

Charter of the Nominating and Corporate Governance Committee of the Board of Directors of Equitable Holdings, Inc.

As Amended and Restated
Effective September 21, 2018

This Charter sets forth, among other things, the purpose, membership and duties and responsibilities of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Equitable Holdings, Inc. (the "Corporation").

1. Membership

The Committee shall consist of four members until the Resignation Date as defined below. After the Resignation Date and until the date on which AXA S.A. ceases to beneficially own at least 30% of the Corporation's outstanding common stock (the "30% Date"), the Committee shall consist of three members. After the 30% Date, the Committee shall consist of three or more members.

In accordance with the terms of the Shareholder Agreement, among the Corporation and AXA S.A., dated as of May 4, 2018, as the same may be amended, supplemented, restated or otherwise modified from time to time (the "Shareholder Agreement"), AXA S.A. shall have the right to designate one AXA Director who shall be appointed by the Board to the Committee (the "AXA Representative") until the first date on which AXA S.A. ceases to beneficially own more than 50% of the Corporation's outstanding common stock (the "Majority Holder Date"). The AXA Representative shall resign from the Committee within sixty days of the Majority Holder Date (the date of such resignation is referred to herein as the "Resignation Date").

Subject to the terms of the Shareholder Agreement, after the Majority Holder Date and until the 30% Date, the Committee shall include at least one independent director designated by AXA S.A. 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.

Each member of the Committee shall satisfy the director independence requirements of the New York Stock Exchange (the "NYSE"); however, during the period in which the Corporation is a "controlled company" under the NYSE's listing standards, the independence requirements shall not apply to membership on the Committee. Once the Corporation ceases to qualify as a "controlled company," the membership of the Committee shall meet the director independence requirements within sixty days, regardless of any phase-in periods or transition rules provided in the NYSE rules relating to nominating and corporate governance committees of public companies following an initial public offering that may otherwise be applicable.

2. Purpose

The primary purpose of the Committee is to: (i) identify individuals qualified and suitable to become Board members and recommend to the Board the director nominees for each annual meeting of stockholders; (ii) develop and recommend to the Board a set of corporate governance principles applicable to the Corporation (the "Corporate Governance Guidelines"); and (iii) otherwise take a leadership role in shaping the corporate governance of the Corporation.

3. Duties and Responsibilities

Subject to the Shareholder Agreement, the Committee's duties and responsibilities shall include each of the items enumerated in this Section 3.

(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 the 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 stockholders or, if applicable, at any 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 through appointment by a majority of the Corporation's directors. The Committee shall also evaluate directors for re-nomination to the Board and in doing so, assess the performance of such directors. In identifying candidates for membership on the Board, the Committee may solicit ideas from other directors and may make its own inquiries and solicit suggestions from management, stockholders and other sources.

(c) The Committee shall 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 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. The Committee shall also evaluate current directors for re-appointment to committees of the Board and in doing so, assess the performance of such directors.

(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; (ii) reviewing and reassessing the adequacy of the guidelines at least annually; and (iii) recommending to the Board for approval any such changes to the guidelines as the Committee believes are appropriate.

(f) The Committee shall oversee compliance with the Corporate Governance Guidelines and report on such compliance to the Board and review and approve any requests for waivers of such Corporate Governance Guidelines.

(g) The Committee shall establish and maintain procedures for the submission of unsolicited recommendations for director nominees, including appropriate deadlines and the type of information that must be provided with recommendations.

(h) The Committee shall establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.

(i) The Committee shall review any waiver requests under the Equitable Holdings, Inc. Financial Code of Ethics and perform any responsibilities imposed on the Committee by the Corporate Governance Guidelines, the Equitable Holdings, Inc. Code of Business Conduct and Ethics any other policies of the Corporation.

(j) The Committee shall report periodically to the Board on all matters for which the Committee has been delegated responsibility.

(k) 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.

(l) 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.

(m) 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.

4. 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; provided, however, that, pursuant to the terms of the Shareholder Agreement, any action to be taken by the Committee must include the affirmative vote or consent of at least one member who is an AXA Representative until the Majority Holder Date. 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 keep written minutes of its meetings with the books and records of the Corporation.

The Committee shall meet at least twice per 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 meetings and other actions of the Committee shall be governed by the provisions of Article III of the Corporation's By-laws applicable to meetings and actions of the committees of the Board. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications arrangements by means of which all persons participating in the meeting can hear each other. The Committee may invite to its meetings, or request information from, any director, officer or employee or such other person as it may deem desirable or appropriate to assist it in performing its responsibilities.

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 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 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.

6. Miscellaneous

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Corporation or members of the Committee. Except as otherwise required by the rules of the NYSE applicable to the Committee, or applicable law, the purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter is intended to be consistent with the Corporation's Corporate Governance Guidelines. This Charter is, and any amendments hereto will be, displayed on the Corporation's website and such website address shall be disclosed in the Corporation's annual proxy statement, and a printed copy will be made available to any stockholder of the Corporation upon request.