

THE TRAVELERS COMPANIES, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose of the Committee

The purposes of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of The Travelers Companies, Inc. (the “Company”) are to identify and select (or recommend to the Board selection of) individuals qualified to become members of the Board and its committees (including this Committee) consistent with criteria approved by the Board, to develop and recommend to the Board a set of corporate governance principles applicable to the Company, to develop and recommend the committee structure to the Board, to advise the Board on matters pertaining to director compensation, to review succession plans of the Company’s Chief Executive Officer (the “CEO”) and the CEO’s direct reports, and to oversee the annual evaluation of the Board’s performance.

Committee Membership

The Committee shall consist of three or more members of the Board, each of whom the Board has determined has no “material” relationship with the Company and each of whom is otherwise “independent” under the Company’s Governance Guidelines and the applicable rules of the New York Stock Exchange, Inc.

The members of the Committee shall be appointed by the Board and shall serve at the pleasure of the Board.

Committee Structure and Operations

The Board shall designate one member of the Committee as the Committee’s chairperson. The Committee’s chairperson shall set the agendas for the Committee meetings.

The Committee shall meet in person or by such other means of remote communication through which the Committee members so participating and all Committee members physically present at the meeting may participate with each other during the meeting. The Committee shall meet at times and places determined by the Committee chairperson(s).

At all meetings of the Committee, a majority of the total number of members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. The Committee may also act by written consent.

Committee Duties and Responsibilities

The following are the primary duties and responsibilities of the Committee:

A. Identification and Selection of Directors

- 1) Recommend to the Board from time to time any changes that the Committee believes are desirable to the size of the Board or the size or purpose of any committee thereof.
- 2) Establish criteria for the selection of directors to serve on the Board, identify individuals believed to be qualified to be Board members, and recommend to the Board the nominees to stand for election or re-election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy (including a vacancy created by an increase in the size of the Board), the Committee may recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In identifying candidates, the Committee shall take into consideration such factors as it deems appropriate, which shall include but not be limited to satisfaction of any applicable legal requirements or listing standards and the individual's strength of character, judgment, business or other experience and specific areas of expertise, factors relating to the composition of the Board (including its size and structure) and principles of diversity. The Committee shall also review any candidate recommended by one or more shareholders of the Company in light of these criteria, provided that such candidates are nominated in accordance with the Company's bylaws.
- 3) Recommend Board members to be appointed by the Board to serve on each committee of the Board (including this Committee) and propose that one such identified member be elected to serve as chairperson of the committee. In recommending a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate.

B. Director Continuing Education

Oversee the continuing education of all directors in light of the guidelines set forth in the Company's Governance Guidelines.

C. Evaluation of Board and Director Performance

Establish procedures pertaining to the annual evaluation of the Board's performance, each of its Committees and each of its directors and oversee such evaluations following such procedures.

D. Compensation and Benefits Policies for Directors

Review periodically the director compensation program, retirement and tenure policies and recommend changes to the Board as appropriate.

E. Governance

- 1) Develop and recommend to the Board a set of corporate governance principles applicable to the Company, and review those principles at least once a year, and recommend changes to such principles as appropriate.

2) Develop and recommend to the Board standards to be applied in making determinations as to the “independence” of directors and the absence of “material” relationships between the Company and a director.

F. Succession

Review succession plans of the CEO and other direct reports to the CEO at least annually.

G. Related Person Transactions

Review and approve or ratify, as appropriate, all Related Person Transactions, as defined in the Company’s Related Person Transaction Policy.

H. Public Policy

Review, at least annually, the Company’s public policy initiatives.

Delegation to Subcommittee

The Committee may, in its discretion, delegate any of its duties and responsibilities to a subcommittee of the Committee.

Committee Records and Reports

The Committee shall maintain minutes or other records of meetings and activities of the Committee. The Committee shall also provide to the Board regular reports of the matters discussed and actions taken at each Committee meeting. The report to the Board may take the form of an oral report by the Committee chairperson or any other member of the Committee designated by the Committee to make such report.

The Committee shall also provide to the Board an annual performance evaluation of the Committee, which self-evaluation shall, at a minimum, compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to this charter deemed necessary or desirable by the Committee.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to the retention or termination of consultants or search firms used to identify director candidates or evaluate director compensation, including approval of the search firms’ fees and other retention terms, this authority shall be vested solely in the Committee. The Committee may also request that any officer or other employee of the Company, the Company’s outside counsel or any other adviser meet with any members of, or advisers or consultants to, the Committee.

Consideration of Directors for Re-Election

In connection with its annual recommendation of a slate of nominees, the Committee shall assess the contributions of those Directors recommended for re-election in the context of the Board evaluation process and other perceived needs of the Board. Final approval of any candidate for election shall be determined by the Board.

Director Removal Guidelines

The Committee shall recommend to the Board any guidelines for the removal of Directors from the Board as it determines are appropriate.