

CHUBB LIMITED
NOMINATING & GOVERNANCE COMMITTEE CHARTER

1. PURPOSE OF THE NOMINATING & GOVERNANCE COMMITTEE

The committee was established by the Board in accordance with the Company's organizational regulations ("**Organizational Regulations**") to assist the Board in (1) identifying individuals qualified to become Board members, and recommending to the Board director nominees for the next annual general meeting of shareholders ("**General Meeting**") or to fill vacancies; and (2) developing and recommending to the Board corporate governance.

2. AUTHORITY OF THE NOMINATING & GOVERNANCE COMMITTEE

- a. The committee shall have the authority to retain and terminate any search firm to be used to identify director candidates and shall have the authority to approve the search firm's fees and other retention terms.
- b. The committee shall have the authority to retain special legal, accounting or other consultants to advise and assist the committee.
- c. The committee may request any other director, officer or employee of the Company or the Company's outside counsel to attend a meeting of the committee or to meet with any members of, or consultants to, the committee.
- d. The committee may form and delegate authority to subcommittees when appropriate.
- e. Unless otherwise directed by the Board, the committee and the Lead Director shall have authority to conduct a search for and to make a recommendation to the Board regarding a new chief executive officer and a new chairman of the Board.
- f. The committee shall have authority to make a recommendation to the Board regarding the termination of employment of the Company's chief executive officer and the removal of the chairman of the Board from the position (but not the removal of such individual from his directorship).
- g. The committee shall receive appropriate funding, as determined by the committee, from the Company for payment of compensation to any search firm or special legal or other consultants employed by the committee, and ordinary administrative expenses of the committee that are necessary or appropriate in carrying out its duties.

3. NOMINATING & GOVERNANCE COMMITTEE COMPOSITION

- a. The committee shall consist of no fewer than three directors, including a chair, each appointed by the Board on an annual basis, upon recommendation of the committee. Any committee member may be removed by the Board upon recommendation of the committee.

- b. Each member of the committee shall be "independent" as defined under applicable U.S. Securities and Exchange Commission and New York Stock Exchange rules, as such requirements are interpreted by the Board in its business judgment.
- 4. MEETINGS OF THE NOMINATING & GOVERNANCE COMMITTEE
 - a. Meetings of the committee shall be convened in accordance with the Organizational Regulations.
 - b. At any meeting of the committee, the Company's chief executive officer, secretary and/or the Delegate may attend and participate in an advisory role, subject to the discretion of the chair of the committee to exclude members of Executive Management.
- 5. DUTIES AND RESPONSIBILITIES OF THE NOMINATING & GOVERNANCE COMMITTEE
 - a. Nominations and Board Composition
 - i. The committee shall develop qualification criteria for Board members, and actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board in accordance with the Corporate Governance Guidelines. The committee shall recommend to the Board potential nominees, and the renomination of incumbent directors as appropriate. The committee shall consider potential nominees recommended by shareholders, but the committee has no obligation to recommend such candidates for nomination. The chair of the committee, on behalf of the Board, shall invite new directors to join the Board upon approval by the Board and subject to election by shareholders.
 - ii. The committee shall periodically review the compensation and Chubb shareholding guidelines of directors and make recommendations to the Board on any recommended changes.
 - iii. The committee shall review and approve the total aggregated amount of compensation for the non-employee members of the Board of Directors to be submitted for approval by the General Meeting pursuant to article 25 of the Articles of Association.
 - iv. The committee shall review annually, or more often if appropriate, the directors who are members (including qualifications and requirements), structure (including authority to delegate and select a chair) and performance of committees of the Board (including reporting to the Board), and make recommendations to the Board, as appropriate.
 - v. The committee shall review annually, or more often if appropriate, the qualification of directors as "independent" within the meaning of U.S. Securities and Exchange Commission and New York Stock Exchange rules and make recommendations to the Board with respect to such determinations.

- vi. The Committee shall make appropriate plans for the succession of the Company's chief executive officer and the chairman of the Board upon retirement, death or disability, and review such plans at least annually.
- vii. The committee shall review annually, or more often if appropriate, the qualification of Audit Committee members as "financially literate" and as having accounting or related financial management expertise within the meaning of New York Stock Exchange rules and as audit committee financial experts within the meaning of U.S. Securities and Exchange Commission rules, and make recommendations to the Board with respect to such determinations.

b. Corporate Governance

- i. The committee shall serve in an advisory capacity to the Board and chairman of the Board on matters of organizational and governance structure of the Company and the conduct of the Board.
- ii. The committee will prepare and assist the Board and each of its committees in conducting a self-evaluation to determine whether the Board and its committees are functioning effectively. The full Board will discuss the evaluation report to determine what, if any, action could improve Board and Board committee performance.
- iii. The committee shall review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes thereto.
- iv. The committee shall solicit and review comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
- v. The committee shall recommend to the Board the designation of officers of the Company as executive officers of the Company for the purposes of U.S. Securities and Exchange Commission reporting requirements.
- vi. The committee shall recommend to the Board the designation of officers of the Company as "Executive Management" of the Company for the purposes of Swiss law requirements.
- vii. The committee shall review annually, or more often if appropriate, the Company's directors and officers and errors and omissions liability coverage and make any recommendations thereto that it deems appropriate.
- viii. The committee shall review annually, or more often if appropriate, the practices and procedures of any political action committees affiliated with the Company to review compliance by such political action committees with applicable laws. For the avoidance of doubt, the committee shall not direct, dictate, control, or directly or indirectly participate in the decision-making process of, any political action committee with regard to contributions or expenditures in connection with

elections for any local, state, or federal office or decisions concerning the administration of such political action committee.

- ix. The committee shall review annually, or more often if appropriate, the Company's contributions to the Chubb Charitable Foundation and associated Chubb Charitable Foundation projects and set any guidelines relating thereto that it deems appropriate.
- x. The committee shall review reports and disclosures of insider and affiliated party transactions to be provided periodically, and not less often than annually, by the Company's general counsel, and shall approve or ratify such transactions, or submit them for Board approval or ratification, as appropriate.
- xi. The committee shall consider and recommend to the Board the agenda for the Company's annual general meeting of shareholders, and shall receive and review any shareholder proposals for inclusion in the Company's proxy statement and determine the appropriate response.
- xii. The committee shall consider the results of votes taken at shareholders meetings with respect to corporate governance or similar matters.
- xiii. The committee shall periodically review the Company's environmental, social and governance (ESG) activities and related policies, and make any recommendations that it deems appropriate.
- xiv. The committee shall have the option to conduct business in an executive session without management present.

c. Other

- i. The committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- ii. The committee shall annually review its own performance.
- iii. The committee shall have the right to excuse any committee member from a meeting or portion thereof to permit the remaining members of the committee to discuss or act on any matter for which, in the committee's opinion, the excused member's participation is not appropriate, and such excused member's absence in this circumstance shall not be deemed an absence for the purposes of determining a quorum.
- iv. The committee shall have such other duties, responsibilities and authorities as the Board may from time to time delegate.

6. REPORTING RESPONSIBILITIES

- a. The committee shall keep a record of its proceedings.
- b. The committee shall report to the Board.

7. CONSTRUCTION

Terms not defined herein have the meaning given to them in the Organizational Regulations.

Approved by the Board of Directors on August 9, 2018

Mary A. Cirillo
Chair, Nominating & Governance Committee

Joseph F. Wayland
Secretary

Last reviewed: August 2018