

**THE ST. PAUL TRAVELERS COMPANIES, INC.
EXECUTIVE COMMITTEE CHARTER**

Purpose of the Committee

The purpose of the Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of The St. Paul Travelers Companies, Inc. (the “Company”) is to act on behalf of the Board during intervals between meetings of the Board in order to provide a degree of flexibility and ability to respond to time-sensitive business and legal matters.

Committee Membership

The Committee shall consist of three or more members of the Board.

The Committee members shall be appointed by the Board, upon consideration of the recommendation of its Governance Committee, and they shall serve at the pleasure of the Board.

Committee Structure and Operations

The Board, upon recommendation of its Governance Committee, 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. The Committee also may act by written consent.

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.

All directors who are not members of the Committee may attend meetings of the Committee and shall be provided with notice of meetings in substantially the same manner, and at substantially the same time, as members of the Committee but may not vote. In addition, the Committee may invite to its meetings such other persons as it deems appropriate in order to carry out its responsibilities.

Committee Duties and Responsibilities

The Committee shall have, and may exercise, all the powers of the Board in the management of the business and affairs of the Company between meetings of the Board, except (a) as limited by the Company’s articles of incorporation or bylaws, the rules of the New York Stock Exchange or applicable law or regulation and (b) with respect to matters that are specifically reserved for another committee of the Board.

In addition, during intervals between meetings of the Board of Directors, this Committee shall review and, in its judgment, approve the settlement or compromise of any litigation or claim against the Company or any of its subsidiaries that does not directly relate to a claim under (i) an insurance policy issued, (ii) a treaty entered into, or (iii) a bond issued, in each case by a subsidiary of the Company (individually and collectively referred to herein as “insurance litigation”), for an amount, whether to be paid in one or more of a series of related payments, that exceeds \$300 million; provided, however notwithstanding the foregoing, that each of the Chief Executive Officer and Chief Financial Officer, acting together with the Executive Vice President and General Counsel, is authorized to effect the settlement or compromise of any non-insurance litigation or claim on behalf of the Company or any of its subsidiaries, and to delegate to appropriate officers of the Company or any of its subsidiaries their authority to settle or compromise any such claim on behalf of the Company or any of its subsidiaries, for an amount, whether to be paid in one or more of a series of related payments, that does not exceed \$300 million.

Committee Records and Reports

The Committee shall maintain minutes or other records of meetings and activities of the Committee. The Committee also shall provide to the Board a summary of the matters discussed and actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting or as soon thereafter as is practicable. The Committee 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.

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, advisors, consultants or administrative support, as it deems appropriate, without seeking approval of the Board or management. The Committee may request the Company’s outside counsel or any officer or employee of the Company or of any of its subsidiaries to meet with any members of, or advisors to, the Committee.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to any advisors retained by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.