



**COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER
SELECTIVE INSURANCE GROUP, INC.**

Effective January 2025

SELECTIVE INSURANCE GROUP, INC.
COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER

1. PURPOSE

The Compensation and Human Capital Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Selective Insurance Group, Inc. (the "Company"). The Committee's purposes are to:

- (i) Oversee and review the Company's executive officer and non-employee director compensation plans and practices, including incentive compensation and equity-based plans;
- (ii) Review the performance of management in achieving corporate goals and objectives;
- (iii) Review matters related to succession planning and professional development for executive officers;
- (iv) Assure that the Company's executive officers are compensated effectively consistent with the Company's financial performance, strategy, competitive practices, and regulatory requirements; and
- (v) Assist with Board oversight of the Company's strategies relating to human capital management ("HCM"), which includes employee health and safety.

2. COMPOSITION

The Committee shall consist of at least three independent directors, as determined from time to time by the Board. Each member of the Committee shall: (i) be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"); (ii) be an "independent director" as defined by the rules of The Nasdaq Stock Market LLC ("Nasdaq"); and (iii) satisfy the applicable rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). The Board shall elect one Committee member as the Committee's Chairperson. The Chairperson shall conduct and preside at each Committee meeting. Each appointed Committee member will be subject to annual reconfirmation and may be removed by the Board at any time, with or without cause.

3. DUTIES AND RESPONSIBILITIES

The Committee has the following duties and responsibilities, unless the Board determines otherwise, which it shall perform consistent with and subject to applicable law and rules and regulations promulgated by the SEC, Nasdaq, or any other applicable regulatory authority:

A. Compensation Strategy, Implementation, and Oversight Responsibility

- (i) Review the Company's compensation strategy to ensure that executive officers are rewarded appropriately for their contributions, including those related to growth and profitability.

- (ii) Evaluate annually the performance of the Chief Executive Officer in light of the Company's goals and objectives, including those in compensation plans in which executive officers participate. Determine and approve, or recommend to the Board for its approval, the Chief Executive Officer's compensation. The Committee may discuss the Chief Executive Officer's compensation with the Board if it chooses to do so. The Chief Executive Officer shall not be present during Committee deliberations or voting on their compensation.
- (iii) Evaluate annually the performance of the Company's other executive officers in light of the Company's goals and objectives, including those in compensation plans in which executive officers participate. Determine and approve, or recommend to the Board for its approval, the compensation of such other executive officers.
- (iv) Review perquisites and other personal benefits to executive officers and directors.
- (v) Approve employment, separation, and change in control arrangements, and severance benefits for executive officers if such arrangements are outside ordinary parameters.
- (vi) Review and approve compensation for non-employee directors, including but not limited to the following elements: retainer, meeting fees, committee fees, committee chair fees, lead director fees, and equity compensation.
- (vii) Evaluate whether incentive and other forms of compensation encourage unnecessary or excessive risk-taking.

B. Interpretation, Administration, and Oversight of Compensation Plans

- (i) Interpret and administer the Company's omnibus stock and stock purchase plans, incentive compensation plans, and other compensation plans in which executive officers participate (the "Plans"), including determining participant eligibility, the number and type of awards available for grant, the terms of such awards, and the performance goals (including, without limitation, any goals that may be related to environmental, social, and governance (ESG) and HCM) applicable to awards.
- (ii) Review the Plans and amend, or recommend that the Board amend, the Plans if the Committee deems it appropriate.
- (iii) Review and approve all equity compensation plans to be submitted for stockholder approval consistent with the applicable Nasdaq listing standards or other statutory requirements, and review and approve all equity compensation plans that are exempt from such stockholder approval requirements.
- (iv) Ensure that the Plans are administered in a manner consistent with the organization's compensation strategy and the terms of such plans, including participation, annual incentive awards, corporate financial goals, actual awards paid to executive officers, total funds reserved for payment under Plans, and the potential for deductibility.

C. Compensation Policies and Compensation Proposal Responsibilities

- (i) Oversee, monitor, and administer the Company's compensation recoupment policies and procedures, in accordance with such policies as may be adopted or amended from time to time.
- (ii) Assist the Board in its oversight of the Company's hedging and pledging policies applicable to executive officers and directors.
- (iii) Review and consider the results of any advisory vote on executive officer compensation ("say-on-pay" vote) and the results of any advisory vote on the frequency of say-on-pay votes ("say-on-frequency" votes).
- (iv) Provide recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting, including the say-on-pay vote and the say-on-frequency vote.

D. Compensation Disclosure Responsibilities

- (i) Review and discuss with management the Company's Compensation Discussion & Analysis ("CD&A") and, based on that review and discussion, recommend to the Board that the CD&A be included in the Company's annual proxy statement or Annual Report on Form 10-K.
- (ii) Prepare the Compensation Committee Report in accordance with the rules and regulations of the SEC for inclusion in the Company's annual proxy statement or Annual Report on Form 10-K.
- (iii) Review the description of the Committee's processes and procedures for the consideration and determination of director compensation, to be included in the Company's annual proxy statement.

E. Management Development, Succession Planning, and Human Capital Management

- (i) Review matters related to succession planning and professional development for executive officers.
- (ii) Review periodically with the Chief Executive Officer the plans for succession for the Company's Chief Executive Officer, other executive officers, and other key employees, including plans for succession in the event of an emergency, and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.
- (iii) Review periodic updates from management on initiatives and progress in the area of human capital management, including employee benefit offerings and diversity, equity, and inclusion (DE&I) initiatives, programs, and progress.

4. OTHER POWERS AND RESPONSIBILITIES

A. Evaluation of the Committee

The Committee shall evaluate its performance annually. The Committee shall address all matters that it considers relevant to its performance, including, the adequacy, appropriateness and quality of the information and recommendations the Committee presented to the Board, how they were discussed or debated, and whether the number and length of Committee meetings were adequate for the Committee to complete its work thoroughly and thoughtfully.

The Committee shall present a written or oral report to the Board with the evaluation results, including any recommended changes to the Company's or the Board's policies or procedures.

B. Reports

The Committee shall make regular reports to the Board, providing an overview of its activities and summarizing Committee actions. The Committee shall present recommended resolutions to the Board for adoption.

C. Retention of Professional Advisors and Funding

The Committee, without the need for Board approval, shall be responsible for and have the authority to select and retain consultants and other third-party advisors ("Consultants"), including compensation consultants, as it deems necessary or appropriate to provide it with advice and counsel regarding the amounts and/or forms of executive officer and director compensation. Before retaining any Consultant, the Committee shall assess the Consultant's independence, taking into account factors required by applicable SEC and Nasdaq rules. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any Consultants retained by the Committee. The Company shall provide appropriate funding for the fees and expenses of such Consultants that the Committee retains and pay for ordinary administrative expenses necessary or appropriate to carry out its duties without requiring the Committee to seek Board approval.

D. Review of Charter

The Committee shall review and reassess this Charter's adequacy annually and recommend any proposed changes to the Board for approval.

E. Miscellaneous

The Committee shall perform any other activities consistent with this Charter, the Company's Restated Certificate of Incorporation, By-Laws, and governing law as the Committee or the Board deems necessary or appropriate. The Committee shall be given direct and complete access to the Company's Board and management as the Committee deems necessary to perform its duties under this Charter.

5. MEETINGS AND PROCEDURES

A. Meetings

The Committee shall fix its rules of procedure, which shall be consistent with the Company's By-Laws and this Charter. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee shall meet at least quarterly (and more frequently as is necessary) to carry out its responsibilities and act upon matters within the Committee's jurisdiction under this Charter. The Committee intends to hold regular executive sessions during which members can discuss executive compensation-related issues without management present. Committee meetings may be called by the Committee Chairperson and/or management. A majority of the total number of Committee members present in person or by conference call or video meeting, in which all participants can hear each other will constitute a quorum at all Committee meetings.

B. Delegation of Authority

The Committee may form subcommittees for any purpose it deems appropriate, delegating to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that (i) no subcommittee shall have fewer than two members and (ii) the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation, or listing standard to be exercised by the Committee as a whole. To the extent permitted by applicable laws, rules, and regulations and the Company's incentive compensation plans and equity-based compensation plans, the Committee may delegate to management the administration of such incentive compensation plans and equity-based compensation plans for persons not subject to the reporting requirements of Section 16 of the Exchange Act. Delegation shall not limit or restrict the Committee on any delegated matter, and any related Committee action shall not limit or restrict the Committee's future actions.

Responsibility for day-to-day administration, including the preparation and filing of all government reports and the preparation and delivery of all required employee materials and communications, will be performed by Company personnel.

C. Minutes

Minutes of each meeting of the Committee shall be prepared documenting the activities of the Committee. After review and comment by Committee members, the minutes of each meeting of the Committee shall be finalized and sent to the Company's Corporate Secretary for permanent filing in the Company's minute book.

D. Role of Executive Officers

The Chief Executive Officer and the most senior human resources officer of the organization may make, and the Committee may consider, recommendations to the Committee about the Company's compensation plans and practices, including its executive officer and non-employee director compensation programs, except that the Chief Executive Officer may not make any recommendations to the Committee regarding their compensation.