

AUDIT COMMITTEE

Thrivent Financial for Lutherans

<u>Purpose</u>	Pursuant to Section 22 of the Bylaws, the Board of Directors (“Board”) designated an Audit Committee (“Committee”) with the authority and responsibility to oversee the financial reporting process regarding the transparency and integrity of financial information and alignment with oversight of the corporate strategies. The Committee will also review the effectiveness of the Society’s internal financial control and enterprise risk management process, the effectiveness of the internal audit function, the independent audit process and the Society’s process for monitoring compliance with laws and regulations affecting the business of the Society. In support of its stated purpose, the Committee shall perform the duties listed below, in addition to others as deemed necessary by the Committee.
	A. <u>The Committee is authorized and responsible for the oversight of the financial reporting process. To fulfill its responsibilities, the Committee will:</u>
<u>Independent Auditors</u>	<ol style="list-style-type: none"> 1. Appoint and retain the independent auditors, and approve the annual fees and plan. 2. Approve as appropriate any non-audit services provided by the independent auditors. The following non-audit services shall not be performed by the independent audit firm: <ul style="list-style-type: none"> • Bookkeeping or other services related to the accounting records or financial statements of Thrivent Financial; • Financial information systems design and implementation; • Appraisal or valuation services, fairness opinions, or contributions-in-kind reports; • Actuarial advisory services; • Internal audit outsourcing services; • Management functions or human resources; • Broker dealer, investment adviser, or investment banking services; • Legal services and expert services unrelated to the audit. 3. The Committee delegates to the Committee Chair the authority to approve non-audit services up to \$50,000 between committee meetings. The Chair shall report any approvals to the Committee at its next meeting. 4. Manage the relationship of the independent auditor and oversee the relationship of management with the independent auditor. This includes reviewing conflicts, independence and performance, and other items the Committee deems necessary. Additionally, this will include determining the need for a second auditor’s opinion on significant accounting issues.
<u>Financial Reporting</u>	<ol style="list-style-type: none"> 5. Receive and accept the quarterly and annual financial reports. 6. Receive reports on significant areas of judgment impacting the quarterly

	<p>financial reports and the effect of significant changes in accounting principles and auditing standards/policies and their application to Thrivent.</p> <ol style="list-style-type: none"> 7. Annually review the IRS Form 990 filing prior to distribution to the Board. 8. Review appointed actuary's report on an annual basis, and appoint the appointed actuary as needed. 9. Review and discussion of the actuarial assumptions impacting the financial statements. 10. Review and approve results of the financial metrics to the Human Resource Committee for their use in determining payout values for the annual incentive plans.
	<p>B. <u>The Committee is authorized and responsible for the oversight of the internal control process. To fulfill its responsibilities, the Committee will:</u></p>
<u>Business Risk Management</u>	<ol style="list-style-type: none"> 1. Approve the Business Risk Management ("BRM") Charter, budget plan, and staffing. 2. Receive and accept periodic reports of audits, risk assessments and other engagements performed by Business Risk Management. Determine which Board committee should receive and review the substantive results of any audit based on such committee's oversight responsibilities. 3. Provide input to the Chief Financial Officer annually on the performance and compensation of the head of Business Risk Management and any recommendation to replace, reassign or dismiss the head of Business Risk Management.
<u>Enterprise Risk Management</u>	<ol style="list-style-type: none"> 4. Delegate authority and responsibility for the day-to-day management of the Society's Enterprise Risk Management process to the Risk Management Committee. <ul style="list-style-type: none"> • Approve appointment of members of the Risk Management Committee. • Annually review the Enterprise Risk Management Policy and approve changes as needed. 5. Receive the Society's Own Risk and Solvency Assessment (ORSA) report as well as reports on the process for risk management, methods of identifying and managing risk, risk profile and risk tolerance in context of business strategy, financial resources and performance. 6. Review and discuss Thrivent's organizational risk appetite.
<u>Internal Controls</u>	<ol style="list-style-type: none"> 7. Receive reports on management's implementation of and compliance with the Model Audit Rule. 8. Receive reports on the status and effectiveness of the Society's cyber security program. 9. Review and accept reports on the expenses of the Chair, Chief Executive Officer and the Board of Directors.

	C. <u>The Committee is authorized and responsible for the oversight of legal and regulatory compliance. To fulfill its responsibilities, the Committee will:</u>
<u>Legal and Regulatory Compliance</u>	<ol style="list-style-type: none"> 1. Receive and accept the findings of examinations by regulatory bodies and receive report(s) from the Chief Compliance Officer in response to such examination findings. 2. Receive reports of material/significant compliance activities and regular updates from the Chief Compliance Officer and/or the General Counsel regarding the Member Dispute Resolution Program, compliance projects and other similar matters. 3. Recommend to the Board for approval, as needed, compliance related policies (including but not limited to Anti-Money Laundering, Privacy, Security, etc.); and receive periodic reports on compliance with such policies 4. Receive an annual report on the Fairness Opinion/Implementation Plan. 5. Oversee legal and regulatory matters.
	D. <u>Other. To fulfill its responsibilities, the Committee will:</u>
	<ol style="list-style-type: none"> 1. Receive reports on the status and effectiveness of the Business Continuity Management Program. 2. Conduct or authorize investigations into any matter within the Committee's scope of responsibilities. Engage independent counsel and other advisers as necessary to carry out its duties. 3. Receive confidential, anonymous submissions by employees or others, of concerns regarding questionable accounting or auditing matters from the Code of Conduct Officer. 4. Meet periodically with the Chief Financial Officer, General Counsel, Chief Compliance Officer, independent auditor, head of Business Risk Management, and any other persons the Committee deems necessary, on an individual basis without management present, on any matter such individuals or the Committee believes should be discussed privately. 5. Set an annualized calendar of actions and responsibilities and review and track performance of those tasks throughout the year. 6. Oversee other ad-hoc activities as deemed appropriate by the Board.
<u>Membership and the Financial Expert</u>	<p>The Human Resource & Governance Committee, in consultation with the Board Chair will recommend assignment of Board members to committees, including the Chair of each such committee, to the Board for final approval.</p> <p>The Chief Executive Officer shall name a management representative and a committee secretary to coordinate committee activities.</p>

	<p>1. Independence: Each member of the Audit Committee shall be a member of the Board of Directors and shall otherwise be independent. Independence means that an Audit Committee member, other than in his/her capacity as a member of the Audit Committee, the Board of Directors, or any other Board committee, may not:</p> <ul style="list-style-type: none"> • accept any consulting, advisory, or other compensatory fees from Thrivent Financial for Lutherans; • be an affiliated person of Thrivent Financial for Lutherans or any of its subsidiaries. <p>2. At the time of his or her appointment to the Audit Committee, each member shall be financially literate as such qualification is interpreted by the Board of Directors in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Audit Committee;</p> <p>3. The Audit Committee shall have at least one member who is a “Financial Expert”.</p> <p>The term “Financial Expert” means a person who has, through education and experience as a public accountant or auditor or principal financial officer, controller or principal accounting officer of a corporation, or through experience in one or more positions that involve the performance of similar functions (or that results in the judgment of the Society’s Board of Directors, in the person’s having similar expertise and experience), the following attributes:</p> <ul style="list-style-type: none"> • An understanding of statutory or generally accepted accounting principles and financial statements; • The ability to assess the general application of such principles in connection with the accounting for estimates, accruals, and reserves; • Experience preparing, auditing, analyzing, or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to those raised by Thrivent’s financial statements; • An understanding of internal controls and procedures for financial reporting; and • An understanding of audit committee functions.
<p><u>Meeting Frequency</u></p>	<p>At least in conjunction with the regularly scheduled in-person Board of Directors meetings, and additionally as determined by the Committee Chair.</p>

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