ITEM 1 Approval of the management report, standalone financial statements and consolidated financial statements of Chubb Limited for the year ended December 31, 2021

PROPOSAL OF THE BOARD OF DIRECTORS: Our Board of Directors is asking shareholders to approve the Company’s consolidated financial statements for the year ended December 31, 2021.

ITEM 2 Allocation of divisible profit and distribution of a dividend out of legal reserves (by way of release and allocation to a dividend reserve)

PROPOSAL OF THE BOARD OF DIRECTORS: Our Board of Directors is asking shareholders to approve the Company’s divisible profit and allocate it to a dividend reserve until our next annual general meeting.

ITEM 3 Discharge of the Board of Directors

PROPOSAL OF THE BOARD OF DIRECTORS: Our Board of Directors is asking shareholders to discharge the Board of Directors for the financial year ended December 31, 2021.

ITEM 4 Election of auditors

PROPOSAL OF THE BOARD OF DIRECTORS: Our Board of Directors is asking shareholders to elect PricewaterhouseCoopers AG (Zurich) as the Company’s statutory auditor until our next annual general meeting.

ITEM 5 Election of the Chairman of the Board of Directors

PROPOSAL OF THE BOARD OF DIRECTORS: Our Board of Directors is asking shareholders to elect Evan G. Greenberg as Chairman of the Board of Directors until our next annual general meeting.

ITEM 6 Election of the Compensation Committee of the Board of Directors

PROPOSAL OF THE BOARD OF DIRECTORS: Our Board of Directors is asking shareholders to elect each of the director nominees Michael F. Connors, Mary Cirillo and Frances F. Townsend individually as members of the Compensation Committee until our next annual general meeting.

ITEM 7 Election of the Chairman of the Board of Directors

PROPOSAL OF THE BOARD OF DIRECTORS: Our Board of Directors is asking shareholders to elect each of the director nominees Michael P. Connors, Mary Cirillo and Frances F. Townsend individually as members of the Compensation Committee until our next annual general meeting.

ITEM 8 Election of Homburger AG as independent proxy

PROPOSAL OF THE BOARD OF DIRECTORS: Our Board of Directors is asking shareholders to elect Homburger AG as the Company’s independent proxy until the conclusion of our next annual general meeting.

ITEM 9 Amendment to the Articles of Association relating to authorized share capital for general purposes

PROPOSAL OF THE BOARD OF DIRECTORS: Our Board of Directors is asking shareholders to approve an amendment to Article 6(a) of the Articles of Association to authorize our Board of Directors to increase the Company’s share capital within two years following the Annual General Meeting to a maximum amount equal to CHF 4,830,000,000, which amount would be divided into 200,000,000 shares, as follows:

- a) Der Verwaltungsrat setzt das Aktienkapital jederzeit bis zum 19. Mai 2024 im Maximalbetrag von CHF 4'830'000'000 durch Ausgabe von hinsichtlich 200'000'000 vollständig zu liberierenden Namensaktien mit einem Nennwert von CHF 24.15 je Aktie zu erhöhen.

 Artikel 6 Genehmigtes Kapital zu allgemeinen Zwecken

a) The Board of Directors is authorized to increase the share capital from time to time until May 19, 2024 by an amount not exceeding CHF 4,830,000,000 through the issue of up to 200,000,000 fully paid up registered shares with a nominal value of CHF 24.15 each.

 Artículo 6 Autorizado Capital Saldado para fines generales

a) El Consejo de Administración puede aumentar el capital autorizado en cualquier momento hasta el 19 de mayo de 2024, por un monto no excediendo de CHF 4,830,000,000, a través de la emisión de hasta 200,000,000 de acciones nominales de CHF 24.15.

ITEM 10 Reduction of share capital

PROPOSAL OF THE BOARD OF DIRECTORS: Our Board of Directors is asking shareholders to approve that (i) the Company’s share capital be reduced by CHF 318,275,265 from CHF 11,998,270,493.10 to CHF 10,779,995,228.10 by canceling 13,379,100 registered shares with a nominal value of CHF 24.15 each, all of which are held in treasury; and (ii) it be acknowledged that according to the special audit report prepared by PricewaterhouseCoopers AG (Zurich), the claims of creditors will be covered despite the capital reduction; and (iii) Article 3(b) of the Articles of Association be amended as follows:

- Artikel 3 Aktienkapital

a) Das Aktienkapital der Gesellschaft beträgt CHF 10'779'995'228.10 und ist um CHF 318'275'265 abzumindern, wobei 13'379'100 auf die Nominalsumme von CHF 24.15 je Aktie umgeformt werden.

 Artículo 3 Capital Saldado

a) El capital autorizado de CHF 10,779,995,228.10 será reducido en CHF 318,275,265, lo que implica la cancelación de 13,379,100 acciones nominadas de CHF 24.15 cada una.

ITEM 11 Approval of the maximum compensation of the Board of Directors and Executive Management

PROPOSAL OF THE BOARD OF DIRECTORS: Our Board of Directors is asking shareholders to approve a maximum total of USD 4.8 million in aggregate compensation for the members of the Board of Directors until the 2023 annual general meeting.

ITEM 12 Compensation of Executive Management for the next calendar year

PROPOSAL OF THE BOARD OF DIRECTORS: Our Board of Directors is asking shareholders to approve a maximum total of USD 54 million in aggregate compensation for the Members of Executive Management for the next calendar year (2023).
Resolved: Shareholders request that Chubb’s Board of Directors adopt and disclose new policies to help ensure that its underwriting practices do not support new fossil fuel supplies, in alignment with the IEA’s Net Zero Emissions by 2050 Scenario.

Our Board has considered this shareholder proposal and recommends that you vote “AGAINST” it.

ITEM 14
Shareholder proposal regarding a report on greenhouse gas emissions

SHAREHOLDER PROPOSAL
As You Sow, as representative of the As You Sow Shareholder Action Account, has submitted the following shareholder proposal:

Be It Resolved: Shareholders request that Chubb issue a report, at reasonable cost and omitting proprietary information, addressing whether and how it intends to measure, disclose, and reduce the GHG emissions associated with its underwriting, insuring, and investment activities in alignment with the Paris Agreement’s 1.5°C goal, requiring net zero emissions.

Our Board has considered this shareholder proposal and recommends that you vote “AGAINST” it.

ORGANIZATIONAL MATTERS

Important Notice Regarding Admission to the Annual General Meeting

Due to the coronavirus (COVID-19) pandemic, the Swiss government has authorized Swiss companies to direct that shareholders may only exercise their rights by the independent proxy and not in person. While participants necessary to conduct the Annual General Meeting in compliance with Swiss law will be present at the meeting location, in-person attendance by shareholders is not permitted. These measures are being taken pursuant to Swiss law and in the interest of the health and wellbeing of our shareholders, employees, participants at the Annual General Meeting and the general public, and due to uncertainties related to travel restrictions and other potential restrictions affecting the conduct of, or the participation in, the general meeting. Shareholders may only exercise their rights by providing voting instructions to the independent proxy timely in advance of the Annual General Meeting, either electronically or in writing (as described below).

Shareholders who are registered in the share register on March 25, 2022 will receive an individualized Notice of Internet Availability of Proxy Materials (which we refer to as the Notice) from our share registrar. Beneficial owners of shares will receive the Notice or proxy materials, as well as a voting instruction form, from their broker, bank, nominee or custodian acting as shareholder of record to indicate how they wish their shares to be voted.

Each share carries one vote. The exercise of voting rights is subject to the voting restrictions set out in our Articles of Association.

Beneficial owners of shares held in “street name” and shareholders of record with voting rights at the close of business on March 25, 2022 are entitled to vote at the Annual General Meeting, except that shareholders who, upon application, become registered as shareholders with respect to their shares in our share register after March 25, 2022 but on or before May 6, 2022 and wish to vote those shares at the Annual General Meeting (by way of the independent proxy) will need to obtain proxy materials by contacting Investor Relations by telephone at +1 (212) 827-4445 or via e-mail at investorrelations@chubb.com. Shareholders registered in our share register (as opposed to beneficial holders of shares held in “street name”) who have sold their shares prior to May 6, 2022 are not entitled to vote those shares at the Annual General Meeting.

Granting of proxy to the independent proxy

If you are a shareholder of record, you have the right to grant your voting proxy directly to the independent proxy. Homburger AG, Prime Tower, Hardstrasse 201, CH-8005 Zurich, Switzerland, in the sense of Article 689c of the Swiss Code of Obligations by completing, signing and submitting the corresponding proxy card (including electronically).

Proxies granted to the independent proxy must be received no later than 6:00 p.m. Central European Time (12:00 noon Eastern Time) on May 10, 2022.

By signing the proxy card (including electronically) and if no other instructions are given, the shareholder instructs the independent proxy to vote in accordance with the position of the Board of Directors as to each agenda item. If a new agenda item or a new proposal for an existing agenda item is put before the Annual General Meeting and no other instructions are given, the shareholder instructs the independent proxy to vote in accordance with the position of the Board of Directors. In case a shareholder invalidates these general instructions and does not provide any other instructions, the independent proxy must abstain from voting on the shareholder’s behalf.

2022 Proxy Statement and 2021 Annual Report of Chubb Limited

Chubb Limited’s proxy statement relating to the Annual General Meeting, which includes further explanations of the agenda items described above, Chubb Limited’s 2021 Annual Report containing the Company’s audited consolidated financial statements with accompanying notes and its audited statutory standalone financial statements prepared in accordance with Swiss law, the Company’s Swiss law compensation report, management report, the statutory auditor’s report, and the statutory auditor’s report related to Agenda Item 10 above, are available on the Company’s website in the Investor Information section at http://investors.chubb.com/investor-relations/shareholder-resources/shareholder-meeting-materials/default.aspx. Copies of these documents may be obtained without charge by contacting Chubb Limited Investor Relations by telephone at +1 (212) 827-4445 or via e-mail at investorrelations@chubb.com. Copies may also be physically inspected at the offices of Chubb Limited, Biiringasse 32, CH-8061 Zurich, Switzerland.

Zurich, April 19, 2022

By Order of the Board of Directors,

Joseph F. Wayland
Executive Vice President, General Counsel and Secretary