

VOYA FINANCIAL, INC.

**NOMINATING AND GOVERNANCE COMMITTEE
CHARTER**

Committee Membership:

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Voya Financial, Inc. (the “Company”) shall consist of three or more members of the Board, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise “independent” under the rules of the New York Stock Exchange, Inc.

The members of the Committee shall be appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Purpose and Responsibilities:

The Committee shall have the purpose and responsibilities to:

1. Identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and to select, or recommend to the Board, the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. 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 either through appointment by the Board or through election by stockholders. In selecting or recommending candidates, the Committee shall take into consideration the criteria approved by the Board, which are set forth in the Company’s Corporate Governance Guidelines and such other factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate’s experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management, but is not required to do so.
2. Develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director.

3. Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the criteria approved by the Board, which are set forth in the Company's Corporate Governance Guidelines, and the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
4. Recommend to the Board changes that the Committee believes to be desirable in the size of the Board or any committee thereof.
5. Recommend to the Board the establishment of any new committees of the Board that the Committee believes to be necessary or desirable.
6. Review succession plan for the Chief Executive Officer at least annually.
7. Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
8. Review, report and recommend to the Board, in consultation with such other sources as it deems appropriate, including without limitation, compensation consultants, on compensation of directors and Board committee members.
9. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and to review those guidelines at least annually.
10. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
11. Annually review its own performance and lead the Board in its annual review of the performance of the Board and the other committees.
12. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding director independence, compensation and benefits of non-management directors and the operations of the Committee.
13. Review information about the Company's major shareholders and their priorities, particularly with respect to their corporate governance policies; review and make recommendations to the Board on shareholder proposals

received by the Company.

14. Review an annual report on political activities, contributions and lobbying expenses and monitor and evaluate the Company's ongoing political strategy as it relates to overall public policy objectives.
15. Review the Company's Directors' and Officers' insurance program.
16. Review environmental, sustainability and corporate social responsibility matters of significance to the Company.
17. Review the Company's activities and initiatives related to diversity, and receive periodic reports regarding the Company's diversity activities and initiatives.
18. Make recommendations to the Board of Directors regarding the election or appointment of officers of the Company.
19. Review and approve all related party transactions in accordance with the Company's related party transaction approval policy.
20. Review any request for a waiver of the Company's Code of Business Conduct and Ethics and recommend to the Board whether such waiver should be granted.
21. Review periodically the Company's organizational documents, and, if appropriate, recommend changes to the Board.
22. Make regular reports to the Board and maintain minutes of its meetings and records relating to those meetings and the Company's activities.
23. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

Committee Structure and Operations:

The Board shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson's vote shall decide the issue. The chairperson may temporarily delegate his or her responsibilities to another member of the Committee if he or she is not available to perform them. The Committee shall meet at least four times a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Delegation to Subcommittee:

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Resources and Authority of the Committee:

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.