governance Committee, to the Chairperson of the Audit Committee), an irrevocable, contingent resignation. Such resignation shall only become effective upon (i) the nominee's failure to receive more votes cast "for" than votes cast "against" his or her election to the Board, excluding abstentions, as certified by the inspector of election in an uncontested election of directors at any meeting of stockholders of the Company duly called for that purpose, and (ii) the Board's acceptance of such resignation. For purposes of this policy, "uncontested" shall mean any election of directors in which the number of director nominees equals the number of directors to be elected.

The Nominating and Corporate Governance Committee (or in the event that the Nominating and Corporate Governance Committee is comprised of fewer than three persons, any other committee of the Board comprised of at least three persons and comprised solely of independent directors) shall, in the event of an incumbent nominee's failure to receive a majority vote, promptly review and consider any resignations tendered pursuant to this policy and shall recommend to the Board whether the Board should accept or reject such resignation.

Any director who tenders his or her resignation pursuant to this policy shall not participate in any deliberations or votes undertaken by the Board and/or any committee of the Board regarding such resignation.

In considering any resignations tendered pursuant to this policy, each of the Board, the Nominating and Corporate Governance Committee and any other committee of the Board appointed to consider such resignations shall consider any such factors and information that it determines to be relevant and appropriate.

The Board shall vote and act on any resignations tendered pursuant to this policy no later than 90 days following the stockholder meeting at which the director failed to be elected by a majority of the votes cast. The Company shall then promptly disclose publicly the Board's determination.

Director Orientation and Continuing Education

The Company's CEO and other members of senior management are responsible for providing orientation guidelines and materials to new directors, as well as for periodically providing the Board with materials and briefing sessions designed to assist the Board in fulfilling its responsibilities.

Compensation of the Board of Directors

The Nominating and Corporate Governance Committee makes recommendations to the Board concerning stock ownership guidelines for directors and the compensation of directors, including retainer fees, committee fees and any other form of compensation, with the exception of the administration of the Company's incentive stock plan and similar plans for which the Compensation and Management Development Committee is responsible. Members of the Board who are employees of the Company or its subsidiaries are not compensated for service on the Board or any of its committees. The Board believes that an alignment of director interests with those of shareholders is important.

Stock Ownership Guidelines for Directors

The Board has established stock ownership guidelines for each director to obtain, by the third anniversary of the director's appointment to the Board, an ownership position in the Company's common stock equal to five times his or her annual cash retainer.

Director Access to Senior Management and Independent Advisors

The Board welcomes regular attendance at Board meetings by members of senior management of the Company. In addition to regular presentations by, and discussions with, management at Board and committee meetings, directors have full and free access to officers and employees of the Company.

Each of the Board, the Audit Committee, the Compensation and Management Development Committee, the Finance, Investment and Risk Management Committee and the Nominating and Corporate Governance Committee has the authority to retain, at the Company's expense, independent experts, advisors or consultants, as it may deem necessary, without consulting or obtaining the advance approval of any officer of the Company.

In order to facilitate the ability of shareholders and other interested parties to communicate their questions or concerns to the Board, the Company shall publish on its website one or more methods for communicating directly with the independent directors as a group.

Annual Performance Evaluation of the Board

On an annual basis, the Board conducts a self-evaluation to determine whether it and its committees are functioning effectively. In addition, each committee conducts an annual self-evaluation of its performance. The Nominating and Corporate Governance Committee annually makes recommendations to the Board concerning the establishment, management and periodic review of processes that assess the performance of the Board, its committees and management.

Board Committees

The Board has established four standing committees: the Audit Committee, the Compensation and Management Development Committee, the Finance, Investment and Risk Management Committee and the Nominating and Corporate Governance Committee. Each committee meets separately and on a schedule consistent with its charter, at the determination of the committee or at the request of its chairperson. With respect to each committee for which a charter is required under applicable law or by the NYSE, the Company maintains a written committee charter, setting forth the committee's authorities, responsibilities and duties. The full Board shall review and approve changes to any committee's charter. The roles of each standing committee are defined by the Company's by-laws and by the committee's charter. Pursuant to their respective charters, each of the Audit Committee, the Compensation and Management Development Committee and the Nominating and Corporate Governance Committee shall be composed solely of independent directors as required under applicable laws, regulations and the NYSE listing standards. In addition, no director may serve as a member of the Audit Committee if such director serves on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee.

Each standing committee has primary risk oversight responsibility with respect to all matters within the scope of that committee's duties as contemplated by its charter. The Finance, Investment and Risk Management Committee has responsibility for oversight of all risks that do not fall within the oversight responsibility of any other standing committee.

Annual Review of CEO Performance and Succession

The Compensation and Management Development Committee conducts an annual review of enterprise goals and objectives in relation to CEO compensation. The independent directors, with the input of the Compensation and Management Development Committee, annually set the CEO's individual performance goals and objectives, review the CEO's performance and determine the CEO's compensation level in the context of the established enterprise and the individual goals and objectives.

The independent directors are responsible for selecting a CEO. The CEO and the independent directors are responsible for oversight of CEO succession planning and the associated risks. The CEO and independent directors conduct a review, at least annually, of succession and continuity plans for the Company's CEO. Succession planning includes the identification and development of potential successors, policies and principles for CEO selection, and policies regarding succession in the case of an emergency or the retirement of the CEO.