GROUP 1001 LIFE & ANNUITY
RELATED-PARTY TRANSACTIONS COMMITTEE CHARTER

Clear Spring Life and Annuity Company
Delaware Life and Annuity Company
Delaware Life Insurance Company
DL Reinsurance Company
Gainbridge Life Insurance Company
(Each the "Company")

I. Purpose

The Related-Party Transactions Committee (the "Committee") of the Board of Directors (the "Board") of the Company is established to review and, where appropriate, approve transactions between the Company and its affiliates and other related parties, to ensure such transactions are fair and reasonable to the Company and its policyholders, and to support compliance with applicable insurance holding company laws and regulations.

II. Composition

1. The Committee shall consist of one or more of the directors of the Company, all of whom shall be independent directors as defined in Section 14.3.2 of Delaware Regulation 301.

2. The Chief Accounting Officer, Chief Risk Officer, Chief Legal Officer, and General Counsel of the Company may serve as non-voting, ex officio members or advisors to the Committee.

3. Committee members shall be appointed annually by the Board and shall serve until their successors are appointed.

4. The Board shall designate a Committee Chair, who shall be an independent director.

III. Authority

The Committee shall have the authority to:

1. Retain, at the Company's expense, independent counsel, valuation experts, or other advisors as it deems necessary to evaluate an affiliate or other related-party transaction.

2. Access Company management, records, and other information reasonably required to carry out its duties.

3. Approve, reject, or condition any affiliate or other related-party transaction within its scope, subject to full Board notification and, where required, regulatory approval.

4. Designate which management ex officio members are required to attend Committee Meetings.

IV. Investment Transactions

A. *Mandatory Referrals*

The following investment transactions involving the Company shall be referred to the Committee before any transaction documentation is executed, regardless of size:

1. Any investment in which an affiliate or other related party of the Company is the counterparty, sponsor, general partner, manager, originator, servicer, arranger, or placement agent, or occupies another position or performs another role with respect to the investment.

2. Any investment for which an affiliate or other related party receives a management fee, origination fee, service fee, performance allocation, carried interest, or any other economic benefit, including all or a portion of the investment proceeds.

3. Any investment in an entity in which a director, officer, direct or indirect principal or beneficial owner of 10% or more of the Company's voting interests, direct or indirect beneficial owner of 10% or more of the Company's economic interests (voting or non-voting), or immediate family member of any of the foregoing has a direct or indirect economic interest.

4. Any investment in which the counterparty intends to onward lend the investment proceeds to an affiliate or other related party.

5. Any purchase, sale, or exchange of an invested asset between the Company and an affiliate, including any transfer between general accounts of affiliated insurers.

6. Any reinsurance-linked or funding-agreement-linked investment where the counterparty is affiliated or related.

7. Any investment in a fund or vehicle managed or sponsored by an affiliate or other related party.

8. Any investment transaction for which the Company's Control Room has identified a possible conflict of interest, an incomplete ultimate beneficial owner determination, an unresolved related-party linkage, or any other relationship for the Committee's review.

9. Any investment transaction identified by the Law Department as potentially requiring prior notice to, or approval from, the Delaware Department of Insurance under Section

5005(a) of the Delaware Insurance Code, including individual transactions that fall below a notice threshold but in substance form part of a series of related transactions.

B. *Discretionary Referrals*

Any investment transaction may be referred to the Committee for consideration, including where the facts suggest a reputational, policyholder-interest, or regulatory-perception concern, even absent a technical affiliate or other related-party relationship.

C. *Out-of-Scope Investment Transactions*

The following investment transactions of the Company are out of the Committee's scope:

1. Investment transactions in exchange-traded securities, agency mortgage-backed securities, U.S. Treasury and agency obligations, and other transactions executed on an arm's-length public market with no affiliate or other related-party participation in the execution chain.

2. Routine cash management and repurchase activity with unaffiliated counterparties.

3. Dividends or distributions proposed to be paid by the Company to its parent company; the review, approval, and declaration thereof is reserved to the full Board.

4. Capital contributions to the Company's subsidiaries which are reserved for the full Board's review and approval.

V. Other Transactions

The Committee's review shall extend to each of the following transactions between the Company and any affiliate or other related party:

1. Intercompany loans, credit facilities, or other extensions of credit.

2. Guarantees.

3. Surplus note exchanges.

4. Reinsurance transactions.

5. Services, cost-sharing, or management agreements.

6. Any other transaction involving an affiliate or other related party within the meaning of the Company's Related-Party Transaction Policy, including any non-investment transaction identified by the Law Department as potentially requiring prior notice to, or approval from, the Delaware Department of Insurance under Section 5005(a) of the Delaware Insurance Code.

V. Referral Procedure

Upon identifying an affiliate or related-party transaction within the Committee's scope, management, the Company's Control Room, Financial Oversight and Review Committee (the "FORC"), or the Investment Committee of the Board shall refer the transaction, or direct a referral of the transaction to the Committee prior to execution, together with: (i) a description of the proposed transaction and its terms; (ii) the identity of the affiliate or other related party involved in the transaction and the nature of the relationship; (iii) any available third-party valuation, pricing, or fairness information; and (iv) an assessment of the business purpose of the transaction.

VI. Independent Review

The Committee shall review each referred transaction under the fairness and arm's-length standards applicable to affiliate and related-party transactions under the Company's Related-Party Transaction Policy, and shall approve, reject, or condition the transaction accordingly. Any member of the Committee who is an interested party to a proposed transaction (e.g., the member and/or his or her immediate family member has a pecuniary or other interest in the proposed transaction) must recuse himself or herself from any presentations, discussions, decision-making, or votes regarding the transaction. If a quorum of the Committee cannot be obtained due to one or more recusals, the transaction shall be referred to the full Board for approval.

VII. Review Standards

1. The Committee shall evaluate each covered transaction for fairness and reasonableness to the Company and its policyholders, including whether terms are consistent with arm's-length market terms and, with the assistance of the Law Department, comply with applicable law (e.g., Sections 1328 or 4920 of the Delaware Insurance Code).

2. The Committee shall consider the nature of the relationship with the affiliate or other related party involved in the transaction, the business purpose of the transaction, and any conflicts of interest.

3. The Committee may require independent valuation or fairness opinions for material transactions or other conflict mitigants.

4. The Committee shall monitor the level of the Company's affiliated invested assets to ensure compliance with the full Board's annual target level for such investments, measured as a percentage of total invested assets as set forth in the Group 1001 Life & Annuity Model Investment Portfolio.

VIII. Regulatory Compliance

With the assistance of the Law Department, the Committee shall ensure that transactions requiring notice to, or prior approval of the Delaware Department of Insurance under Section 5005(a) of the Delaware Insurance Code and related regulations are properly filed (i.e., on Form D) and obtained before execution.

IX. Coordination with Other Board Committees

A. *Investment Committee*

As set forth in Section V above, the Committee shall review transactions referred by the Board's Investment Committee.

B. *Audit Committee*

1. The Committee shall ensure that any affiliate or related-party transactions it reviews and approves are communicated to the Board's Audit Committee and the FORC for purposes of financial statement disclosure adequacy (including affiliate and related-party footnote disclosures and investment schedules) and coordination with the Company's external auditor.

2. Notify the Audit Committee and the Company's Chief Internal Auditor of any deficiencies in internal controls over identifying and reporting affiliate and related-party transactions of which the Committee becomes aware.

X. Reporting

1. The Committee shall report to the full Board all affiliate and related-party transactions it reviews and approves, including any conditions imposed, no less than quarterly.

2. The Committee shall report to the full Board any affiliate and related-party transaction it declined to approve, together with the reason(s) therefor, no less than quarterly.

XI. Meetings

1. The Committee shall meet as often as necessary to review pending affiliate and related-party transactions, and no less than quarterly.

2. A majority of voting members shall constitute a quorum and the act of a majority of the voting members present at any meeting at which there is a quorum shall be the act of the Committee. Any action to be taken at any meeting of the Committee may be taken without a meeting, if all voting members of the Committee consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Committee.

3. Minutes of each meeting and written consents of the Committee shall be maintained and made available to the full Board upon request.

XII. Annual Review

The Committee shall review this Charter at least annually and recommend any changes to the full Board for approval.