

**CHUBB LIMITED**  
**RISK & FINANCE COMMITTEE CHARTER**

1. PURPOSE AND MISSION STATEMENT OF THE RISK & FINANCE COMMITTEE

The Risk & Finance Committee helps execute the Board's supervisory responsibilities pertaining to enterprise risk management, capital structure, financing arrangements and investments.

The committee's responsibilities include: (a) evaluation of the integrity and effectiveness of the Company's enterprise risk management procedures and systems and information (the *cognitive*); (b) oversight of policy decisions pertaining to risk aggregation and minimization, including credit risk (the *strategic*); (c) assessment of the Company's major decisions and preparedness levels pertaining to perceived material risks (the *tactical*); (d) oversight of the capital structure and financing arrangements in support of the Company's plans and consistent with its risk tolerances; and (e) oversight of management's investment of the Company's investible assets, give input on strategies, and monitor overall conditions and developments with respect to these assets and, again, to make sure they are consistent with the Company's risk tolerances.

2. AUTHORITY OF THE RISK & FINANCE COMMITTEE

- a. The Company's Chief Risk Officer shall report to the Chief Executive Officer and to the committee.
- 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, independent auditor or outside actuaries or consultants 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. The committee shall receive appropriate funding, as determined by the committee, from the Company for payment of compensation to any special legal, accounting or other consultants employed by the committee, and ordinary administrative expenses of the committee that are necessary or appropriate in carrying out its duties.
- f. Subject to applicable law, the committee shall have discretion to approve significant financing or capital transactions as may be delegated by the Board from time to time, including pursuant to general parameters and guidelines approved by the Board. The committee shall make recommendations to the Board regarding transactions outside its delegated authority.
- g. The committee shall have authority as described elsewhere in this charter, as well as such other powers as may be delegated to it from time to time by the Board.

3. RISK & FINANCE COMMITTEE COMPOSITION

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.

#### 4. DUTIES AND RESPONSIBILITIES OF THE RISK & FINANCE COMMITTEE

The committee shall have duties and responsibilities as follows:

- a. General.
  - i. Meet at such intervals as it determines;
  - ii. If necessary, hire special counsel or experts to assist the committee in its work;
  - iii. Confer with the Audit Committee as necessary to facilitate the Audit Committee's adherence to New York Stock Exchange and other regulatory requirements as to risk and risk management;
  - iv. Meet, either alone or together with one or more other independent directors that are not members of the Risk & Finance Committee, as deemed necessary under the circumstances, and with the Chief Risk Officer, Chief Financial Officer, Chief Accounting Officer, Treasurer, Chief Investment Officer or any other officer they may choose, together or in separate executive sessions; and
  - v. Perform other oversight functions as requested by the full Board.
- b. Enterprise Risk Management.
  - i. Monitor the integrity and adequacy of the risk management function of the Company;
  - ii. Help ensure that policies, control procedures and practices are in place for the enterprise wide identification and management of the Company's key risks, including systemic risks that may arise from the company's insurance and investment risk-taking activities and its operational footprint;
  - iii. Review the methodology for establishing the Company's overall risk limits and review management's recommendations regarding risk limits for particular material risks;
  - iv. Review the processes and controls pertaining to insurance risk-taking activities, including the policies associated with the pricing of such risks, the use of reinsurance, and the development of new products or lines of business where potentially material;
  - v. Review the processes and controls pertaining to risks associated with investment activities, including asset performance risk, credit risk, asset-liability matching and foreign exchange risk;
  - vi. Review the processes and controls pertaining to operational and information technology risks, including the integrity, availability and recoverability of systems and data; subject to the Audit Committee's oversight of cyber-security related exposures and risks as set forth in the Audit Committee Charter;
  - vii. Review the company's assessment of emerging risks that could have a significant impact to the Company;
  - viii. Review the company's procedures to design, validate and use risk-models for business and third-party purposes, including its economic capital model;

- ix. Review risk-related material statements contained in financial statements and SEC filings, and review protocols pertaining to other risk management-related disclosures as required by other laws or regulations; and
  - x. Consult with the Compensation Committee at least annually concerning how and to what extent executive compensation structures are conducive to appropriate risk-taking and otherwise take into account enterprise risk management.
- c. Capital Structure and Financing.
- i. Review periodically the Company's capital structure and the risks related thereto with respect to adequacy and, to the extent deemed necessary, recommend to the Board alterations to such capital structure;
  - ii. Review, discuss and make recommendations to the Board concerning proposed issuances of equity, debt and other securities and proposed credit and similar facilities;
  - iii. Review, discuss and make recommendations to the Board concerning repurchases of any of the Company's outstanding securities;
  - iv. Review and make recommendations to the Board concerning the Company's dividend policy and dividends to be paid;
  - v. Approve the Company's derivatives policy and any changes thereto;
  - vi. Review and recommend to the Board changes in the Company's principal treasury policies and guidelines relating to banking and finance matters;
  - vii. Monitor and review the Company's corporate guarantees and make recommendations to the Board in its reasonable discretion or as directed by the Board; and
  - viii. Monitor and review rating agency actions and reports.
- d. Investments.
- i. Consider written Investment Procedures and Guidelines for the Company consistent with the Company's strategies, goals, objectives and risk tolerances. Such Investment Procedures and Guidelines and any changes thereto shall be reviewed and approved by the Board;
  - ii. Review from time to time asset allocation ranges and material guidelines or sub-policies that may be established by Company management consistent with the Company's Investment Procedures and Guidelines. The committee shall promptly inform the Board of the establishment of any new asset allocation ranges or modifications to the existing asset allocation ranges;
  - iii. Periodically review the performance of the Company's investment managers and their compliance with the Company's Investment Procedures and Guidelines and asset allocation ranges; and
  - iv. Review deviations from the Investment Procedures and Guidelines (which should be reported by management to the committee, and considered by the committee, no later than its next meeting after such deviation).

- e. Other.
  - i. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval;
  - ii. Annually review its own performance;
  - iii. Execute in its discretion 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; and
  - iv. 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 11, 2016

Olivier Steimer  
Chair, Risk & Finance Committee

Christopher J. Kearns  
Assistant Secretary

Last reviewed: August 2018