1. PURPOSE OF THE EXECUTIVE COMMITTEE

The committee was established by the Board to exercise all the powers and authority of the Board in the management of the business and affairs of the Company between the meetings of the Board, except (a) as limited by the Company’s Articles of Association or Organizational Regulations, rules of the New York Stock Exchange or applicable law or regulation and (b) matters that are specifically reserved for another committee of the Board.

2. AUTHORITY OF THE EXECUTIVE COMMITTEE

a. Except (a) as limited by the Company’s Articles of Association or Organizational Regulations, rules of the New York Stock Exchange or applicable law or regulation and (b) matters that are specifically reserved for another committee of the Board, the committee shall have and may exercise all the powers and authority of the Board in the ultimate management of the business and affairs of the Company between the meetings of the Board.

b. The committee shall have the authority to retain special legal, accounting or other consultants to advise the committee.

c. The committee may request any other director, officer or employee of the Company or the Company’s outside counsel or independent auditor or actuary to attend a meeting of the committee or to meet with any members of, or consultants to, the committee.

3. EXECUTIVE COMMITTEE COMPOSITION

a. The committee shall consist of the Chairman, the chief executive officer (if a director but not the Chairman), the Lead Director and the chairs of each of the Audit Committee, the Compensation Committee, the Nominating & Governance Committee and the Risk & Finance Committee.

b. At all meetings of the committee, a majority of the total number of members shall constitute a quorum for the transaction of business; provided that at least one such member constituting the quorum shall be a director who is not an executive officer of the Company, and the act of a majority of the votes cast at any meeting at which there is a quorum shall be the act of the committee, except as may be otherwise specifically provided by law. In case of a tie of votes, the Chairman shall not have the casting vote.

c. The Chairman shall act as chairman of the committee.

4. DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

a. In addition to exercising the powers and authority of the Board in the ultimate management of the business and affairs of the Company between the meetings of the Board within the limitations set forth in 2a. above, the committee shall have such other duties, responsibilities and authorities as the Board may from time to time delegate.

b. The Nominating & Governance Committee shall review and reassess the adequacy of this Charter from time to time, as it deems advisable, and recommend any proposed changes to the Board for approval.
5. REPORTING RESPONSIBILITIES
   a. The committee shall keep a record of its proceedings.
   b. The committee shall report to the Board.

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

Approved by the Board of Directors on August 13, 2015

Evan G. Greenberg
Chairman and CEO; Chair, Executive Committee

Joseph F. Wayland
Secretary

Last reviewed: August 2023