

**CHUBB LIMITED**  
**AUDIT COMMITTEE CHARTER**

1. PURPOSE OF THE AUDIT COMMITTEE

- a. The committee was established by the Board to assist the Board in its oversight of the integrity of the Company's financial statements and financial reporting process, the Company's compliance with legal and regulatory requirements, the system of internal controls, the audit process, the performance of the Company's internal auditors and the performance, qualification and independence of the Company's independent auditors.

2. AUTHORITY OF THE AUDIT COMMITTEE

- a. The committee shall have the sole authority to propose to the Board proposals for the shareholders meeting regarding the election or dismissal of the Company's independent auditors. The committee shall consult with the Board regarding any such decision.
- b. The committee shall have the sole authority to approve audit engagement fees and terms as well as any significant non-audit relationship with the Company's independent auditors.
- c. The Company's independent auditors shall have ultimate accountability to the committee and the Board.
- d. The Company's chief internal audit officer shall have reporting authority to the committee.
- e. The committee shall have the authority to retain special legal, accounting or other consultants to advise and assist the committee.
- f. The committee may request any other director, officer or employee of the Company or the Company's outside counsel, independent auditor or outside actuaries to attend a meeting of the committee or to meet with any members of, or consultants to, the committee.
- g. The committee may form and delegate authority to subcommittees when appropriate.
- h. The committee shall receive appropriate funding, as determined by the committee, from the Company for payment of (i) compensation to the independent auditor employed by the Company for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company, (ii) compensation to any special legal, accounting or other consultants employed by the committee and (iii) ordinary administrative expenses of the committee that are necessary or appropriate in carrying out its duties.

3. AUDIT COMMITTEE COMPOSITION

- a. The committee shall consist of at least three directors, including a chair, each selected by the Board, upon the recommendation of the Nominating & Governance Committee. Any committee member may be removed by the Board upon the recommendation of the Nominating & Governance Committee. Members of the committee shall disclose to the Board whether or not they are members of the audit committee of any other public companies. If a member or prospective member of the committee simultaneously serves, or upon appointment would be serving, on the audit committees of more than two other public companies, the Board shall determine if such simultaneous service would impair the ability of such member to effectively serve on the committee.

- b. Director's fees (including equity-based awards), including fees for serving on committees of the Board, shall be the only compensation members of the committee may receive directly or indirectly from or on behalf of the Company.
- c. Each member of the committee shall have no relationship to the Company that may interfere with the exercise of their independence from management and the Company and shall otherwise satisfy the applicable membership requirements under the rules of the New York Stock Exchange and the Securities and Exchange Commission, as such requirements are interpreted by the Board in its business judgment.
- d. Each member of the committee shall have such level of experience and expertise in accounting, financial and related matters, as determined by the Board in its business judgment, as shall enable him or her to effectively fulfill his or her duties as a member of the committee and to comply with applicable U.S. Securities and Exchange Commission and New York Stock Exchange rules, in each case as such rules are interpreted by the Board in its business judgment. At least one member of the committee shall have the attributes of an "audit committee financial expert" (as defined by the U.S. Securities and Exchange Commission) as determined by the Board.
- e. The Company shall provide appropriate orientation for new members of the committee, and ongoing continuing education programs for existing members, covering, among other things, the Company's business, organizational and management structure, results of operations and financial condition, including critical accounting policies, budgets and forecasts and corporate governance. Members of the committee are encouraged, but not required, to periodically pursue or obtain, at the Company's expense, appropriate programs, sessions or materials as to the responsibilities of members of audit committees of publicly-traded companies.

#### 4. DUTIES AND RESPONSIBILITIES OF THE AUDIT COMMITTEE

##### a. General

- i. The committee shall meet at such intervals as it determines, but not less frequently than quarterly.
- ii. If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist.
- iii. Meet, either alone or together with one or more other independent directors that are not members of the committee, regularly with the chief financial officer, the general counsel, the global ethics and compliance officer, the chief internal audit officer and the independent auditors in separate executive sessions, and as needed with the chief executive officer.
- iv. Perform other oversight functions as requested by the full Board.
- v. The committee shall prepare the report required by the rules of the U.S. Securities and Exchange Commission to be included in the Company's annual proxy statement.

##### b. Enterprise Risk Management

Review policies with respect to risk assessment and risk management as contemplated by applicable rules, including those of the New York Stock Exchange. However, the Board has established the Company's Risk & Finance Committee for purposes of risk assessment and

management as described in its charter, the Compensation Committee reviews compensation risk, and the full Board regularly reviews risk. Therefore, the Audit Committee is not the sole body responsible for risk assessment and management. To help ensure compliance, the policies the Company has in place with respect to risk assessment and management will be reviewed in a general manner at least annually by the committee in a meeting which may include the Risk & Finance Committee. Notwithstanding the foregoing, the Audit Committee will review with management and provide Board oversight of cyber-security related exposures and risks (including data security and IT incident response), about which the Audit Committee will periodically report to the full Board and consult with the Risk & Finance Committee.

c. Internal Controls and Internal Audit

- i. Review the adequacy of the Company's internal control structure.
- ii. Review the proposed activities, organizational structure and qualifications of the internal audit function.
- iii. Review the appointment and replacement of the chief internal audit officer.
- iv. Review and approve the annual audit plan and any significant interim changes to the audit plan.
- v. Receive and review a report from the chief internal audit officer on the results of internal audits and follow-up on completed internal audits.
- vi. Review any proposed public disclosures regarding an assessment or evaluation of the Company's internal controls and procedures for financial reporting every quarter.
- vii. Review any material weaknesses, significant deficiencies and/or significant solvency concerns at the subsidiary level for the applicable U.S. insurance legal entities as contemplated by the Model Audit Rule (as supplemented by the related Implementation Guide) of the National Association of Insurance Commissioners, as may be applicable from time to time with respect to relevant entities.

d. Independent Audit and Independent Auditors

- i. Nominate the Company's independent auditors, subject to approval by the Company's shareholders, and recommend the dismissal of the Company's independent auditors, subject to approval by the Company's shareholders. The committee shall consult with the Company's Board regarding any such decision and recommend that the Board include such nomination or recommendation as proposals for shareholder action.
- ii. Review and approve the independent auditors' proposed audit scope, approach, staffing and fees and verify the professional qualifications of the specially qualified independent auditors of the Company.
- iii. Pre-approve all audit and, unless applicable law permits otherwise, permitted non-audit services to be performed by the independent auditors subject to such procedures as may be established by the committee.
- iv. At least annually, obtain and review a report by the Company's independent auditors describing the firm's internal quality-control procedures, any material issues raised by the most recent internal quality-control or peer review of the firm, or by any inquiry or

investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.

- v. Receive on a periodic basis, not less frequently than annually, from the independent auditors a formal written statement delineating all relationships between the independent auditors and the Company, including each non-audit service provided to the Company.
  - vi. Actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors.
  - vii. Evaluate together with the Board the qualifications, performance and independence of the independent auditors, including the lead engagement partner, and, if required by applicable law or regulation, or otherwise so determined by the committee, replace the independent auditors or lead engagement partner or the partner responsible for reviewing the audit.
  - viii. Take appropriate action, including recommending that the Board take appropriate action, as necessary, in response to the independent auditors' report to satisfy itself of the independent auditors' independence.
  - ix. Discuss with the independent auditors the matters required to be discussed by applicable auditing standards relating to the conduct of the audit.
  - x. Receive and review with management any management letter provided by the independent auditors and the Company's response to that letter; review with the independent auditors any problems or difficulties the auditors may have encountered and any disagreements with management.
  - xi. Review and approve hiring policies for employees or former employees of the independent auditors.
- e. Loss Reserves
- i. Receive and review quarterly a report of the Company's chief actuary on the Company's loss and loss expense reserves, including any reports of outside actuaries.
- f. Financial Statement Review
- i. Meet to review and discuss with management and the independent auditors, the Company's annual audited financial statements and specific disclosures under Management's Discussion and Analysis, and recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.
  - ii. Review and discuss with management and the independent auditors, the Company's quarterly financial statements, Management's Discussion and Analysis and the results of the independent auditor's review of the quarterly financial statements

- iii. Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies.
  - iv. Discuss with management and the independent auditors significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles (which shall be communicated to the committee by the Company's chief financial officer as soon as reasonably practicable), the selection and disclosure of critical accounting estimates, and the effect of alternative assumptions, estimates or accounting principles on the Company's financial statements.
  - v. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
- g. Compliance Matters
- i. Review the Company's policies and procedures regarding compliance with the Company's Code of Conduct.
  - ii. Obtain reports from management regarding compliance with the Company's Code of Conduct and any known or reported conflicts of interest.
  - iii. Review with the Company's counsel legal and regulatory matters.
  - iv. Review and approve procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- h. 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.
5. REPORTING RESPONSIBILITIES
- a. The committee shall keep a record of its proceedings.

b. The committee shall report to the Board.

6. CONSTRUCTION

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

Approved by the Board of Directors on August 10, 2017

Robert W. Scully  
Chair, Audit Committee

Joseph F. Wayland  
Secretary

Last reviewed: August 2019