



# New York Life Insurance Company Annual Election of Directors

Election Information Guide

April 12, 2017





Dear Policy Owner:

I am writing to let you know that you are eligible to vote in New York Life's annual election of directors. The following pages contain brief biographies of each of the candidates recommended for election, as well as the directors who are continuing their current terms.

Voting is easy, and I encourage you to do so as soon as possible. Simply select your candidate(s), sign the ballot, and mail it to us in the enclosed envelope. In order to be tabulated, your ballot must be received no later than 4:00 p.m. on Wednesday, April 12, 2017.

We appreciate the opportunity to help you protect the good things in your life by building financial security for yourself and your loved ones. We look forward to continuing to earn your business and trust for many years to come.

Sincerely,

A handwritten signature in black ink, appearing to read "Ted Mathas".

Ted Mathas  
Chairman of the Board and  
Chief Executive Officer

## About the 2017 Board of Directors Election

### **Q What does the Board of Directors do?**

The Board of Directors exercises general oversight of the management of the Company's business. Its primary responsibility is to ensure that the Company is maintained and operated for the benefit of its policyholders.

### **Q What criteria are used to select and nominate director candidates?**

The Board selects director candidates based on many factors, including diversity of experience, willingness and ability to devote appropriate time to the duties of a director, and ability to exercise sound judgment. Director candidates must possess the highest personal and professional ethics, integrity, and values.

The Board strives to represent director diversity along a multitude of dimensions, including functional and subject matter expertise, professional and industry experience, race, ethnicity, age, and gender. The Board's oversight capabilities are further enhanced by the varied tenures of its directors, which enable the Company to benefit from the fresh perspectives of its newer members and the experience of its longer tenured members. The directors each contribute unique capabilities and perspectives that, individually and collectively, enhance the Board's ability as a governing body.

### **Q How often is the election held?**

The election is held once a year on the second Wednesday in April.

### **Q Who is eligible to vote?**

Qualified voters are New York Life policyholders who have had a policy in force for at least one year as of the day of the election.

### **Q I own more than one New York Life policy. Why did I receive only one ballot with only one policy number printed on it?**

In accordance with the insurance laws of New York State, each policyholder is entitled to one vote regardless of the number of policies owned. In the interest of administrative efficiency, only one policy number is listed on each ballot, regardless of the number owned.

### **Q How do I cast my vote?**

You can vote by mail or in person. To vote by mail, please return the ballot enclosed with this booklet in the envelope provided to New York Life, P.O. Box 43108, Providence, RI 02940-5099. Please note that in order to be tabulated, your ballot must be received by 4:00 p.m. on Wednesday, April 12, 2017. You can also vote in person at New York Life's Home Office at 51 Madison Avenue in New York City on Wednesday, April 12, 2017, between the hours of 10:00 a.m. and 4:00 p.m.

If you have additional questions about the annual election of directors and the voting process, please call 800-790-7783. For further information about New York Life, please call 800-692-3086 or visit our website at [www.newyorklife.com](http://www.newyorklife.com).

## **Election of Directors**

The directors are divided into three classes. Policyholders elect one class of directors at each annual election. Members of each class are elected for a three-year term.

The Board proposes that the policyholders vote in favor of the election of Christina A. Gold, Thomas C. Schievelbein, Edward D. Shirley, and Gerald B. Smith as directors of the Company. If elected, their terms will expire in April 2020. The nominees, whose biographies appear on the following pages, are all current directors of New York Life. Each nominee has indicated that he or she will serve if elected.

Policyholders are not being asked to take any action with respect to directors continuing in office. The biographies of these directors are included for informational purposes only. All director biographies are current as of January 1, 2017.

## Directors Standing for Election



**Christina A. Gold (69).** Mrs. Gold was the President, Chief Executive Officer, and a director of The Western Union Company, a global money transfer company, from 2006 until she retired in 2010. In her prior roles, she was President of Western Union Financial Services, Inc. and Senior Executive Vice President of Western Union's then parent company, First Data Corporation. During her career Mrs. Gold has held numerous executive positions, including President and Chief Executive Officer of Excel Communications, Inc. and The Beaconsfield Group. She serves as a director of ITT Corporation, International Flavors & Fragrances, Inc., and Korn Ferry International. Mrs. Gold was elected a director of New York Life in 2001. She is a member of the Compensation and Governance Committees.



**Thomas C. Schievelbein (63).** Mr. Schievelbein was the Chairman of the Board, President, and Chief Executive Officer of The Brink's Company, a global secure logistics company, from 2012 until he retired in 2016. He is the former President of Northrop Grumman Newport News, a designer and builder of nuclear-powered aircraft carriers and submarines, and Chief Operating Officer of Newport News Shipbuilding Inc. Mr. Schievelbein serves as a director of Huntington Ingalls Industries, Inc. and the Schievelbein Family Foundation. He was elected a director of New York Life in 2006. Mr. Schievelbein serves as chair of the Compensation Committee and is a member of the Governance and Investment Committees.



**Edward D. Shirley (60).** Mr. Shirley was the President and Chief Executive Officer of Bacardi Limited, a privately held and family-owned premium spirits maker, from 2012 to 2014. Prior to joining Bacardi, he held executive positions at The Procter & Gamble Company, including Vice Chairman of the Global Beauty & Grooming business. Mr. Shirley also held several executive positions during his 27 years with The Gillette Company before it was acquired by Procter & Gamble. Mr. Shirley serves as a director of Sysco Corporation. He was elected a director of New York Life in 2015 and is a member of the Audit and Insurance & Operations Committees.



**Gerald B. Smith (66).** Mr. Smith is the Chairman and CEO of Smith, Graham & Co. Investment Advisors, L.P., an independent employee-owned investment advisory firm that specializes in providing fixed income and equity portfolio strategies to institutional clients. Prior to launching Smith Graham in 1990, he served as Senior Vice President and Director of Fixed Income for Underwood Neuhaus & Company. Mr. Smith is a member of the Federal Reserve Bank of Dallas Board of Directors, Houston Branch; and is a member of the Board of Trustees and Chair of the Investment Oversight Committee for The Charles Schwab Family of Funds. He also serves on the Board of Directors of Eaton Corporation plc, the First Tee of Greater Houston, and the Texas Southern University Foundation. Mr. Smith was elected a director of New York Life in 2012. He serves as the chair of the Investment Committee and is a member of the Audit and Compensation Committees.

## Directors Continuing in Office, Terms Expiring in 2018



**Betty C. Alewine (68).** Mrs. Alewine was the President and Chief Executive Officer of COMSAT Corporation, a global provider of satellite and digital networking services and technology, from 1996 until the merger of COMSAT and Lockheed Martin Corporation in 2000. She joined COMSAT in 1986 as its Vice President of Marketing and Sales and held roles of increasing responsibility including, President of COMSAT International Company and President of COMSAT World Systems. Mrs. Alewine serves as a director of Rockwell Automation, Inc., The Brink's Company, and the Prevent Cancer Foundation. She was elected a director of New York Life in 1998. Mrs. Alewine serves as chair of the Governance Committee and is a member of the Compensation Committee.



**Robert B. Carter (57).** Mr. Carter is Executive Vice President of FedEx Information Services, Chief Information Officer of FedEx Corporation, and Chief Executive Officer of FedEx Services. He is responsible for setting the technology direction of the FedEx applications, infrastructure, networks, and data centers. Mr. Carter joined FedEx in 1993 and has over 36 years of systems development and implementation experience. Prior to joining FedEx, Mr. Carter spent 13 years with GTE Corporation in positions of increasing responsibility. Mr. Carter serves as a board member of Pilot Flying J and Church Health Center, and chairs the Advisory Board of New Leaders - Memphis. Mr. Carter was elected a director of New York Life in 2016. He is a member of the Insurance & Operations and Investment Committees.





**Ralph de la Vega (65).** Mr. de la Vega was the Vice Chairman of AT&T Inc. and Chief Executive Officer of AT&T Business Solutions and AT&T International, LLC until he retired in 2016, after a 42-year career with the company. He had overall responsibility for the company's integrated Business

Solutions group, which served more than 3.5 million business customers in nearly 200 countries, and its wireless business operations in Mexico and DIRECTV in Latin America. During his career, Mr. de la Vega held numerous other executive positions, including President and CEO of AT&T Mobile and Business Solutions, President and CEO of AT&T Mobility, Chief Operating Officer of Cingular Wireless, and President of BellSouth Latin America. He serves on the boards of American Express Company, Junior Achievement Worldwide, Boy Scouts of America, and Morehouse College. Mr. de la Vega was elected a director of New York Life in 2009. He serves as chair of the Audit Committee and is a member of the Governance and Insurance & Operations Committees.



**William G. Walter (71).** Mr. Walter was the Chairman from 2001 through 2010 and President and Chief Executive Officer from 2001 through 2009 of FMC Corporation, a leading manufacturer of agricultural, specialty, and industrial chemicals. He joined FMC in 1974 and held

positions of increasing responsibility until being named President and Chief Executive Officer and elected Chairman of the Board of Directors. Mr. Walter serves as a member of the Board of Directors of International Paper Company. He was elected a director of New York Life in 2009. Mr. Walter is a member of the Investment and Insurance & Operations Committees.

## Directors Continuing in Office, Terms Expiring in 2019



**Michele G. Buck (55).** Ms. Buck is the Executive Vice President and Chief Operating Officer of the Hershey Company, a leading North American manufacturer of quality chocolate and non-chocolate confectionery and chocolate-related grocery products. In her prior roles, Ms. Buck served as the company's President, North America; Senior Vice President, Chief Growth Officer; and Senior Vice President, Global Chief Marketing Officer. Prior to joining Hershey in 2005, she served 17 years at Kraft/Nabisco in numerous senior positions and at the Frito-Lay division of PepsiCo. Ms. Buck is the Benefit Co-Chair of the Children's Brain Tumor Foundation. She was elected a director of New York Life in 2013. Ms. Buck serves as chair of the Insurance & Operations Committee and is a member of the Audit Committee.



**Mark L. Feidler (60).** Mr. Feidler is a founding Partner of MSouth Equity Partners, a private equity firm based in Atlanta. Previously, he was President, Chief Operating Officer, and a director of BellSouth Corporation, a communications service provider, from 2005 through 2006, after having served as its Chief Staff Officer in 2004. During his career, Mr. Feidler held numerous executive positions, including Chief Operating Officer of Cingular Wireless, a Principal in The Breckenridge Group, and Vice President of The Robinson-Humphrey Company. Mr. Feidler serves as a director of Equifax Inc. He was elected a director of New York Life in 2006 and currently is Lead Director. Mr. Feidler is a member of the Compensation, Governance, and Investment Committees.



**Theodore A. Mathas (49).** Mr. Mathas is New York Life's Chairman of the Board and Chief Executive Officer, positions he has held since 2009 and 2008, respectively. He joined New York Life in 1995 and previously served as the Company's President and Chief Operating Officer, in addition to holding senior management positions in New York Life's life insurance and annuity businesses and Agency Department. Mr. Mathas was elected a director of New York Life in 2006. He is a member of the Federal Advisory Committee on Insurance, and also serves on the boards of The Financial Services Roundtable, the American Council of Life Insurers, the American Museum of Natural History, and the Partnership for New York City.



**S. Thomas Moser (69).** Mr. Moser is a former Vice Chairman of KPMG LLP, the U.S. member firm of KPMG International. He joined KPMG in 1970 and retired in 2008. Mr. Moser was an audit partner, served on the firm's Management Committee and Board of Directors, and held various leadership positions, including those with responsibility for the firm's specialized industry practices. He serves on the Enactus U.S.A. National Advisory Board, the Advisory Panel of Charity Navigator, and the Board of Trustees of Save the Children Federation, Inc. Mr. Moser was elected a director of New York Life in 2008. He is a member of the Audit and Investment Committees.



New York Life Insurance Company  
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