TRAVELERS COMPANIES, INC.
Form DEF 14A
April 01, 2016

Use these links to rapidly review the document
TABLE OF CONTENTS

Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

The Travelers Companies, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

485 Lexington Avenue
New York, New York
10017

April 1, 2016

Dear Shareholders:

Please join us for The Travelers Companies, Inc. Annual Meeting of Shareholders on Thursday, May 19, 2016, at 9:30 a.m. (Eastern Daylight Time) at the Hartford Marriott Downtown, 200 Columbus Boulevard, Hartford, Connecticut 06103.

Attached to this letter are a Notice of Annual Meeting of Shareholders and Proxy Statement, which describe the business to be conducted at the meeting. We also will report on matters of current interest to our shareholders.

At this year's meeting, you will be asked to:

(1) elect the 14 director nominees listed in the Proxy Statement;

(2) ratify the appointment of our independent registered public accounting firm for 2016;

(3) consider a non-binding vote to approve executive compensation;

(4) approve an amendment to The Travelers Companies, Inc. 2014 Stock Incentive Plan;

(5) consider a shareholder proposal on political contributions and expenditures, if presented at the meeting; and

(6) consider a shareholder proposal relating to lobbying, if presented at the meeting.

The Board of Directors recommends that you vote FOR each of the nominees listed in item 1, FOR items 2, 3 and 4 and AGAINST items 5 and 6.

Your vote is important. Whether you own a few shares or many, and whether or not you plan to attend the Annual Meeting in person, it is important that your shares be represented and voted at the meeting. You may vote your shares by proxy on the Internet, by telephone, or by completing, signing and promptly returning a proxy card, or you may vote in person at the Annual Meeting.

Thank you for your continued support of Travelers.

Sincerely,

Alan D. Schnitzer	Jay S. Fishman
Chief Executive Officer	Executive Chairman of the Board

Table of Contents

PROXY VOTING METHODS

If, at the close of business on March 21, 2016 (the "Record Date"), you were a shareholder of record or held shares through The Travelers Companies, Inc. (the "Company" or "Travelers") 401(k) Savings Plan or through a broker or nominee, you may vote your shares by proxy on the Internet, by telephone or by mail. For shares held of record or through a broker or nominee, you may also vote in person at the Annual Meeting of Shareholders to be held on May 19, 2016 (the "Annual Meeting"). For shares held through a broker or nominee, you may vote by submitting voting instructions to your broker or nominee. To reduce our administrative and postage costs, we ask that you vote on the Internet or by telephone, both of which are available 24 hours a day. You may revoke your proxies or change your vote at the times and as described on page 90 of this Proxy Statement.

If you are a shareholder of record or hold shares through a broker or bank and are voting by proxy, your vote must be *received* by 11:59 p.m. (Eastern Daylight Time) on May 18, 2016 to be counted.

If you hold shares through Travelers' 401(k) Savings Plan, your vote must be *received* by 11:59 p.m. (Eastern Daylight Time) on May 17, 2016 to be counted. Those votes cannot be changed or revoked after that time, and those shares cannot be voted in person at the Annual Meeting.

To vote by proxy:

BY INTERNET

- Go to the website *www.proxyvote.com* and follow the instructions, 24 hours a day, seven days a week.

- You will need the 16-digit number included on your Notice of Internet Availability of Proxy Materials (the "Notice") or on your proxy card.

BY TELEPHONE

- From a touch-tone telephone, dial (800) 690-6903 and follow the recorded instructions, 24 hours a day, seven days a week.

- You will need the 16-digit number included on your Notice of Internet Availability of Proxy Materials or on your proxy card.

BY MAIL

- If you have not already received a proxy card, you may request a proxy card from us by following the instructions on your Notice of Internet Availability of Proxy Materials.

- When you receive the proxy card, mark your selections on the proxy card.

- Date and sign your name exactly as it appears on your proxy card.

- Mail the proxy card in the postage-paid envelope that will be provided to you.

If you plan to attend the Annual Meeting and vote in person, you must present a form of personal identification (such as driver's license) along with your Notice, proxy card or proof of ownership (and if your shares are held in street name, a bank or brokerage account statement as proof of ownership). You may vote shares held in street name at the Annual Meeting only if you obtain a signed proxy from the recordholder (broker or other nominee) giving you the right to vote the shares.

Even if you plan to attend the Annual Meeting, we encourage you to vote in advance using one of the voting methods described above so that your vote will be counted if you later decide not to attend the meeting.

Shares held by current and former employees through the Company's 401(k) Savings Plan cannot be voted in person at the Annual Meeting.

YOUR VOTE IS IMPORTANT. THANK YOU FOR VOTING.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS AND PROXY STATEMENT

Thursday, May 19, 2016

9:30 a.m. Eastern Daylight Time

Hartford Marriott Downtown, 200 Columbus Boulevard, Hartford, Connecticut 06103.

ITEMS OF BUSINESS

1. Elect the 14 director nominees listed herein.
2. Ratify the appointment of KPMG LLP as our independent registered public accounting firm for 2016.
3. Consider a non-binding vote to approve executive compensation.
4. Approve an amendment to The Travelers Companies, Inc. 2014 Stock Incentive Plan.
5. Consider a shareholder proposal relating to political contributions and expenditures, if presented at the Annual Meeting.
6. Consider a shareholder proposal relating to lobbying, if presented at the Annual Meeting.
7. Consider such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

RECORD DATE

You may vote at the Annual Meeting if you were a shareholder of record at the close of business on March 21, 2016.

VOTING BY PROXY

To ensure your shares are voted, you may vote your shares on the Internet, by telephone or by completing a paper proxy card and returning it by mail. Internet and telephone voting procedures are described on the preceding page and in the General Information section beginning on page 88 of the Proxy Statement and on the proxy card.

By Order of the Board of Directors,

Wendy C. Skjerven
Corporate Secretary

This Notice of Annual Meeting and Proxy Statement are being distributed or made available, as the case may be, on or about April 1, 2016.

TABLE OF CONTENTS

Table of Contents

ITEM 1 ELECTION OF DIRECTORS

Nominees for Election of Directors

There are currently 13 members of the Board of Directors (the "Board"). On February 3, 2016, the Board, upon recommendation of its Nominating and Governance Committee, unanimously nominated the 13 current directors listed below for re-election to the Board at the Annual Meeting. The Board also unanimously nominated Todd C. Schermerhorn, who is not currently a director, for election to the Board at the Annual Meeting.

The directors elected at the Annual Meeting will hold office until the 2017 annual meeting of shareholders and until their successors are duly elected and qualified. Unless otherwise instructed, the persons named in the form of proxy card (the "proxyholders") attached to this Proxy Statement as filed with the Securities and Exchange Commission ("SEC"), intend to vote the proxies held by them for the election of the 14 nominees named below. The proxies cannot be voted for more than 14 candidates for director. The Board of Directors knows of no reason why these nominees should be unable or unwilling to serve, but if that should be the case, proxies received will be voted for the election of such other persons, if any, as the Board of Directors may designate.

Alan L. Beller
Age 66
Director Since 2007

Mr. Beller is Senior Counsel of the law firm of Cleary Gottlieb Steen & Hamilton LLP ("Cleary"), based in the New York City office. Mr. Beller joined Cleary in 1976 and was a partner in the firm from 1984 through 2001. From 2002 to 2006, he served as the Director of the Division of Corporation Finance of the U.S. Securities and Exchange Commission and as Senior Counselor to the Commission. He returned to Cleary in August 2006 and was a partner in the firm until 2014. Mr. Beller is a member of the Board of Trustees of the IFRS Foundation.

John H. Dasburg
Age 73
Director Since 1994

Mr. Dasburg has been Chairman and Chief Executive Officer of ASTAR USA, LLC, a holding company investing in aviation operations, since April 2003. He served as Chief Executive Officer and President of Burger King Corporation from April 2001 through January 2003 and as Chairman of Burger King from April 2001 to March 2003. Mr. Dasburg served as President and Chief Executive Officer of Northwest Airlines from 1989 through March 2001. From 1980 to 1989, he held a number of positions at Marriott Corporation, including President of The Lodging Group, Chief Financial Officer and Chief Real Estate Officer. From 1973 to 1980, Mr. Dasburg was employed by KPMG Peat Marwick, serving as a Tax Partner from 1978 to 1980. Mr. Dasburg is currently a member of the Advisory Board of Trilantic Capital Partners and is a director of the Miami Cancer Institute.

Janet M. Dolan
Age 66
Director Since 2001

Ms. Dolan has been President of Act 3 Enterprises, LLC, a consulting services company, since August 2006. She served as President and Chief Executive Officer of Tennant Company, a manufacturer of nonresidential floor maintenance equipment and products, from April 1999 until her retirement in December 2005, and she had served in a number of senior executive positions with Tennant Company from 1986 until April 1999. Prior to joining Tennant Company, Ms. Dolan was a director of the Minnesota Lawyers' Professional Responsibility Board. Ms. Dolan is also a director of Wenger Corporation. Ms. Dolan also served as a director of Donaldson Company, Inc. until November 2014.

Kenneth M. Duberstein
Age 71
Director Since 1998

Mr. Duberstein has been Chairman and Chief Executive Officer of The Duberstein Group, Inc., a strategic advisory and consulting firm, since 1989. Previously, Mr. Duberstein served as Chief of Staff to President Ronald Reagan from 1988 to 1989 and as Deputy Chief of Staff during 1987. From 1984 to 1986, Mr. Duberstein was Vice President of Timmons & Company in Washington, D.C. Prior to that, he held the White House position as Assistant to the President, Legislative Affairs from 1981 to 1983. From 1977 to 1980, Mr. Duberstein was Vice President of the Committee for Economic Development. He serves as Chairman of the Harvard Institute of Politics at the Kennedy School of Government, is a director of the Brookings Institution and the National Alliance to End Homelessness and is a lifetime trustee for the Kennedy Center for the Performing Arts. Mr. Duberstein is also a director of The Boeing Company and Mack-Cali Realty Corp. Mr. Duberstein also served as a director of ConocoPhillips until April 2012 and Dell Inc. until October 2013.

Jay S. Fishman
Age 63
Director Since 2001

Mr. Fishman is Executive Chairman of the Board of Travelers, a position he has held since December 2015. He previously served as the Company's Chief Executive Officer since the April 1, 2004 merger of The St. Paul Companies, Inc. with Travelers Property Casualty Corp. that formed the Company, and he assumed the additional role of Chairman in September 2005. He held the additional title of President from October 2001 until June 2008. From October 2001 until April 2004, Mr. Fishman had been Chairman, Chief Executive Officer and President of The St. Paul Companies, Inc. Mr. Fishman held several key executive posts at Citigroup Inc. or its subsidiaries from 1998 to October 2001, including Chairman, Chief Executive Officer and President of the Travelers insurance business. Starting in 1989, Mr. Fishman worked as an executive for Primerica, which became part of Citigroup. Mr. Fishman is a director of Exxon Mobil Corporation. He also serves as Chairman of the Board of the New York City Ballet, a trustee of the University of Pennsylvania and a member and trustee of New York-Presbyterian Hospital. Mr. Fishman also served as a director of Carlyle Group Management L.L.C. until October 2015.

Patricia L. Higgins
Age 66
Director Since 2007

Ms. Higgins served as President and Chief Executive Officer of Switch and Data Facilities, Inc., a provider of neutral interconnection and collocation services, from September 2000 until her retirement in February 2004. In 1999 and 2000, Ms. Higgins served as Executive Vice President of the Gartner Group and Chairman and Chief Executive Officer of the Research Board, a segment of the Gartner Group. From 1997 to 1999, she served as Corporate Vice President and Chief Information Officer of Alcoa Inc., and from 1995 to 1997, she served as Vice President and President (Communications Market Business Unit) of Unisys Corporation. From 1977 to 1995, she served in various managerial positions, including as Corporate Vice President and Group Vice President (State of New York) for Verizon (NYNEX) and Vice President, International Sales Operations (Lucent) for AT&T Corporation/Lucent. Ms. Higgins currently serves on the Board of Directors of Barnes & Noble, Inc., Internap Corporation and Dycom Industries.

Thomas R. Hodgson
Age 74
Director Since 1997

Mr. Hodgson served as President and Chief Operating Officer of Abbott Laboratories, a global diversified health care company, from 1990 until his retirement in 1998. Prior to that, he had been President of the Abbott International Division from 1983 to 1990 and President of the Hospital Products Division from 1978 to 1983. Mr. Hodgson held various other management positions with Abbott from 1972 to 1978. Mr. Hodgson served as a director of Idenix Pharmaceuticals until August 2014.

William J. Kane
Age 65
Director Since 2012

Mr. Kane served as an audit partner with Ernst & Young for 25 years until his retirement in 2010, during which time he specialized in providing accounting, auditing and consulting services to the insurance and financial services industries. Prior to that he served in various auditing roles with Ernst & Young. Mr. Kane is currently a director of AIG Life Holdings, Inc.

Cleve L. Killingsworth Jr.
Age 63
Director Since 2007

Mr. Killingsworth served as the President and Chief Executive Officer of Blue Cross Blue Shield of Massachusetts, Inc. from July 2005 until March 2010. He served as Chairman from January 2008 to March 2010. He joined the company in February 2004 as President and Chief Operating Officer. Before joining Blue Cross Blue Shield of Massachusetts, Mr. Killingsworth served the Henry Ford Health System as Senior Vice President of Insurance and Managed Care, as well as President and Chief Executive Officer of the Health Alliance Plan. He joined Henry Ford Health Systems in January 1998 after holding senior management positions with: the Kaiser Foundation Health Plan; Blue Cross Blue Shield of Rochester, NY; Group Health Cooperative of Puget Sound; The American Hospital Association; and the Hospital of the University of Pennsylvania. Mr. Killingsworth is currently a member of the Board of Trustees of The MITRE Corporation and the Board of Overseers of the Teachers Insurance and Annuity Association of America (TIAA) and the College Retirement Equities Fund (CREF).

Philip T. (Pete) Ruegger III
Age 66
Director Since 2014

Mr. Ruegger served as Chairman of the Executive Committee of the law firm Simpson Thacher & Bartlett LLP ("Simpson Thacher") from 2004 until his retirement in 2013. He was a member of the firm's executive committee from 1993 through June 2013. Mr. Ruegger joined Simpson Thacher in 1974 and became a partner in 1981. At Simpson Thacher, he advised clients on mergers and acquisitions, corporate governance, investigations, corporate finance and general corporate and securities law matters. Mr. Ruegger is Chairman of the Executive Committee of the Henry Street Settlement, a New York City based not-for-profit.

Todd C. Schermerhorn
Age 55
Director Nominee

Mr. Schermerhorn served as Senior Vice President and Chief Financial Officer of C.R. Bard, Inc., a multinational developer, manufacturer and marketer of life-enhancing medical technologies, from 2003 until his retirement in 2012. Prior to that, he had been Vice President and Treasurer of C.R. Bard from 1998 to 2003. From 1985 to 1998, Mr. Schermerhorn held various other management positions with C.R. Bard. Mr. Schermerhorn is a director of The Spectranetics Corporation and previously served as a director of Thoratec Corporation until October 2015.

Alan D. Schnitzer
Age 50
Director Since 2015

Mr. Schnitzer is Chief Executive Officer of Travelers. He was previously the Company's Vice Chairman and Chief Executive Officer, Business and International Insurance from July 2014 to December 2015. He was Vice Chairman Financial, Professional and International Insurance and Field Management; Chief Legal Officer from May 2012 until July 2014. Prior to that, he was Vice Chairman and Chief Legal Officer since joining the Company in April 2007 and Executive Vice President Financial, Professional and International Insurance since May 2008. Prior to joining the Company, he was a partner at the law firm of Simpson Thacher & Bartlett LLP. Mr. Schnitzer serves on the Advisory Board for the University of Pennsylvania's Institute for Urban Research and on the Board of Directors of the Connecticut Council for Education Reform.

Donald J. Shepard
Age 69
Director Since 2009

Mr. Shepard served as Chairman of the Executive Board and Chief Executive Officer of AEGON N.V., an international life insurance and pension company, from April 2002 until his retirement in April 2008. Prior to that, he served as Chief Executive Officer of AEGON USA since 1989, and in 1992, he became a member of the Executive Board of AEGON N.V. Mr. Shepard currently serves as a member of the board of directors of PNC Financial Services Group, Inc. and CSX Corporation.

Laurie J. Thomsen
Age 58
Director Since 2004

Ms. Thomsen served as an Executive Partner of New Profit, Inc., a venture philanthropy firm, from 2006 to 2010, and she served on its board from 2001 to 2006. Prior to that, from 1995 to 2004, she was a co-founder, General Partner and Retiring General Partner of Prism Venture Partners, a venture capital firm investing in healthcare and technology companies. From 1984 until 1995, she worked at the venture capital firm Harbourvest Partners in Boston, where she was a General Partner from 1988 until 1995. Ms. Thomsen was in commercial lending at U.S. Trust Company of New York from 1979 until 1984. Ms. Thomsen is a director of MFS Mutual Funds and Dycom Industries and an emeritus Trustee of Williams College.

YOUR BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES NAMED ABOVE.

BOARD OF DIRECTORS INFORMATION

Committees of the Board and Meetings

There are six standing committees of the Board: the Audit Committee; the Compensation Committee; the Executive Committee; the Investment and Capital Markets Committee; the Nominating and Governance Committee; and the Risk Committee.

The Board has adopted a written charter for each of these committees, copies of which are posted on our website at *www.travelers.com* under For Investors: Corporate Governance: Charter Documents. Each committee reviews its charter annually and, when appropriate, presents to the Nominating and Governance Committee and the Board any recommended amendments for consideration and approval.

The following table summarizes the current membership of the Board and of each of its committees, as well as the number of times the Board and each committee met during 2015.

	Board	Audit	Compensation	Executive	Investment and Capital Markets	Nominating and Governance	Risk
Mr. Beller	X	X					X
Mr. Dasburg	X	Chair		X			X
Ms. Dolan	X	X					X
Mr. Duberstein	X		X	X	X	Chair	
Mr. Fishman	Chair			Chair			
Ms. Higgins	X	X					X
Mr. Hodgson	X	X		X			Chair
Mr. Kane	X	X					X
Mr. Killingsworth	X		X		X	X	
Mr. Ruegger	X	X					X
Mr. Schnitzer	X			X			
Mr. Shepard	X		Chair	X	X	X	
Ms. Thomsen	X		X	X	Chair	X	
Number of 2015 meetings	5	9	5	0	5	4	4

Each of the directors is independent, other than Mr. Schnitzer who currently serves as our Chief Executive Officer and Mr. Fishman who serves in a key management position as Executive Chairman of the Board and served as our Chief Executive Officer until December 2015. Each committee of the Board, other than the Executive Committee on which Mr. Fishman and Mr. Schnitzer serve, is comprised solely of independent directors.

Each director attended 75% or more of the total number of meetings of the Board and of the committees on which each such director served during 2015. Directors are encouraged and expected, but not required, to attend each annual meeting of shareholders. Eleven of the 12 directors serving as directors at the time of last year's annual meeting attended last year's annual meeting.

Audit Committee

All members of the Audit Committee are "independent", consistent with our Governance Guidelines, the New York Stock Exchange ("NYSE") listing standards and SEC rules applicable to boards of directors in general and audit committees in particular. In addition, the Board has determined that the members of the Audit Committee meet the financial literacy requirements of the NYSE. The Board also has determined that Mr. Dasburg's experience with KPMG Peat Marwick from 1973 to 1980, his service as a KPMG Tax Partner from 1978 to 1980, his experience as Chief Financial Officer of Marriott Corporation, as Chief Executive Officer of Northwest Airlines, Burger King Corporation and ASTAR and his service on the audit committees of other public companies qualify him as an audit committee financial expert, and he has been so designated. The duties and responsibilities of the Audit Committee are set forth in its charter, which may be found at *www.travelers.com* under For Investors: Corporate Governance: Charter Documents: Audit Committee Charter; and include the following:

- assist the Board in exercising its oversight of the Company's accounting and financial reporting

  process and audits of the Company's financial statements;

- select our independent registered public accounting firm and review its qualifications, performance and independence;

- review and pre-approve the audit and permitted non-audit services and proposed fees of the independent registered public accounting firm;

- review reports from management, the internal auditors and the independent registered public accounting firm with respect to the adequacy of the Company's internal controls; and

- review the adequacy of the work performed by our internal audit unit.

With respect to reporting and disclosure matters, the duties and responsibilities of the Audit Committee include reviewing our audited financial statements and recommending to the Board that they be included in our Annual Report on Form 10-K in accordance with applicable rules and regulations of the SEC.

Compensation Committee

All members of the Compensation Committee are "independent" consistent with our Governance Guidelines and the NYSE listing standards and SEC rules applicable to boards of directors in general and compensation committee members in particular. In addition, all members of the Compensation Committee qualify as "non-employee directors" for purposes of Rule 16b-3 of the Exchange Act, and as "outside directors" for purposes of Section 162(m) ("Section 162(m)") of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). The Compensation Committee has a charter, which may be found at *www.travelers.com* under For Investors: Corporate Governance: Charter Documents: Compensation Committee Charter.

Duties and Responsibilities

With respect to general compensation matters, the duties and responsibilities of the Compensation Committee include the following:

- review and approve the performance goals and objectives for our Executive Chairman of the Board,

  Chief Executive Officer ("CEO") and those members of our Management Committee who are executive officers or direct reports of the CEO (together with the Executive Chairman and the CEO, the "Committee Approved Officers");

- review the performance and approve the salaries and incentive compensation of the Committee Approved Officers;

approve policies with respect to perquisites of the Committee Approved Officers;

approve and monitor compliance with stock ownership guidelines applicable to the Executive Chairman, CEO and other members of management;

develop our compensation philosophy and objectives and recommend to the Board for approval, compensation and benefit programs determined by the Compensation Committee to be appropriate;

- review the operation of our overall compensation program to evaluate its objectives and execution and recommend to the Board amendments to our compensation programs to better conform them with the established compensation objectives;

- review and approve, and, in certain cases, recommend to the Board for approval, all new equity compensation plans and material amendments to existing plans, and oversee management's administration of such plans;

- review our regulatory compliance with respect to compensation matters;

- review and approve, and, in certain cases, recommend to the Board for approval, any employment and severance contracts for the Executive Chairman, CEO and other members of management;

- review and approve stock option, restricted stock, restricted stock unit, performance share and similar stock-based grants;

- conduct an independence assessment prior to selecting any compensation consultant, legal counsel or other adviser that will provide advice to the Compensation Committee; and

- evaluate, at least annually, whether any work provided by the Compensation Committee's compensation consultant raised any conflict of interest.

With respect to reporting and disclosure matters, the duties and responsibilities of the Compensation Committee include reviewing and discussing the Compensation Discussion and Analysis with management and authorizing its inclusion in our annual proxy statement and Annual Report on Form 10-K in accordance with applicable rules and regulations of the SEC.

Establishment of Annual Bonus and Equity Award Pools
The Compensation Committee approves the individual salary, annual bonus and equity awards for the Committee Approved Officers. In addition, the Compensation Committee approves the aggregate annual bonuses and all equity awards to employees who are not Committee Approved Officers.

The Compensation Committee considered recommendations from the Executive Chairman of the Board and the CEO regarding compensation for each of the other executive officers named in the Summary Compensation Table on page 49 (together with the CEO and the Executive Chairman of the Board, the "named executive officers") and other officers.

Delegation of Authority with Respect to "Off-Cycle" Equity Grants
The Compensation Committee has delegated limited authority to the CEO to make "off-cycle" equity grants outside of the annual equity grant process to employees and new hires who are not Committee Approved Officers. The delegation is subject to maximum grant date values of equity that can be granted to any one person. These grants can only be made on the grant dates established by our Governance Guidelines for "off-cycle" equity awards. Our Governance Guidelines are available on our website at *www.travelers.com* under For Investors: Corporate Governance: Corporate Governance: Governance Guidelines. Any grants made "off-cycle" are reported to the Compensation Committee at the next regularly scheduled quarterly meeting following such awards.

Compensation Consultant
The Compensation Committee has the authority under its charter to retain outside consultants or advisors, as it deems necessary or advisable. In accordance with this authority, the Compensation Committee has engaged Frederic W. Cook & Co. ("F. W. Cook") as its independent outside compensation consultant to provide it with objective and expert analyses, advice and information with respect to executive compensation. All executive compensation services provided by F. W. Cook are conducted under the direction or authority of the Compensation Committee, and all work performed by F. W. Cook must be pre-approved by the Compensation Committee or the Chair of the Compensation Committee. Neither

F. W. Cook nor any of its affiliates maintains any other direct or indirect business relationships with the Company or any of its affiliates. In November 2015, the Compensation Committee evaluated whether any work provided by its Compensation Committee consultant raised any conflict of interest and determined that it did not.

F. W. Cook also advises the Nominating and Governance Committee with respect to director compensation.

Table of Contents

As requested by the Compensation Committee, in 2015, F. W. Cook's services to the Compensation Committee included, among other things:

- advising with respect to the Compensation Committee meeting materials;
- evaluating potential changes to incentive plans;
- advising with respect to individual compensation for the Committee Approved Officers;
- reviewing and discussing possible aggregate levels of corporate-wide bonus payments and equity awards;
- preparing comparative analyses of executive compensation levels and design at peer group companies;
- advising as to how actions taken by the Compensation Committee compare to the pay and performance of our peer group companies; and
- advising in connection with the preparation of certain of the information included in this Proxy Statement.

An F. W. Cook representative participated in each of the five Compensation Committee meetings in 2015.

In addition to the independent, outside compensation consultant discussed above, our corporate staff (including Finance, Human Resources and Legal staff members) supports the Compensation Committee in its work. Other than the Executive Chairman of the Board and the CEO (with respect to compensation for all other executive officers) and other executive officers (with respect to executive officers who report to them), no executive officer determines or recommends to the Compensation Committee the amount or form of executive compensation paid to another executive officer.

Executive Committee

The Board has granted to the Executive Committee, subject to certain limitations set forth in its charter, the broad responsibility of exercising the authority of the Board in the oversight of our business during the intervals between Board meetings in order to provide a degree of flexibility and ability to respond to time-sensitive business and legal matters. The

Executive Committee meets only as necessary. The duties and responsibilities of the Executive Committee are set forth in its charter, which may be found at *www.travelers.com* under For Investors: Corporate Governance: Charter Documents: Executive Committee Charter.

Investment and Capital Markets Committee

The Investment and Capital Markets Committee assists the Board in exercising its oversight of the Company's management of its investment portfolios (including credit risk monitoring) and certain financial affairs of the Company (including capital management, such as dividend policy and actions, stock splits, repurchases of stock or other securities, financing arrangements, debt and equity financing and liquidity).

The Investment and Capital Markets Committee also reviews and either approves, or recommends

appropriate Board action with respect to, among other matters, the issuance of securities, the establishment of bank lines of credit and certain purchases and dispositions of real property, capital expenditures and acquisitions and divestitures of assets.

The duties and responsibilities of the Investment and Capital Markets Committee are set forth in its charter, which may be found at *www.travelers.com* under For Investors: Corporate Governance: Charter Documents: Investment and Capital Markets Committee Charter.

Nominating and Governance Committee

Each member of the Nominating and Governance Committee is "independent", consistent with our Governance Guidelines and the NYSE listing standards. The duties and responsibilities of the Nominating and Governance Committee are set forth in its charter, which may be found at *www.travelers.com* under For Investors: Corporate Governance: Charter Documents: Nominating and Governance Committee Charter, and include the following:

- establish criteria for the selection of candidates to serve on the Board;
- identify and select director candidates for election or re-election to the Board;
- identify and select directors for appointment to serve on the committees of the Board and as chairperson of such committees;
- recommend adjustments, from time to time, to the size of the Board or of any Board committee;
- establish procedures for the evaluation of Board and director performance;
- oversee continuing education of directors in light of the Governance Guidelines;
- review and recommend changes to the Board's director compensation programs and policies;
- establish and review our Governance Guidelines and standards for determining the independence of directors and the absence of material relationships between the Company and a director;
- review succession plans for our senior management;
- review and approve or ratify all related person transactions under our Related Person Transaction Policy;
- review the Company's public policy initiatives; and
- recommend to the Board any guidelines for the removal of directors, as it determines appropriate.

Risk Committee

The purpose of the Risk Committee is to assist the Board in exercising its oversight of the Company's operational activities and the identification and review of those risks that could have a material impact on us. The duties and responsibilities of the Risk Committee are set forth in its charter, which may be found at *www.travelers.com* and include oversight of management's risk management activities in the following areas:

- our enterprise risk management program;

the underwriting of insurance;

the settlement of claims;

the management of catastrophe exposure;

the retention of insured risk and appropriate levels and types of reinsurance;

the credit risk in our insurance operations and ceded reinsurance program;

our information technology operations, including cyber risk; and

the business continuity and executive crisis management for the Company and its business operations.

Table of Contents

GOVERNANCE OF YOUR COMPANY

Our Governance Guidelines, our Code of Business Conduct and Ethics, Board Committee charters and other corporate governance information can be found on the Corporate Governance page of the "For Investors"

section on our website at *www.travelers.com*. Corporate governance practices that the Board has implemented are described further below.

Governance Guidelines

Our commitment to good corporate governance is reflected in our Governance Guidelines, which describe the Board's views on a wide range of governance topics. These Governance Guidelines are

reviewed annually by the Nominating and Governance Committee and, to the extent deemed appropriate in light of emerging practices, revised accordingly, upon recommendation to and approval by the full Board.

Code of Business Conduct and Ethics

We maintain a Code of Business Conduct and Ethics (the "Code of Conduct"), which is applicable to all of our directors, officers and employees, including our CEO, Chief Financial Officer, Controller and other senior financial officers. The Code of Conduct provides a framework for sound ethical business decisions and sets forth our expectations on a number of topics, including conflicts of interest, compliance with laws, use of our assets and business ethics.

The Code of Conduct may be found on our website at *www.travelers.com* under For Investors: Corporate Governance: Code of Conduct.

Our Chief Ethics and Compliance Officer is responsible for overseeing compliance with the Code of Conduct as part of fulfilling her responsibility for overseeing our ethics and compliance functions throughout the organization. Our Chief Ethics and Compliance Officer also assists in the communication of the Code of Conduct and oversees employee education regarding its requirements through the use of global, computer-based training, supplemented with focused in person sessions where appropriate. All employees and directors are required to certify annually that they have reviewed, understand and agree to comply with the contents of the Code of Conduct.

Ethics Helpline

We maintain an Ethics Helpline through which employees can report integrity concerns or seek guidance regarding a policy or procedure. The Ethics Helpline is serviced by an independent company, is available seven days a week, 24 hours a day and can be accessed by individuals through a toll-free number. Employees may also access the helpline system and report integrity concerns via the Internet. In either case, employees can report concerns anonymously. We maintain a formal no retaliation policy that prohibits retaliation against, or discipline of, an employee who raises an ethical concern in good faith. Once an Ethics Helpline report is filed, the report is forwarded to the

Ethics and Compliance Office, which is responsible for oversight of the helpline. Our Chief Ethics and Compliance Officer or her designee coordinates with management and outside resources, as appropriate, to investigate the matter, and address any ethical or compliance-related issues. The Audit Committee receives quarterly summaries of matters reported through the Ethics Helpline. In addition, any matter reported to the Chief Ethics and Compliance Officer that involves accounting, internal control or audit matters, or any fraud involving persons with a significant role in our internal controls, is reported to the Audit Committee.

Compliance Policy Review

We have established a Companywide ethics and compliance function, with a view to ensuring compliance with evolving laws, regulations and policies and to encourage and reinforce ongoing ethical and

lawful business conduct. Our Chief Ethics and Compliance Officer meets regularly with members of senior management and business unit compliance officers to oversee the implementation of various

compliance initiatives and functions in each of the business units and to promote better coordination and effectiveness through corporate compliance policies

and initiatives, program design and promotion of a culture of compliance.

Director Stock Ownership

The Board believes its non-management directors should accumulate and retain a level of ownership of our equity securities to align the interests of the non-management directors and the shareholders. Accordingly, the Board has established an ownership target for each non-management director equal to four times the director's most recent annual deferred stock award. Each new director is expected to meet or exceed this target within four years of his or her initial election to the Board, provided that, if the annual deferred stock award for any of such four years is less than the most recent annual deferred stock award, such director is expected to meet or exceed the target

within five years of his or her election to the Board. All of our current non-management directors have achieved stock ownership levels in excess of the amount required. Non-employee directors receive over 50% of their annual compensation in the form of deferred stock units. The shares underlying these units are not distributed to a director until at least six months after the director leaves the Board. Accordingly, all of our non-management directors hold equity interests that they cannot sell for so long as they serve on the Board and at least six months afterwards.

Director Age Limit

The Governance Guidelines provide that no person who will have reached the age of 74 on or before the date of the next annual shareholders' meeting will be nominated for election at that meeting without an express waiver by the Board.

The Board believes that waivers of this policy should not be automatic and should be based upon the needs of the

Company and the individual attributes of the director. The Board approved a waiver of this policy in February 2016 with respect to the nomination of Mr. Hodgson for election as a director at the 2016 Annual Meeting. See, "Specific Considerations Regarding 2016 Nominees" on page 12.

Director Nominations

Process and Criteria Generally

Pursuant to our Governance Guidelines, the Nominating and Governance Committee is responsible for recommending to the Board nominees for election as director, and the Board is responsible for selecting nominees for election.

As required by our Governance Guidelines, the Board, based on the Nominating and Governance Committee's recommendation, selects nominees after considering the following criteria:

- personal qualities and characteristics, accomplishments and reputation in the business community;

- current knowledge and contacts in the communities in which the Company does business and in the Company's industry or other industries relevant to the Company's business;

- ability and willingness to commit adequate time to Board and committee matters;

- the fit of the individual's skill and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company; and

- diversity of viewpoints, background, experience and other demographics.

The evaluation of these criteria involves the exercise of careful business judgment. Accordingly, although the Nominating and Governance Committee and the Board at a minimum assess each candidate's ability to satisfy any applicable legal requirements or listing standards, his or her strength of character, judgment, working style, specific areas of expertise and his or her ability and willingness to commit adequate time to Board and committee matters, they do not have specific minimum qualifications that are applicable to all director candidates. The Board seeks to ensure that the Board is composed of members whose particular expertise, qualifications, attributes and skills, when taken together, allow the Board to satisfy its oversight responsibilities effectively.

As mentioned above, the Nominating and Governance Committee and the Board include diversity of "viewpoints, background, experience and other demographics" as one of several criteria that they consider in connection with selecting candidates for the Board. While neither the Board nor the Nominating and Governance Committee has a formal diversity policy, one of many factors that the Board and the Nominating and Governance Committee carefully considers is the importance to the Company of racial and gender diversity in board composition. Moreover, when considering director candidates, the Nominating and Governance Committee and the Board seek individuals with backgrounds and qualities that, when combined with those of our incumbent directors, enhance the Board's effectiveness and, as required by the Governance Guidelines, result in the Board having "a broad range of skills, expertise, industry knowledge, diversity of opinion and contacts relevant to the Company's business". As part of its annual self-evaluation, the Board assesses and confirms compliance with this Governance Guideline.

In identifying prospective director candidates for the Board, the Nominating and Governance Committee may seek referrals from other members of the Board, management, shareholders and other sources. The Nominating and Governance Committee also may, but need not, retain a professional search firm in order to assist it in these efforts. The Nominating and Governance Committee and the Board utilize the same criteria for evaluating candidates regardless of the source of the referral. Mr. Schermerhorn, who has been nominated by the Board for election at the Annual Meeting, was initially identified as a candidate for the Board of Directors by our Chief Executive Officer. After reviewing Mr. Schermerhorn's qualifications, meeting with him several times and discussing his potential nomination at two separate meetings, the Nominating and Governance Committee voted unanimously to recommend Mr. Schermerhorn to the Board of Directors as a nominee. The entire Board met with Mr. Schermerhorn prior to nominating him for election by shareholders. No fees were paid with respect to the nomination of Mr. Schermerhorn.

The Nominating and Governance Committee will consider director candidates recommended by shareholders. Shareholders wishing to propose a candidate for consideration may do so by submitting the proposed candidate's full name and address, résumé and biographical information to the attention of the Corporate Secretary, The Travelers Companies, Inc., 485 Lexington Avenue, New York, New York 10017. All recommendations for nomination received by the Corporate Secretary that satisfy our bylaw requirements relating to such director nominations will be presented to the Nominating and Governance Committee for its consideration.

Specific Considerations Regarding 2016 Nominees

In considering the 14 director nominees named in this Proxy Statement and proposed for election by you at the Annual Meeting, the Nominating and Governance Committee and the Board evaluated and considered, among other factors:

- each nominee's experiences, qualifications, attributes and skills, in light of the Governance Guidelines' criteria for nomination discussed above, including the specific skills identified by the Board as relevant to the Company;
- the contributions of those directors recommended for re-election in the context of the Board self-evaluation process and other needs of the Board;
- the tenure of individual directors;
- the mix of long-serving and new directors on the Board; and
- the specific needs of the Company given its business and industry.

With respect to the individual and overall tenure of Board members, the Board and Nominating and Governance Committee:

- noted that the Company's industry is one where a long-term perspective is critical and a historical perspective on risk is important, and, accordingly, the Company benefits from having longstanding directors serve on the Board, including in leadership positions;

considered the years of experience directors have had working together on the Board;

- considered that more than 50% of the independent directors have joined the Board since mid-2007, and three new directors have joined the Board in the last four years; and
- considered continuity of the Board in light of the CEO succession and transition at the end of 2015.

In light of the foregoing, the Board and the Nominating and Governance Committee concluded that there was an appropriate mix of long-serving and new directors.

The Board and the Nominating and Governance Committee, in considering each nominee, principally focused on the background and experiences of the nominee, as described in the biographies appearing on pages 1 through 4 of this Proxy Statement. The Board and the Nominating and Governance Committee considered that each nominee has experience serving in senior positions with significant responsibility, where each has gained valuable expertise in a number of areas relevant to the Company and its business. The Board and the Nominating and Governance Committee also considered that a number of directors have gained valuable experience and skills through serving as a director of other public and private companies. Specifically, among other things:

- With respect to Mr. Beller, the Board and the Nominating and Governance Committee considered in particular his senior-level public service and his significant experience and expertise in the areas of law, risk management oversight and corporate governance and as to financial, accounting and auditing matters and their regulation.
- With respect to Mr. Dasburg, the Board and the Nominating and Governance Committee considered in particular his experience as a public company CEO and his significant experience and expertise in areas of management, accounting and finance.
- With respect to Ms. Dolan, the Board and the Nominating and Governance Committee considered in particular her experience as a public company CEO and her significant experience and expertise in management and in legal and compliance matters.
- With respect to Mr. Duberstein, the Board and the Nominating and Governance Committee considered in particular his experience both in the highest levels of the U.S. government and as an outside strategic corporate advisor and his significant experience and expertise in public policy, public and government affairs and corporate governance.
- With respect to Mr. Fishman, the Board and the Nominating and Governance Committee considered in particular his experience as CEO of the Company and his significant experience and expertise in property and casualty insurance, management and finance.
- With respect to Ms. Higgins, the Board and the Nominating and Governance Committee considered in particular her experience as a public company Chief Information Officer and her significant experience and expertise in management as well as information technology strategy and operations.
- With respect to Mr. Hodgson, the Board and the Nominating and Governance Committee considered in particular his experience as a public company President and COO and his significant experience and expertise in management, business operations and finance. The Board and Nominating and Governance Committee also considered that Mr. Hodgson will have reached the age of retirement under the Governance Guidelines prior to the Annual Meeting and, accordingly, would not be eligible to be nominated for re-election to the Board at the Annual Meeting absent a waiver of the Governance Guidelines age limit. The Board and Nominating and Governance Committee considered Mr. Hodgson's expertise, his extensive experience with the Company and his leadership of the Risk Committee, as well as the needs of the Company and the benefit his continued service on the Board could provide, in particular providing continuity in connection with the Company's CEO transition, and decided to waive the age limit with respect to Mr. Hodgson this year

to allow for his nomination for election at the 2016 Annual Meeting.

With respect to Mr. Kane, the Board and the Nominating and Governance Committee considered in particular his experience as an audit partner of a registered public accounting firm and his significant experience and expertise in financial controls, financial reporting, management and the insurance industry.

With respect to Mr. Killingsworth, the Board and the Nominating and Governance Committee considered in particular his experience as a health insurance CEO and his significant experience and expertise in management, insurance and regulation.

Table of Contents

With respect to Mr. Ruegger, the Board and the Nominating and Governance Committee considered in particular his experience as the leader of a large international corporate law firm and his significant experience and expertise in mergers and acquisitions and other corporate transactional matters, as well as risk management.

With respect to Mr. Schermerhorn, the Board and the Nominating and Governance Committee considered in particular his experience as a public company Chief Financial Officer and his significant experience and expertise in management, accounting and business operations, including international operations. They also considered the similarity of his experience to that of Mr. Hodgson, who has reached the retirement age under the Governance Guidelines and, in the absence of a waiver, will not be eligible to be nominated for re-election to the Board next year.

With respect to Mr. Schnitzer, the Board and the Nominating and Governance Committee considered in particular his position as CEO of the Company and his significant experience in the management of the Company in various roles, including as Chief Executive Officer of Business and International Insurance, the Company's largest business segment, as well as his significant experience and expertise in management, finance and law.

With respect to Mr. Shepard, the Board and the Nominating and Governance Committee considered in particular his experience as a public insurance company CEO and his significant experience and expertise in management and international business.

With respect to Ms. Thomsen, the Board and the Nominating and Governance Committee considered in particular her experience as a General Partner of a venture capital firm and her significant experience and expertise in investments, finance and the development of emerging businesses.

Director Independence and Independence Determinations

Under our Governance Guidelines and NYSE rules, a director is not independent unless the Board affirmatively determines that he or she does not have a direct or indirect material relationship with the Company. In addition, the director must meet the bright-line test for independence set forth by the NYSE rules.

The Board has established categorical standards of director independence to assist it in making independence determinations. These standards, which are included in our Governance Guidelines and may be found on our website at *www.travelers.com* under For Investors: Corporate Governance: Corporate Governance: Governance Guidelines, set forth certain relationships between the Company and the directors and their immediate family members, or entities with which they are affiliated, that the Board, in its judgment, has determined to be material or immaterial in assessing a director's independence. The Nominating and Governance Committee annually reviews the independence of all directors and reports its determinations to the full Board.

In the event a director has a relationship with the Company that is relevant to his or her independence and is not addressed by the categorical independence standards, the independent members of the Board

determine in their judgment whether such relationship is material.

Our Governance Guidelines require that: (1) all members of the Audit Committee, the Compensation Committee and the Nominating and Governance Committee be independent; and (2) no more than two members of the Board may concurrently serve as officers of the Company.

The Board has determined that all of its directors and all of the persons proposed for election at the Annual Meeting are independent, other than our Chief Executive Officer, Mr. Alan Schnitzer, and our Executive Chairman of the Board, Mr. Jay Fishman, who are employees of the Company. Consequently, assuming election of all the nominees included in this proxy statement, approximately 86% of the directors on the Board will be independent.

In making its independence determinations, the Board considered and reviewed the various commercial, charitable and employment transactions and relationships known to the Board (including those identified through annual directors' questionnaires) that exist between us and our subsidiaries and the entities with which certain of our directors or members of their immediate families are, or have been, affiliated. Specifically, the Board's independence determinations included reviewing membership dues, contributions and research fees paid to a trade association and affiliated entities where Mr. Donald Shepard serves as a director (but not as an executive officer or employee). Payments to the organization constituted less than 1% of such organization's consolidated gross revenues during its last completed fiscal year and were below the thresholds set forth

under our categorical standards of director independence.

The Board determined that the transactions identified were not material and did not affect the independence of such director under either the Company's Governance Guidelines or the applicable NYSE rules.

Dating and Pricing of Equity Grants

The Board has adopted a Governance Guideline establishing fixed grant dates for the award of "off-cycle" equity grants, so as to avoid the appearance that equity grant dates have been established with a view to benefiting grantees due to the timing of material public announcements.

In addition, to further ensure the integrity of our equity awards process, the Compensation Committee requires that the exercise price of all stock options

granted, and the fair value of all equity awards made, must be determined by reference to the closing price for a share of our common stock on the NYSE on the date of any such grant or award. Under the Company's stock plans, the Compensation Committee may not take any action with respect to any stock option that would be treated as a "repricing" of such stock option, unless such action is approved by the Company's shareholders in accordance with applicable rules of the NYSE.

Transactions with Related Persons and Certain Control Persons

Related Person Transaction Approval

General

The Board has adopted a written Related Person Transaction Policy to assist it in reviewing, approving and ratifying related person transactions and to assist us in the preparation of related disclosures required by the SEC. This Related Person Transaction Policy supplements our other policies that may apply to transactions with related persons, such as the Board's Governance Guidelines and our Code of Conduct.

The Related Person Transaction Policy provides that all related person transactions covered by the policy are prohibited, unless approved or ratified by the Board or by the Nominating and Governance Committee. Our directors and executive officers are required to provide prompt and detailed notice of any potential Related Person Transaction (as defined in the policy) to the Corporate Secretary, who in turn must promptly forward such notice and information to the Chairperson of the Nominating and Governance Committee and to our counsel for analysis, to determine whether the particular transaction constitutes a Related Person Transaction requiring compliance with the policy. The analysis and recommendation of counsel are then presented to the Nominating and Governance Committee for consideration at its next regular meeting.

In reviewing Related Person Transactions for approval or ratification, the Nominating and Governance Committee will consider the relevant facts and circumstances, including:

- the commercial reasonableness of the terms;
- the benefit (or lack thereof) to us;
- opportunity costs of alternate transactions;
- the materiality and character of the related person's interest, including any actual or perceived conflicts of interest; and

with respect to a non-employee director or nominee, whether the transaction would compromise the director's (1) independence under the Board's Governance Guidelines, the NYSE rules (including those applicable to committee service) and Rule 10A-3 of the Exchange Act, if such non-employee director serves on the Audit Committee, (2) status as an outside director under Section 162(m), if such non-employee director serves on the Compensation Committee, or (3) status as a "non-employee director" under Rule 16b-3 of the Exchange Act, if such non-employee director serves on the Compensation Committee.

The Nominating and Governance Committee will not approve or ratify a Related Person Transaction unless, after considering all relevant information, it has determined that the transaction is in, or is not inconsistent with, the best interests of the Company and our shareholders.

Generally, the Related Person Transaction Policy applies to any current or proposed transaction in which:

- the Company was or is to be a participant;
- the amount involved exceeds $120,000; and
- any related person had or will have a direct or indirect material interest.

A copy of our Related Person Transaction Policy is available on our website at *www.travelers.com* under For Investors: Corporate Governance: Corporate Governance: Related Person Transaction Policy.

In addition to the Related Person Transaction Policy, our Code of Conduct requires that all employees, officers and directors avoid any situation that involves or appears to involve a conflict of interest between their personal and professional relationships. Our Audit Committee provides oversight regarding compliance with our Code of Conduct and discusses any apparent conflicts of interest with senior management. The Code of Conduct also requires that all employees seek approval from both our General Counsel and our Chief Compliance Officer prior to accepting a position as a director or officer of any unaffiliated for-profit company or organization.

Employment Relationships
We employ approximately 30,900 employees, approximately 7,500 of whom work in and around Hartford, Connecticut. We employ several employees in the Hartford area who are related to the executive officers identified below:

- Mr. Brian MacLean is President and Chief Operating Officer of the Company. His daughter, Ms. Erin Cha, and his son-in-law, Mr. Junghwan Cha, have been employed by the Company since 2005 and 2009, respectively. In 2015, their combined total compensation, including salary, bonuses, equity awards and other benefits, totaled approximately $221,000. Their compensation is commensurate with that of their peers.

- Mr. Jay Benet is Vice Chairman and Chief Financial Officer of the Company. His stepson, Jon-Paul Mucha, has been employed by the Company since 2003. In 2015, his total compensation, including salary, bonus, equity awards and other benefits, totaled approximately $121,000. His compensation is commensurate with that of his peers.

Third-Party Transactions
We engage several thousand law firms, nationally and internationally, to represent us and/or our insureds in connection with, among other things, corporate, litigation, regulatory, insurance coverage and claim matters. In 2015, one of the law firms we engaged was Litchfield Cavo LLP. Ms. Doreen Spadorcia is Vice Chairman and Chief Executive Officer, Personal Insurance and Bond & Specialty Insurance of the Company. Her husband, Mr. Richard Cavo, was a partner in the law firm Litchfield Cavo LLP until his retirement in 2015. In 2015, we paid this firm approximately $15.3 million in legal fees and disbursements for work performed by the firm. Litchfield Cavo LLP has been an approved firm of the Company for more than ten years and is retained by the Company from time to time in the ordinary course of business and on an arm's-length basis. Ms. Spadorcia has explicitly recused herself from any involvement with respect to our retention of, or payments to, this law firm.

From time to time, institutional investors, such as large investment management firms, mutual fund management organizations and other financial organizations become beneficial owners (through aggregation of holdings of their affiliates) of 5% or more of a class of voting securities of the Company and, as a result, are considered a "related person" under the Related Person Transaction Policy. These organizations may provide services to the Company or its benefit plans. In addition, the Company may provide insurance coverage to these organizations. In 2015, the following transactions occurred with investors who reported beneficial ownership of 5% or more of the Company's voting securities:

In 2015, the Company had investments of approximately $211,000 in funds sponsored by an affiliate of BlackRock, Inc. ("BlackRock"). Separately, the Company's pension plan had investments of approximately $19,000 in a fund sponsored by BlackRock, which investment was made in 2005. The investments were entered into on an arm's-length basis. In 2015, BlackRock paid premiums of approximately $1.5 million for insurance policies with Travelers in the ordinary course of business and on substantially the same terms as those offered to other customers.

An affiliate of State Street Corporation ("State Street") provides investment management services to the Company's 401(k) Savings Plan. The participants in the 401(k) Savings Plan paid approximately $365,000 in management fees to State Street in 2015. The investment management agreement was entered into on an arm's-length basis. In 2015, State Street paid premiums of approximately $341,000 for insurance policies with Travelers in the ordinary course of business and on substantially the same terms as those offered to other customers.

An affiliate of The Vanguard Group ("Vanguard") provides investment management services to the Company's 401(k) Savings Plan and the qualified and non-qualified pension plans. The participants in the 401(k) Savings Plan and the Company paid approximately $1.1 million and $819,000, respectively, in management fees to Vanguard in 2015. The investment management agreements were entered into on an arm's-length basis. In 2015, Vanguard paid premiums of approximately $1.6 million for insurance policies with Travelers in the ordinary course of business and on substantially the same terms as those offered to other customers.

Governance Structure of the Board CEO, Chairman and Lead Director

Our Governance Guidelines provide for the position of Lead Director whenever the Chairman of the Board is also the CEO or is a director who does not otherwise qualify as an independent director. The Board considers its structure and leadership each year and, as provided in our Governance Guidelines, maintains the flexibility to determine whether the roles of Chairman and CEO should be combined or separated, based on what it believes is in the best interests of the Company at a given point in time. The Board believes that this flexibility is in the best interest of the Company and that a one-size-fits-all approach to corporate governance, with a mandated independent Chair, would not result in better governance or oversight.

In connection with the succession of Mr. Schnitzer to CEO in 2015, the Board elected to separate the roles of Chairman and CEO and also continue the position of independent Lead Director. This structure currently facilitates the continued strong communication and coordination between management and the Board and enables the Board to fulfill its risk oversight responsibilities, as described below.

Mr. Schnitzer, CEO. Mr. Schnitzer assumed the role of CEO in December 2015. As CEO, Mr. Schnitzer serves as the Company's primary decision- and policy-maker and is responsible for the Company's day-to-day operations. Mr. Schnitzer also focuses on the Company's strategic priorities and long-term strategies, in collaboration with the Board.

Mr. Fishman, Chairman. Mr. Fishman, our Executive Chairman of the Board, served as our CEO from April

2004 to December 2015, and has been Executive Chairman of the Board since September 2005. Mr. Fishman continues to serve as a full-time executive officer of the Company and as a member of the Management and Operating Committees. Mr. Fishman's continued service as an executive officer as well as Chairman of the Board enables us to continue to benefit, on a day-to-day basis, from Mr. Fishman's skills and expertise, including his extensive knowledge of the property and casualty insurance industry, and his relationships with our brokers and agents. In addition to service as Chairman of the Board, Mr. Fishman's primary responsibilities include, among other things:

- consulting with the CEO regarding the Company's business, operations and strategic plans;
- assisting executive management with investor and broker and agent relations; and
- representing and reinforcing the Company's special culture and tone at the top.

Mr. Dasburg, Lead Director. Mr. Dasburg currently serves as our independent Lead Director. The Lead Director helps to assure the appropriate oversight of Company management by the Board and the optimal functioning of the Board. As Lead Director, Mr. Dasburg is responsible for coordinating the efforts of the independent and non-employee directors "in the interest of ensuring that objective judgment is brought to bear on sensitive issues involving the management of the Company and, in particular, the performance of senior management".

Among other

things, under our Corporate Governance Guidelines, the Lead Director has the authority to:

- convene, set the agendas for, and chair the regular executive sessions of the independent directors;
- convene meetings of the independent directors as he deems necessary;
- provide direction to the CEO and the Chairman of the Board regarding the meeting schedules, information to be sent to the Board and input regarding meeting agenda items;
- act as a liaison between the Chairman, the independent directors, committee chairs and senior management;
- receive and review correspondence sent to the Company's office addressed to the Board or independent directors and, together with the CEO and the Chairman of the Board, to determine appropriate responses if any; and
- recommend to the Board the retention of consultants and advisors who directly report to the Board, without consulting or obtaining the advance authorization of any officer of the Company.

A more complete description of the role of the Lead Director is set forth in our Governance Guidelines, which are available on our website at *www.travelers.com*. The independent directors elect the Lead Director from among the independent directors, and the effectiveness of the Lead Director is enhanced by the Board's independent character. The Board annually reviews the independence of our directors and has determined that 12 of the 14 director nominees are independent. See "Director Independence and Independence Determinations" on page 14 of this Proxy Statement. Each of the Compensation Committee, Audit Committee, Risk Committee, Nominating and Governance Committee and Investment and Capital Markets Committee is comprised solely of independent directors. In addition, at each in-person Board meeting, the non-employee directors are scheduled to meet in executive session with the Lead Director presiding at such meetings.

Executive Session

Non-employee members of the Board regularly meet in executive session with no members of management present. Each of the committees also meets regularly in executive session.

Board and Committee Evaluations

Every year, the Board and each of its committees evaluate and discuss their respective performance and effectiveness, as required by the Governance Guidelines. These evaluations cover a wide range of topics, including but not limited to, the fulfillment of the Board and committee responsibilities identified in the Governance Guidelines and committee charters.

Communications with the Board and Shareholder Engagement

As described on our website at *www.travelers.com*, interested parties, including shareholders, who wish to communicate with a member or members of the Board, including the Chairman of the Nominating and Governance Committee, the non-employee directors as a group, the Lead Director or the Audit Committee, may do so by addressing their correspondence as follows: if intended for the full Board or one or more non-employee directors, to the Lead Director; if intended for the Lead Director, to Mr. John Dasburg; and if intended for the Audit Committee, to the Chairman of the Audit Committee. All such correspondence should be sent to the following address: c/o Corporate Secretary, The Travelers Companies, Inc., 385 Washington Street, Saint Paul, Minnesota 55102. The office of the Corporate Secretary will forward such correspondence as appropriate.

In addition to the general correspondence process above, the Nominating and Governance Committee oversees a shareholder engagement program relating to the Company's governance and compensation practices. Under this program, which started more than five years ago, at the direction of the Nominating and Governance Committee, management reaches out to the Company's largest shareholders at least once each year to facilitate a dialogue regarding governance and compensation matters. Management reports on the resulting conversations with those investors to the

Nominating and Governance Committee and also, as appropriate, to the Compensation Committee. As noted under "2015 Shareholder Advisory Vote on Executive Compensation" in the Compensation Discussion and Analysis ("CD&A") section of this proxy statement, in 2015, the Company contacted shareholders representing approximately 35% of the Company's outstanding shares. In a number of cases, the shareholder engagement program has encouraged changes to the Company's practices. For example, in

the past few years based in part on investor input: the Compensation Committee enhanced the disclosure in the CD&A and raised the Return on Equity thresholds for vesting of performance shares; our former CEO voluntarily agreed to relinquish certain rights under his employment agreement; and the Company made clarifying changes to its policy regarding participation in the political process and provided additional disclosure of political contributions on its website.

Board's Role in Risk Management

Enterprise Risk Management is a company-wide initiative that involves the Board and management identifying, assessing and managing risks that could affect our ability to fulfill our business objectives or execute our corporate strategy. Our Enterprise Risk Management activities involve the identification and assessment of a broad range of risks and the development of plans to mitigate their effects. The Risk Committee and the other committees of the Board, as well as our separate management-level enterprise risk and underwriting risk committees, are key elements of our enterprise risk management structure and help to establish and reinforce our strong culture of risk management. For example, having both a Board Risk Committee that oversees operational risks and the Company's Enterprise Risk Management activities, and a management-level enterprise risk committee that reports regularly to the Board Risk Committee, enables a high degree of coordination between management and the Board. We describe our Enterprise Risk Management function in more detail in our Annual Report on Form 10-K, under "Business Enterprise Risk Management". We also discuss the alignment of our executive compensation with our risk management below under "Risk Management and Compensation".

While the Risk Committee has oversight responsibility generally for our Enterprise Risk Management activities, the Board has allocated and delegated risk oversight responsibility to various committees of the Board in accordance with the following principles:

The Audit Committee is responsible for oversight of risks related to integrity of financial statements, including oversight of financial reporting principles and policies and internal controls, and oversight of the process for establishing insurance reserves.

The Risk Committee is responsible for oversight of risks related to business operations, including

insurance underwriting and claims, reinsurance, catastrophe risk, credit risk in insurance operations, information technology and business continuity plans.

The Compensation Committee is responsible for oversight of risks related to compensation programs, including formulation, administration and regulatory compliance with respect to compensation matters.

The Investment and Capital Markets Committee is responsible for oversight of risks in the Company's investment portfolio (including valuation and credit risks), capital structure, financing arrangements and liquidity.

The Nominating and Governance Committee is responsible for oversight of risks related to corporate governance matters, including succession planning, director independence and related person transactions.

Each committee is responsible for monitoring reputational risk to the extent arising out of its allocated subject matter.

As a result, each committee charter contains specific risk oversight functions delegated by the Board, consistent with the principles set forth above. In that way, risk oversight responsibilities are shared by all committees of the Board and do not rest entirely with the Risk Committee. Further, we believe that allocating responsibility to a committee with relevant knowledge and experience improves the oversight of risk.

The allocation of risk oversight responsibility may change, from time to time, based on the evolving needs of the Company. On at least an annual basis, the Board reviews significant risks that management, through its Enterprise Risk Management efforts, has identified. The Board then evaluates, and may change, the allocation among the various committees of oversight responsibility for each identified risk. Further, each committee periodically reports to the Board on its risk oversight activities. In addition, at

least annually, the Company's chief risk officer conducts a review of the interrelationships of risks and reports the results to the Risk Committee and the Board. These reports and reviews are intended to inform the Board's annual evaluation of the allocation of risk oversight responsibility.

Risk Management and Compensation

Our compensation structure is intended to encourage a careful balance of risk and reward, both on an individual risk basis and in the aggregate on a Company-wide basis, and promote a long-term perspective.

As discussed in more detail under "Compensation Discussion and Analysis" in this Proxy Statement, consistent with our goal of achieving a return on equity in the mid-teens over time, the Compensation Committee selected adjusted operating return on equity as the quantitative performance measure for the performance share portion of our stock-based long-term incentive program and as a material factor in determining amounts paid under our annual bonus program. Because operating return on equity is a function of both operating income and shareholders' equity, it encourages senior executives, as well as other employees with management responsibility, to focus on a variety of performance objectives that are important for creating shareholder value, including the quality and profitability of our underwriting and investing activities and capital management.

In addition, the long-term nature of our stock-based incentive awards (which generally do not vest until

three years after the award), our significant executive stock ownership requirements and the fact that more than 40% of our named executive officers' compensation in the aggregate was in the form of long-term, stock-based incentives in each of the last five years, including 2015, all encourage prudent enterprise risk management and discourage excessive risk taking to achieve short-term gains. Moreover, neither the long-term incentive awards nor annual bonuses require growth in revenues or earnings in order for our executives to be rewarded, and none of our executives are paid based on a formulaic percentage of revenues or profits. As a result of this and the mix of short- and long-term performance criteria, we believe that our executives are not incentivized to employ disproportionately risky growth strategies.

Furthermore, the Compensation Committee's independent compensation consultant evaluates and advises the Compensation Committee as to the design and risk implications of our incentive plans and other aspects of our compensation programs to ensure that the mix of compensation, the balance of performance metrics and the overall compensation framework all support our short- and long-term objectives.

ITEM 2 RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee is responsible for the appointment, compensation, retention and oversight of the independent registered public accounting firm retained to audit the Company's financial statements. The Audit Committee has selected KPMG LLP ("KPMG") to serve as our independent registered public accounting firm for 2016.

Although ratification is not required by our bylaws or otherwise, the Board is submitting the selection of KPMG to our shareholders for ratification because we value our shareholders' views on the Company's independent registered public accounting firm. If our shareholders fail to ratify the selection, it will be considered notice to the Board and the Audit Committee to consider the selection of a different firm. Even if the selection is ratified, the Audit Committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our shareholders.

KPMG has continuously served as the independent registered public accounting firm of the Company (including The St. Paul Companies, Inc. ("St. Paul")

and its subsidiaries prior to its merger with Travelers Property Casualty Corp. ("TPC") that formed the Company (the "Merger")) since 1968 and of TPC and its predecessors from December 1993 until the Merger.

As part of the evaluation of its independent registered public accounting firm, the Audit Committee periodically considers whether there should be a regular rotation of the independent registered public accounting firm. In addition, in conjunction with the mandated rotation of the independent registered public accounting firm's lead engagement partner, the Audit Committee and the Audit Committee Chairman are directly involved in the selection of KPMG's lead engagement partner. The Audit Committee and the Board of Directors believe that the continued retention of KPMG to serve as the Company's independent registered public accounting firm is in the best interests of the Company and its shareholders.

Representatives of KPMG are expected to be present at the Annual Meeting. They also will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

Audit and Non-Audit Fees

In connection with the audit of the 2015 financial statements, we entered into an agreement with KPMG which set forth the terms by which KPMG would perform audit services for the Company.

The following table presents fees for professional services rendered by KPMG for the audit of our financial statements for 2015 and 2014 and fees billed for other services rendered by KPMG for those periods:

	2015	2014
Audit fees(1)	$ 8,852,600	$ 8,783,400
Audit-related fees(2)	857,900	753,100
Tax fees(3)	395,500	411,600
All other fees(4)	90,800	
Total:	$ 10,196,800	$ 9,948,100

(1) Fees paid were for audits of financial statements, reviews of quarterly financial statements and related reports and reviews

of registration statements and certain periodic reports filed with the SEC.

(2) Services primarily consisted of audits of employee benefit plans, actuarial attestations and reports on internal controls not required by applicable regulations.

(3) Tax fees related primarily to tax return preparation and assistance services and occasionally to domestic and international tax compliance related services.

(4) Other fees related to international regulatory and compliance advisory services.

The Audit Committee of the Board considered whether providing the non-audit services included in this table was compatible with maintaining KPMG's independence and concluded that it was.

Consistent with SEC policies regarding auditor independence and the Audit Committee's charter, the Audit Committee has responsibility for appointing, setting compensation for and reviewing the performance of the independent registered public accounting firm. In exercising this responsibility, the Audit Committee preapproves all audit and permitted non-audit services provided by the independent registered public accounting firm. Each year, the Audit Committee approves an annual budget for such permitted non-audit services and requires the independent registered public accounting firm and management to report actual fees versus the budget periodically throughout the year. The Audit Committee has authorized our Chief Auditor to approve KPMG's commencement of work on such permitted services within that budget, although the Chair of the Audit Committee must approve any such permitted non-audit service within the budget if the

expected cost for that service exceeds $100,000. During the year, circumstances may arise that make it necessary to engage the independent registered public accounting firm for additional services that would exceed the initial budget. The Audit Committee has delegated the authority to the Chair of the Audit Committee to review such circumstances and to grant approval when appropriate. All such approvals are then reported by the Audit Committee Chair to the full Audit Committee at its next meeting.

YOUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF KPMG AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016.

Report of the Audit Committee

The Audit Committee operates pursuant to a charter which is reviewed annually by the Audit Committee. Additionally, a brief description of the primary responsibilities of the Audit Committee is included under the heading "Board of Directors Information Audit Committee" in this Proxy Statement. Under the Audit Committee charter, management is responsible for the preparation, presentation and integrity of the Company's financial statements, the application of accounting and financial reporting principles and internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent registered public accounting firm is responsible for auditing the Company's financial statements and expressing an opinion as to their conformity with U.S. generally accepted accounting principles. In addition, the independent registered public accounting firm is responsible for auditing and expressing an opinion on the Company's internal controls over financial reporting.

In the performance of its oversight function, the Audit Committee reviewed and discussed the audited financial statements of the Company with

management and with the independent registered public accounting firm. The Audit Committee also received information regarding, and discussed with the independent registered public accounting firm, the matters required to be discussed by applicable standards adopted by the Public Company Accounting Oversight Board, including matters concerning the independence of the independent registered public accounting firm.

Based upon the review and discussions described in the preceding paragraph, the Audit Committee recommended to the Board that the audited financial statements of the Company be included in the Annual Report on Form 10-K for the year ended December 31, 2015 filed with the SEC.

Submitted by the Audit Committee of the Company's Board of Directors:

John H. Dasburg (Chair)
Alan L. Beller
Janet M. Dolan
Patricia L. Higgins
Thomas R. Hodgson
William J. Kane
Philip T. Ruegger III

Table of Contents

ITEM 3 NON-BINDING VOTE TO APPROVE EXECUTIVE COMPENSATION

The Company is requesting that shareholders vote, on a non-binding basis, to approve the compensation of our named executive officers as disclosed on pages 24-67. The Company currently intends to hold such votes annually. The next such vote will be held at the Company's 2017 Annual Meeting of Shareholders. While the Board intends to consider carefully the results of this vote, the final vote is advisory only and is not binding on the Company or the Board.

The Board recommends that shareholders vote "FOR" the following resolution:

RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and related narrative discussion, is hereby APPROVED.

As described in the Compensation Discussion and Analysis, our executive compensation programs are

structured consistent with our longstanding pay for performance philosophy and utilize performance measures that are intended to align compensation with the creation of shareholder value and to reinforce a long-term perspective.

In deciding how to vote on this proposal, the Company encourages you to read the Compensation Discussion and Analysis, particularly the "2015 Overview". In making compensation decisions for the 2015 performance year, the Compensation Committee considered the Company's strong results in 2015 and over time on both an absolute basis and relative to our peers. These financial results as well as other factors considered by the Compensation Committee are described in the Compensation Discussion and Analysis.

YOUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION.

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

2015 Overview

By nearly every measure, 2015 was another great year for Travelers with industry-leading financial results that mark the latest in a decade-long run of financial success. In 2015, as a result of thoughtful succession planning over many years, the Company successfully implemented its CEO succession plan. Our leadership transition resulted in Mr. Alan Schnitzer's promotion to CEO from his prior role as the Company's Vice Chairman and Chief Executive Officer, Business and International Insurance, effective December 1, 2015. Mr. Fishman, our prior CEO for 14 years, transitioned to the role of Executive Chairman of the Board, where he will continue to support our leadership team in a key management role. Finally, Mr. Brian MacLean, the Company's Chief Operating Officer and President,

assumed direct leadership of the Business and International Insurance segment in addition to his existing responsibilities. This thoughtfully executed CEO succession was well received by the Company's senior leadership team, its more than 30,000 employees, its shareholders and its independent agents and brokers.

The following section summarizes a number of additional performance highlights in 2015 and how that performance impacted the amount of variable compensation awarded in February 2016 to the named executive officers with respect to the 2015 performance year.

Continued Strong Performance in 2015 Building on a Decade of Success

- Operating income per diluted share* of $10.87 and net income per diluted share of $10.88 in 2015 were at record levels that meaningfully exceeded the goals in the Company's financial plan.

- Operating income* and net income of $3.4 billion significantly exceeded the goals in the Company's financial plan, but, notwithstanding an increase in after-tax underlying underwriting margin*, were slightly down from very strong levels in 2014 primarily due to lower net investment income including the impact of the persistently low interest rate environment.

- Return on equity of 14.2% and an operating return on equity* of 15.2% significantly exceeded the industry average return on equity for the 10th year in a row as well as our goals of 10.8% and 11.8%, respectively, contained in the Company's financial plan. This 15.2% operating return on equity is consistent with the Company's long-term objective of producing a mid-teens operating return on equity over time and only slightly down from the prior year level of 15.5%.

- Total shareholder returns were at the 70th, 80th and 90th percentile of the Compensation Comparison Group for 1-year, 5-year and 10-year periods, respectively.

Resulting In . . .

Variable Compensation Awarded to the Named Executive Officers as Follows:

In recognition of, among other factors, (1) our very strong 2015 results but taking into consideration the slight decrease in operating income and operating return on equity as described above and (2) the successful implementation of the CEO succession, the Compensation Committee decided to pay our named executive officers slightly lower compensation for fiscal 2015 performance as compared to 2014, while at the same time repositioning certain executive compensation levels in connection with the CEO succession, as follows:

- Mr. Schnitzer's annual cash bonus increased $250,000 or 8.3% compared to the 2014 performance year;

Mr. Fishman's annual cash bonus decreased $400,000 or 5.3% compared to the 2014 performance year;

Mr. MacLean's annual cash bonus was the same as for the 2014 performance year, while the average annual cash bonuses paid to the other named executive officers decreased approximately 6.2% compared to the 2014 performance year; and

Equity awards for performance year 2015 were consistent with those for 2014 other than with respect to Mr. Schnitzer and Mr. MacLean whose equity awards were increased by $2.38 million and $1.76 million, respectively.

* See, "Reconciliation of Non-GAAP Measures to GAAP Measures and Selected Definitions" on page 93.

Table of Contents

2015 Performance Building on a Decade of Success

In 2015, Travelers successfully continued to deliver on its consistent and articulated financial strategy, which is to create shareholder value by earning a top tier operating return on equity through the: (1) generation of significant earnings; and (2) maintenance of a balanced approach to capital management, including growing book value per share over time and returning to shareholders capital not needed to support the Company's business. Over the last decade, we produced an industry-leading return on equity, returned over $35 billion of excess capital to our shareholders, grew dividends per share at an average annual rate of 10%, more than doubled our book value per share and delivered a total return of approximately 225% to our shareholders.

In 2015, the Company continued to successfully execute this long-term financial strategy, as demonstrated by the following:

Continued to Improve Profitability Through Active Use of Data and Analytics. In 2015, the Company continued analyzing its business on an account-by-account or class-by-class basis using highly granular data and analytics with the objective of retaining its best performing business while seeking rate increases for lesser performing business. Due to the success of this strategy, in the past few years we have achieved significant compounded rate gains while at the same time

maintaining very high levels of retention. In 2015, rate change continued to be positive and retention levels improved from what were already historically high levels.

The execution of this strategy, which started in 2010, has resulted in improved pricing and underwriting profitability, as illustrated by the chart below of our after-tax (1) "underwriting margin" or "underwriting gain (loss)"* and (2) "underlying underwriting margin," which is our "underwriting margin" excluding the impact of catastrophes and net favorable prior year reserve development for each year since 2010.

---

* For a definition of these terms and reconciliation to GAAP measures, see "Reconciliation of Non-GAAP Measures to GAAP Measures and Selected Definitions" on page 93.

Table of Contents

Achieved a Superior Return on Equity. In 2015, the Company produced a return on equity of 14.2% and an operating return on equity of 15.2%, the third consecutive year in which operating returns were at a mid-teens level. The Company's 2015 return on equity exceeded approximately two-thirds of the property and casualty companies in our Compensation Comparison Group (described on pages 32 and 33 of this proxy statement). In addition, in contrast to the Company's 2015 return on equity of 14.2%, the average return on equity for the domestic property and casualty industry in 2015 was approximately 7.6%, as estimated by the Insurance Information Institute. This market outperformance continues a consistent trend for the Company over the last decade. As demonstrated by the following chart, the Company's return on equity has meaningfully exceeded the average return on equity for the industry in each of the past ten years.

Increased Adjusted Book Value Per Share and Returned Significant Excess Capital to Our Shareholders. During 2015, book value per share increased by 3% and adjusted book value per share, which excludes unrealized gains and losses on investments, increased by 6%. Over the last decade, the compound annual growth rate of the Company's adjusted book value per share was 9%. The Company was able to achieve this significant adjusted book value per share growth while, at the same time, returning substantial capital to shareholders. Since the Company began its current repurchase program in 2006, it has returned $35 billion of capital to shareholders through share repurchases and dividends, an amount that (1) exceeds the Company's market capitalization at the time the repurchase program was initially authorized in 2006 and (2) is greater than the capital returned by any other member of the Compensation Comparison Group during that period. During 2015, the Company returned to shareholders over $3.9 billion through over $3.2 billion of share repurchases and $744 million of dividends.

Table of Contents

Achieved Superior Total Return to Shareholders Over Time. Strong financial results have led to outstanding total returns to shareholders over time (measured as the change in stock price plus the cumulative amount of dividends, assuming dividend reinvestment).

For the one-year period ended December 31, 2015, our total shareholder return was 9.1%, which placed the Company at the 70th percentile of our Compensation Comparison Group.

For the three-year and five-year periods ended December 31, 2015, our shareholder returns of 68.4% and 129.7%, respectively, placed the Company at the 70th and 80th percentile, respectively, of our Compensation Comparison Group in each period.

For the ten-year period ended on December 31, 2015, our total shareholder return of 224.6% was greater than all but one member of our Compensation Comparison Group.

Moreover, in each of the periods mentioned above, the Company's total shareholder return exceeded the return on the Dow Jones Industrial Average (the Dow 30 Index, of which the Company is a member) and the S&P 500 Index.

The chart below shows total shareholder return for the period beginning January 1, 2006 and ending on December 31, 2015. For each year on the chart, total return is calculated with January 1, 2006 as the starting point and December 31 of the relevant year as the ending point. In contrast to many other members of the Compensation Comparison Group, the Company's level of shareholder returns over recent years reflected consistent strong performance rather than a recovery from a significant decline during the financial crisis. In

assessing total shareholder return, the Compensation Committee generally gives greater weight to performance over a longer period of time, as a long-term perspective is necessary to execute the Company's strategy, particularly in light of the inherent potential in the property and casualty insurance industry for results to vary significantly year-to-year.

Based on the achievements discussed above and elsewhere in this Compensation Discussion & Analysis, and other factors, the Compensation Committee determined that the Company and the named executive officers had performed at superior levels on both an absolute basis and relative to our peers. Consistent with this determination, the Compensation Committee intended to position total direct compensation for each of the named executive officers significantly above the median (in the top quartile) of the Compensation Comparison Group (based on 2014 compensation data, the most recent year for which public information was available). Total direct compensation for a performance year consists of base salary and annual cash bonuses earned and long-term stock-based incentive awards granted to our named executive officers in February of each year with respect to their performance in the prior year.

Table of Contents

Link Between Pay and Performance Over Time

Pay for Performance Philosophy

Our compensation program, the objectives and structure of which have been stable over time and aligned with our articulated financial strategy, is designed to, among other things, reinforce a long-term perspective and to align the interests of our executives with those of our shareholders. A long-term perspective is especially vital in the property and casualty insurance industry, where the periodic occurrence of catastrophes, changes in estimates of costs for claims and other economic conditions have historically produced results that vary significantly when measured year-to-year.

Consistent with the Company's longstanding pay for performance philosophy, the Compensation Committee believes that, when we generally exceed our performance goals and the named executive officers individually perform at superior levels in achieving that performance, total compensation for these executive officers should be set at superior levels compared to the compensation levels for equivalent positions in our Compensation Comparison Group. When we do not generally exceed our performance goals or the named executive officers individually do not perform at superior levels, total compensation for these executives should be set at lower levels. In addition, to a greater extent than many of the companies included in our Compensation Comparison Group, due to our providing more modest pension benefits and the absence of time-based restricted stock

in our ongoing program, a substantial majority of the ultimate value of our named executive officer compensation is performance-based and is tied to, and is dependent upon, operating results and increases in shareholder value over time.

Relationship between CEO Compensation and Operating Return on Equity

While the objectives and structure of our compensation program have been stable over time, compensation levels for each performance year have often increased or decreased meaningfully from year to year based on Company performance.

The following two charts illustrate the directional relationship between total direct compensation for Mr. Fishman, our CEO through the end of November 2015, and Company performance, as reflected by operating return on equity, with respect to the past seven performance years (PY).

As indicated below, compensation levels vary significantly from year to year and correlate with returns. Further, as explained under "Objectives of Our Executive Compensation Program", the Compensation Committee believes that compensation levels should encourage a long-term perspective, and, therefore, while catastrophe losses (CATs) should impact compensation levels, compensation levels should not be as volatile, from year-to-year, as changes in financial results due to catastrophe losses.

(1)

The adjustment to the chart is intended to facilitate a year-to-year comparison of recent operating return on equity (ROE) by showing operating ROEs both as reported and as adjusted to reflect a consistent level of catastrophe losses for each year to eliminate the volatility that undermines the comparison of period-to-period results. The average annual catastrophe losses (after tax) for the seven-year period presented was $728 million. Actual catastrophe losses for each year are presented on page 95 of this Proxy Statement.

(2)

Return on Equity as reported for the seven-year period was as follows:

PY2009	PY2010	PY2011	PY2012	PY2013	PY2014	PY2015
13.5%	12.1%	5.7%	9.8%	14.6%	14.6%	14.2%

Differences between total direct compensation for each performance year presented above and the information included in the Company's Summary Compensation Table is discussed further below under " Total Direct Compensation for 2013-2015 (Supplemental Table)" and " Differences Between this Supplemental Table and the Summary Compensation Table" on page 48.

Use of Operating Return on Equity and Other Metrics

While the Compensation Committee evaluates a broad range of financial and non-financial metrics in awarding performance-based annual cash bonuses, operating return on equity, in particular, is a principal factor in our Compensation Committee's evaluation of the Company's performance. Moreover, as discussed below, the number of performance shares that a named executive officer will receive upon vesting, if any, depends on the Company's attainment of specific financial goals related to operating return on equity.

The Compensation Committee believes that operating return on equity should not be viewed as a single metric. Rather, by being a function of both (1) operating income and (2) shareholders' equity (excluding unrealized gains and losses on investments), operating return on equity reflects a number of separate areas of financial performance related to both the Company's income statement and balance sheet. Accordingly, senior executives, as well as other employees with management responsibility, are encouraged to focus on multiple performance objectives that are important for creating shareholder value, including the quality and profitability of our underwriting and investment decisions, the pricing of our policies, the effectiveness of our claims management and the efficacy of our capital and risk management.

As noted above, in addition to operating return on equity, the Compensation Committee also reviews a broad range of other financial and non-financial metrics, particularly with respect to the administration of the Company's performance-based annual cash bonus program. As discussed further below, in determining annual cash bonuses to be paid to the named executive officers, the Compensation Committee evaluates the Company's performance with respect to a wide range of metrics included in the financial plan approved by the Board, including, among others, operating income and operating income per diluted share along with other metrics that contribute to those results, such as written and earned premiums, investment income, insurance losses and expense management. In evaluating performance against the objectives, however, the Compensation Committee did not use a formula or pre-determined weighting, and no one objective was individually material other than operating return on equity. In addition to the metrics discussed above, the Compensation Committee also reviews per share growth in book value and adjusted book value over time in light of the Company's objective to create

shareholder value by generating significant earnings and taking a balanced approach to capital management. However, because (1) book value can be volatile due to, among other things, the impact of changing interest rates on the fair value of the Company's fixed-income portfolio and (2) the Company's capital management strategy also emphasizes returning excess capital to shareholders, the Compensation Committee does not set a specific target for per share growth in book value or adjusted book value. Further, while it evaluates changes in book value and adjusted book value in the context of overall results, the Company does not believe such changes, by themselves, are always the most meaningful indicators of relative performance.

The Compensation Committee believes that a formulaic approach to compensation, particularly in the property and casualty insurance industry, could result in unintended consequences and is not an appropriate substitute for the Compensation Committee's thorough deliberation and business judgment. The Compensation Committee's current approach allows it to appropriately assess the quality of performance results and ensures that executives are not unduly rewarded, or disadvantaged, based purely on mechanical formulas.

Relationship between Mr. Fishman's Compensation and Relative Performance over the Last Decade

The following chart demonstrates the Company's performance as compared to the other companies in its Compensation Comparison Group over the ten-year period ended December 31, 2015 based on a number of different metrics that the Compensation Committee believes are relevant to consider in assessing performance over time. While the Compensation Committee considers both absolute and relative performance in respect of all of these metrics, no one metric is conclusive, especially given that differences in industry, business mix and capital structure can impact comparability.

The chart also shows total compensation for Mr. Fishman, our CEO through the end of November 2015, compared to total compensation paid to the CEOs of our Compensation Comparison Group for the ten-year period from 2005 through 2014, the most recent ten years for which comparative compensation information was available when the Compensation Committee approved this report.

For purposes of this chart, "total compensation" reflects total compensation as reported in the summary compensation tables in the Company's and the peer group's proxy statements prepared for the relevant years. "Return of Capital" is the cumulative amount of dollars spent on share repurchases and cash dividend payments over the specified time period. For

a definition of some of the other terms used in the chart below, see "Reconciliation of Non-GAAP Measures to GAAP Measures and Selected Definitions" on page 93 of this Proxy Statement.

Objectives of Our Executive Compensation Program

The Compensation Committee has approved the following five primary objectives of our executive compensation program.

1.

Link compensation to the achievement of our short- and long-term financial and strategic objectives

The Compensation Committee believes that a properly structured compensation system should measure and reward performance on multiple bases. To ensure an appropriate degree of balance in the program, the compensation system is designed to measure short- and long-term financial and operating performance, the efficiency with which capital is employed in the business, the effective management of risk, the achievement of strategic initiatives and the individual performance of each executive.

The Compensation Committee further believes that an executive's total compensation opportunity should be commensurate with his or her position and level of responsibility. Accordingly, the proportion of total compensation that is performance-based increases with successively higher levels of responsibility. Thus, the senior-most executives, who are responsible for the development and execution of our strategic and financial plans, have the largest portion of their compensation tied to performance-based incentives, including equity-based compensation, the ultimate value of which is completely or partly dependent on changes in stock price and operating return on equity.

Table of Contents

In evaluating the Company's overall performance, the Compensation Committee recognizes that our business is subject to events outside of management's control, including natural and man-made catastrophic events, and takes those events into account when awarding compensation. The Compensation Committee believes that, while the impact of catastrophes in any given year can produce significant volatility, management should be focused on achieving the Company's long-term strategic goals. As a result, although the Compensation Committee believes that the impact of catastrophes on the Company's financial results should be reflected in its executive compensation decisions, the Compensation Committee does not believe it is appropriate for compensation levels to be subject to as much volatility year-to-year as may be caused by actual catastrophes.

2.
Provide competitive compensation opportunities to attract, retain and motivate high-performing executive talent

Our overall compensation levels are designed to attract and retain the best executives in light of the competition for executive talent. In addition, the Compensation Committee believes that, when we generally exceed our performance goals and the named executive officers individually perform at superior levels in achieving that performance, total compensation for these executive officers should be set at superior levels compared to the compensation levels for equivalent positions in our Compensation Comparison Group. When we do not generally exceed our performance goals or the named executive officers individually do not perform at superior levels, total compensation for these executives should be set at lower levels.

The Compensation Committee may also take into account other relevant facts and circumstances in awarding compensation in order to attract, retain and motivate high-performing talent.

3.
Align the interests of management and shareholders by paying a substantial portion of total compensation in equity-based incentives and ensuring that executives accumulate meaningful stock ownership stakes over their tenure

The Compensation Committee believes that the interests of executives and shareholders should be

aligned. Accordingly, a significant portion of the total compensation for the named executive officers is in the form of stock-based compensation. The components of the stock-based compensation granted to the named executive officers in 2015 and 2016 were stock options and performance shares, other than with respect to a one-time grant of restricted stock units to Mr. MacLean. In addition, as discussed below, senior executives are expected to achieve specified stock ownership targets prior to selling any stock acquired upon the exercise of stock options or the vesting of performance shares or restricted stock units. Both the portion of total compensation attributable to stock-based programs and the expected level of executive stock ownership increase with successively higher levels of responsibility.

4.
Maximize, to the extent equitable and practicable, the financial efficiency of the overall compensation program from tax, accounting, cash flow and share dilution perspectives

We make reasonable efforts to maximize the tax deductibility of all elements of compensation. Section 162(m) of the Internal Revenue Code prohibits us from deducting compensation in excess of $1 million paid to most of the named executive officers unless specified requirements are met, including that such amounts be considered "qualified performance-based compensation" under Section 162(m). The Compensation Committee may also approve compensation that does not qualify for a deduction under Section 162(m) if it determines that it is appropriate to do so in light of other competing interests and goals, such as the attraction and retention of key executives.

As part of the process of approving the initial design of incentive plans, or any subsequent modifications made to such plans, and determining awards under the plans, the Compensation Committee also evaluates the aggregate economic costs and dilutive impact to shareholders of such compensation, the expected accounting treatment and the impact on our financial results. The Compensation Committee attempts to balance the various financial implications of each program to ensure that the system is as efficient as possible and that unnecessary costs are avoided.

5. Reflect established and evolving corporate governance standards

The Compensation Committee, with the assistance of our Human Resources Department and the Compensation Committee's independent compensation consultant, stays abreast of current and developing corporate governance standards and trends with respect to executive compensation and adjusts the various elements of our executive compensation program, from time to time, as it deems appropriate. As a result of this process, the Compensation Committee has adopted the following practices, among others:

What We DO:

Maintain robust share ownership requirement

Maintain a clawback policy with respect to cash and equity incentive awards to our executive officers

Prohibit hedging transactions as specified in the Securities Trading Policy

Prohibit pledging without the consent of the Company (no pledges have been made)

Engage in outreach and maintain a dialogue with shareholders relating to the Company's governance and compensation practices

What We DO NOT Do:

No excise tax "gross-up" payments in the event of a change in control

No tax "gross-up" payments on perquisites for named executive officers

No repricing of stock options and no buy-out of underwater options

No excessive or unusual perquisites

No dividends or dividend equivalents paid on unvested performance shares

No above-market returns provided for in deferred compensation plans

No guaranteed equity or bonuses for named executive officers

For a description of the duties of the Compensation Committee and its use of an independent compensation consultant, see "Board of Directors Information Compensation Committee" on page 6 of this Proxy Statement.

Compensation Comparison Group

The Compensation Comparison Group includes (1) our key competitors in the property and casualty insurance industry and (2) general financial services and life and health insurance companies that in general are of relatively similar size and complexity. We regard these general financial services and life and health insurance companies as potential competition for executive talent. The Compensation Comparison Group has not changed since 2009; however, the Compensation Committee reviews the composition of our peer group annually to ensure that the companies constituting the peer group continue to provide meaningful and relevant compensation comparisons.

The Compensation Comparison Group consisted of the following companies in the property and casualty insurance business:

ACE Ltd.*

Allstate Corporation

Chubb Corporation*

Hartford Financial Services Group

Progressive Corporation

*In July 2015, ACE Ltd. announced that it would acquire Chubb Corporation. The acquisition was completed on January 14, 2016, and shortly after, ACE Ltd. changed its name to Chubb Ltd. The Compensation Committee included ACE Ltd. and Chubb Corporation compensation data separately in the peer group for purposes of analyzing fiscal 2015 compensation decisions, as the Committee considered peer group compensation data for the 2014 performance year, the most recent year for which compensation data is publicly available. Comparisons of financial performance to the Compensation Comparison Group contained in this Compensation Discussion and Analysis include legacy ACE Ltd. (now known as Chubb Ltd.) but do not include financial or other information for the former Chubb Corporation.

The Compensation Comparison Group also included the following general financial services and life and health insurance companies:

- Aetna, Inc.
- American Express
- CIGNA Corporation
- Manulife Financial Corporation
- MetLife Inc.
- Prudential Financial Inc.

As of December 31, 2015, the Company was in approximately the 30th percentile of the Compensation Comparison Group based on assets, the 40th percentile based on revenues and the 40th percentile based on market capitalization.

Compensation Elements

We deliver annual executive compensation through a combination of:

- base salary, and
- performance-based compensation consisting of:
  - an annual cash bonus and
  - stock-based, long-term incentive awards.

We also provide benefits and modest perquisites. Finally, in addition, from time to time, the Compensation Committee may make special cash or equity awards to one or more of our named executive officers.

Consistent with recent years, the Compensation Committee has determined that the allocation of compensation between performance-based annual cash bonus and stock-based long-term incentives should be somewhat more heavily weighted towards cash bonus as compared to our Compensation Comparison Group. The Compensation Committee believes that this allocation is appropriate in light of the fact that a higher percentage of the named executive officers' total compensation (and total direct compensation) is performance-based as compared to the peer average and peer median of the Compensation Comparison Group. In particular, unlike a number of other companies in our Compensation Comparison Group, annual equity awards made to the named executive officers are typically all performance-based. Annual awards of stock-based compensation are typically in the form of stock options and performance shares. Because our performance shares only vest if adjusted return on equity thresholds are met, and because options provide value only if our stock price appreciates, the Compensation Committee believes that such compensation is all performance-based; that is, the compensation typically awarded annually to our CEO, Executive Chairman of the Board and other named executive officers does not include awards, such as restricted stock, where compensation is earned solely due to the passage of time without regard to performance. In recognition of special circumstances, as discussed below, in February 2016 the Compensation Committee made a one-time special equity grant of restricted stock units to Mr. MacLean.

The following chart illustrates the mix of performance-based compensation to non-performance-based compensation of Mr. Fishman, our CEO through November 2015, compared to the CEOs of our Compensation Comparison Group.

(1) Travelers CEO Pay Mix reflects the pay mix of total direct compensation for Mr. Fishman for the 2015 performance year, as reported in the Supplemental Table on page 48 of this Proxy Statement.

(2) Peer Average CEO Pay Mix reflects the pay mix of total direct compensation for our Compensation Comparison Group for their 2014 performance year (the most recent year for which data was publicly available) and was calculated for the Compensation Committee by its independent compensation consultant. As part of that calculation, the independent compensation consultant annualized special non-recurring long-term incentive grants (for example, new hire, retention and promotion awards) to reflect an estimate of "per year" value.

Table of Contents

Total Direct Compensation

The following table sets forth the composition of total direct compensation for Mr. Schnitzer and Mr. Fishman, both of whom served as CEO during 2015, and our other named executive officers for the 2015 performance year:

Compensation Element	Percentage of Total Direct Compensation of Mr. Schnitzer	Percentage of Total Direct Compensation of Mr. Fishman	Percentage of Average Total Direct Compensation of Other NEOs
Base Salary Earned	9%	5%	11%
Annual Cash Bonus	36%	37%	45%
Long-Term Stock Incentives	55%	58%	44%

Base Salary

The Compensation Committee generally sets base salary for executive officers other than the CEO at a level that is intended to be on average at, or near, approximately the 50th percentile for equivalent positions in our Compensation Comparison Group. This positioning is targeted because, among other things, it helps us to attract and retain high-quality talent and enables us to grant the substantial majority of our named executive officers' compensation in the form of variable performance-based compensation.

Individual salaries may range above or below the median based on a variety of factors, including the potential impact of the executive's role at the Company, the terms of the executive's employment agreement, if any, the experience the executive brings to the position and the performance and potential of the executive in his or her role. Base salaries are reviewed annually, and adjustments are made from time to time as the Compensation Committee deems appropriate to recognize performance, changes in duties and/or changes in the competitive marketplace.

Further, because salaries for executive officers are typically changed infrequently, at the time the Compensation Committee increases the salaries of executives who have not received an increase in several years, such salaries on average may, initially and for a period of time following such increases, be higher than the 50th percentile of our Compensation Comparison Group indicated by the most recently available data on the basis that over time the average

is expected to be at, or near, approximately the 50th percentile.

The current base salaries for Messrs. MacLean, Benet and Heyman are slightly above the 75th percentile of our Compensation Comparison Group based on the most recently available data as provided by the Compensation Committee's independent compensation consultant in consideration of their long tenure in their positions, considerable expertise, and outstanding performance over time.

The Compensation Committee made the following changes to base salaries in fiscal 2015 and the first few months of fiscal 2016:

- In connection with his appointment as CEO, the Compensation Committee increased Mr. Schnitzer's base salary by $250,000 to $1 million.

- In consideration of his change in role to Executive Chairman of the Board, the Compensation Committee decreased Mr. Fishman's base salary by $150,000 to $850,000.

- The Compensation Committee increased the base salary of Mr. MacLean by $50,000 to $975,000 and increased the base salary of each of Messrs. Benet and Heyman by $100,000 to $850,000. The Compensation Committee last changed Mr. MacLean's base salary in 2012 and last changed Mr. Benet's and Mr. Heyman's base salaries in 2013.

Mr. Schnitzer's current base salary as CEO and Mr. Fishman's 2015 base salary while CEO are each at approximately the 10^{th} percentile when compared to other CEO's in our Compensation Comparison Group.

Annual Cash Bonus

The named executive officers are eligible to earn performance-based annual cash bonuses under the Senior Executive Performance Plan, a plan approved by our shareholders. The annual bonuses are based upon the individual performance of each executive as well as that of the Company as a whole. The annual cash bonuses are designed to further our goals described under "Objectives of Our Executive Compensation Program", including motivating and promoting the achievement of our short-term and long-term financial and strategic objectives.

Description of Senior Executive Performance Plan and Maximum Pool

The Senior Executive Performance Plan is designed to comply with the "qualified performance-based compensation" requirements of Section 162(m) of the Internal Revenue Code so that the annual bonus payments to named executive officers could be fully tax deductible. The Senior Executive Performance Plan contains a multi-metric formula that was approved by shareholders and that is used to determine the maximum amount of the annual bonus pool. The formula in the Senior Executive Performance Plan provides generally that, if our return on equity (determined by dividing (1) "after-tax operating earnings", as defined in the Senior Executive Performance Plan, by (2) total common shareholders' equity as of the beginning of the fiscal year, adjusted to exclude net unrealized appreciation or depreciation of investments) is greater than 8%, then the pool available to pay as "qualified performance-based compensation" under Section 162(m) will equal 1.5% of our "after-tax operating earnings".

Because the amount of our after-tax operating earnings can generate a larger bonus pool than necessary for awarding bonuses consistent with the Compensation Committee's objectives, the Compensation Committee can exercise (and in the past has always exercised) its discretion to award less than the maximum amount that could have been awarded under the Plan as "qualified performance-based compensation".

Performance-Year 2015 Bonuses Payable under the Senior Executive Performance Plan

As it has done in prior years, the Compensation Committee exercised its discretion to award less than the maximum amount that could have been awarded under the Plan as "qualified performance-based compensation". Our return on equity for the 2015 performance period, calculated as defined in the Senior Executive Performance Plan, was 16.43%, and resulted in a maximum amount available under the Senior Executive Performance Plan of $56.36 million. As discussed below, the Compensation Committee awarded a total of $20.65 million in bonuses (being approximately 37% of the bonus pool under the Plan) to the five named executive officers who were

participants in the Senior Executive Performance Plan for the 2015 performance period.

Factors Considered in Awarding 2015 Bonuses

In determining the actual annual bonuses awarded, the Compensation Committee applied its business judgment and considered a number of factors, including:

- the strong financial performance and other significant achievements described above under "2015 Performance Building on a Decade of Success";
- Company, business segment and/or investment results relative to the various financial measures set forth in our 2015 business plan that was established and approved by the Board at the end of 2014;
- the performance of the executive;
- compensation market practices as reflected by the Compensation Comparison Group in the most recent publicly available data;
- our performance relative to the companies in our Compensation Comparison Group along with other companies in the property and casualty industry, with a particular emphasis on operating return on equity;
- past awards to the executive; and

- changes in the executive's responsibilities during the course of the year in connection with the CEO succession.

In determining these bonuses, the Compensation Committee also considered additional qualitative factors, such as:

- the strategic positioning of the Company and the applicable business unit;
- the progress made on strategic initiatives, solid underlying underwriting profitability across the business segments and increasing the competitiveness of the Company's personal auto business;
- the effective management of expenses;
- the effective management of risk; and

Table of Contents

the demonstration of leadership, teamwork and innovation.

As discussed below, the Compensation Committee generally weighs financial performance measures (particularly operating return on equity) and comparable compensation information more heavily than other factors. In particular, when assessing results, the Compensation Committee considers the Company's overall financial performance relative to prior years' performance, the business plan and the performance of industry peers.

The achievement, or inability to achieve, any particular financial or operational measure in a given year neither guarantees nor precludes the payment of an award but is considered by the Compensation Committee as one of several factors in light of the other factors noted and any additional information available to it at the time, including market conditions in general. The Compensation Committee does not use a formula or assign any particular relative weighting to any performance measure. As discussed under "Use of Operating Return on Equity and Other Metrics" on page 29, the Compensation Committee believes that a formulaic approach to compensation is not appropriate in the property and casualty industry and is not an appropriate substitute for the Compensation Committee's thorough deliberation and business judgment as it would not allow the Compensation Committee to assess the quality of the performance results and could result in negative unintended consequences. For example, a formulaic bonus plan tied to revenue growth (a common metric used in formulaic bonus plans) could create an incentive for management to relax the Company's underwriting or investment standards to increase revenue and reported profit on a short-term basis, thereby driving higher short-term bonuses, but create excessive risk for shareholders over the longer term. This is of particular concern in the property casualty insurance industry due to the fact that the "cost of goods sold" (i.e., the amount of insured losses) is not known at the time of sale and develops over time, in some cases many years.

2015 Financial Metrics, Including Operating Return on Equity Target

In evaluating the foregoing factors, the Compensation Committee reviewed management's progress in meeting a broad range of financial and operational metrics included in the 2015 financial plan approved by the Board in December 2014. Of the various

financial metrics evaluated by the Compensation Committee, the Compensation Committee considered operating return on equity to be the most important metric in its evaluation of the Company's performance, and it reviewed other metrics in light of their contribution to the Company's return on equity goals.

Operating Return on Equity Target. The Compensation Committee established in February 2015 specific targets for both: (1) operating return on equity; and (2) adjusted operating return on equity, which excludes catastrophes and prior year reserve development, if any, related to asbestos and environmental coverages. In particular, the 2015 financial plan targeted: (1) an operating return on equity of 11.8% and (2) an adjusted operating return on equity of 14.4%.

One of management's important responsibilities is to produce an appropriate return on equity for our shareholders and to develop and execute financial and operational plans consistent with our financial goal of achieving a mid-teens operating return on equity over time. The Compensation Committee also recognizes, however, the historic cyclicality of our business and that there may be times when the operating return on equity achievable in a given year is greater than, or less than, a mid-teens level. The targeted returns for 2015 reflected the expectation that interest rates would remain at historically low levels. In addition, in evaluating the appropriateness of the targets set for return on equity, the Compensation Committee considers our return on equity relative to the Compensation Comparison Group and to the U.S. property and casualty industry generally and relative to our estimated cost of equity. This relationship to industry returns, over time, is described in the chart on page 26. As a result, when the Board approved our 2015 business plan, both management and the Board believed the plan to be reasonably difficult to achieve.

Notably, the Company's financial plan and thus its targets does not include any planned reserve development, positive or negative. The Company's actuarial estimates always reflect management's best estimates of ultimate loss as of the relevant date. As a result, when developing financial plans, the Company does not budget for, or target, prior year reserve development. Adjustments to actual adjusted operating return on equity for prior year reserve development related to asbestos and environmental coverages are made because, to a significant degree, those items relate to policies that were written decades ago and, particularly in the case of asbestos, arise to a significant extent as a result of court decisions and other trends that have attempted to expand insurance coverage far beyond what we believe to be the intent of the original parties. Accordingly, the financial impact is largely beyond the control of current management. The 2015 plan also assumed catastrophes at normalized levels and lower net investment income attributable to the persistently low interest rate environment. As a result, the targets in the 2015 plan were similar to the targets in the 2014 plan and somewhat lower than the 2014 actual results. The 2014 actual results included positive prior year reserve development of $941 million ($616 million after tax) and benefited from a relatively low level of catastrophes.

For 2015, our results compared to our targets were as follows:

- Our operating return on equity was 15.2%, which was significantly higher than our target of 11.8%.

- Our adjusted operating return on equity, excluding catastrophes and prior year reserve development related to asbestos and environmental coverages, was 17.3%, which was significantly higher than our target of 14.4%.

Other Financial Metrics. The Senior Executive Performance Plan is a multiple metric plan. In determining annual cash bonuses to be paid to the named executive officers, the Compensation Committee evaluates the Company's performance with respect to not only operating return on equity, but also a broad range of other financial metrics including, among other things, operating income and operating income per diluted share and other metrics that contribute to those amounts, such as written and earned premiums, investment income, insurance losses and expense management. No one of these other financial metrics was individually material to 2015 compensation decisions.

The relevant targets for these other financial metrics were included in the 2015 financial plan approved by the Board at the end of 2014. The following table shows 2015 operating income and operating income per diluted share compared to the corresponding metrics contained in the Company's 2015 financial plan and to 2014 actual results.

For the metrics below, 2015 actual results were higher than target, while operating income was slightly below prior year, and operating income per diluted share was 3% higher than the prior year.

Metric	2015 Actual	2015 Target*	2014 Actual
Operating Income	$3.44B	$2.70B	$3.64B
Operating Income Per Diluted Share	$10.87	$8.48	$10.55

* As discussed above, the 2015 targets do not include any planned reserve development, either positive or negative, reflect lower net investment income attributable to the persistently low interest rate environment and assume catastrophes at normalized levels.

Reasons for Performance in Excess of Financial Targets. The Compensation Committee believes that the Company's performance in 2015, which was substantially in excess of applicable targets, reflected among other things:

- solid underlying underwriting performance, including as the result of the Company's strategic actions, beginning in 2010 and continuing through 2015, to improve that profitability;

- catastrophe losses that were significantly below the historically high levels of a number of recent years and lower than amounts assumed in the 2015 financial plan;

favorable prior year reserve development not related to asbestos and environmental matters;

the favorable impact of the Company's capital management, particularly its share repurchase program; and

investment results that, while solid, were impacted by the continued low interest rate environment and more challenging capital market conditions.

In addition, the Compensation Committee believes the results reflect strong performance relative to the U.S. property and casualty industry as a whole. In particular, the Company's return on equity of 14.2% in 2015 meaningfully exceeded the average return on equity for domestic property and casualty insurance companies, of approximately 7.6%, as estimated by the Insurance Information Institute.

Amount of 2015 Annual Cash Bonuses

At its February 2016 meeting, the Compensation Committee considered the quantitative and qualitative factors described above and the substantial contributions made by the named executive officers in exceeding the 2015 targets described above, including operating income of $3.4 billion, which while significantly exceeding the goal in the Company's financial plan was down slightly from a very strong level in 2014 due primarily to a decline in net investment income including the impact of the persistently low interest rate environment, significantly offset by higher underwriting margins.

The Compensation Committee believed that all of the named executive officers individually performed at superior levels and contributed substantially to our results. The Compensation Committee also placed significant weight on the fact that the executive officers, including the named executive officers, were highly effective working as a team not only in driving the business but particularly with respect to successfully managing the CEO transition.

With regard to Mr. Schnitzer, the Compensation Committee also considered the change in his roles and responsibilities as a result of his promotion to CEO in 2015. With regard to Mr. Fishman, the Compensation Committee also considered his leadership in developing executive management strength and depth over many years and successfully executing the Company's succession plan. With regard to Mr. MacLean, the Compensation Committee also

considered Mr. MacLean's assumption of direct leadership of the Business and International Insurance segment and his commitment, support and guidance throughout the leadership transition in 2015, which he was uniquely positioned to provide as President and COO.

In light of the foregoing, the Compensation Committee determined in its judgment to award:

- a cash bonus of $3.25 million to Mr. Schnitzer, which is $250,000 or 8.3% higher than that awarded for performance year 2014;
- a cash bonus of $7.1 million to Mr. Fishman, which is $400,000 or 5.3% lower than that awarded for performance year 2014; and
- a cash bonus of $4.0 million to Mr. MacLean, which was the same as 2014, and aggregate cash bonuses of $9.1 million to the other named executive officers, which is $600,000 or 6.2% lower than the bonuses awarded for performance year 2014.

Given the Company's superior performance relative to its peers, the bonuses were also intended to position total direct compensation for the named executive officers significantly above the median (in the top quartile) of the Compensation Comparison Group (based on 2014 compensation data, the most recent data publicly available).

Table of Contents

Long-Term Stock Incentives
As described below, 2015 long-term compensation was awarded to the named executive officers in the form of stock options, performance shares and, with regard to a special one-time grant to Mr. MacLean, restricted stock units. Our stock-based long-term incentive awards are designed to further our goals described under "Objectives of Our Executive Compensation Program", including ensuring that our executive officers have a continuing stake in our long-term success and manage the business with a long-term, risk-adjusted perspective.

At its February 2016 meeting, the Compensation Committee granted Mr. Schnitzer stock-based long-term incentive awards with a grant date fair value of $5 million, an increase of $2.4 million in recognition of the change in his roles and responsibilities as a result of his promotion to CEO in 2015. The Compensation Committee granted Mr. Fishman stock-based long-term incentive awards with a grant date fair value of $11 million, an amount equal to his grant in the prior year. At the same meeting, the Compensation Committee granted Mr. MacLean stock-based long-term incentive awards with a grant date fair value of $5 million, an increase of $1.8 million in recognition of his assumption of direct leadership of the Business and International Insurance segment and his commitment, support and guidance throughout the leadership transition in 2015, which he was uniquely positioned to provide as President and COO. The $1.8 million increase was in the form of stock options and restricted stock units. The Compensation Committee granted each of the other named executive officers stock-based incentive awards with a grant date fair value of $2.625 million. The awards for these named executive officers were 3.5 times the base salary for those officers at the end of 2015, the same multiple as in the prior year. The Compensation Committee set the amounts of such incentive grants in order to position the Total Direct Compensation for the named executive officers at slightly lower compensation for fiscal 2015 performance as compared to 2014, while at the same time repositioning certain executive compensation levels in connection with the CEO succession. Given the Company's superior performance, these equity awards were also intended to position total direct compensation for the named executive officers significantly above the median (in the top quartile) of the Compensation Comparison Group (based on 2014 compensation data, the most recent data publicly available at the time of grant). These equity awards will be included in the Summary

Compensation Table in our Proxy Statement for our 2017 Annual Meeting.

At its February 2015 meeting, the Compensation Committee granted Mr. Fishman stock-based long-term incentive awards with a grant date fair value of $11 million. At the same meeting, the Compensation Committee granted the other named executive officers stock-based long-term incentive awards ranging from $2.6 million to $3.2 million. The awards for the named executive officers were 3.5 times the base salary for those officers in effect at the end of 2014. The Compensation Committee set the amounts of such incentive grants in order to position the total direct compensation of Mr. Fishman and other named executive officers as a group at levels that were consistent with 2013 levels. Given the Company's superior performance, these equity awards were also intended to position total direct compensation for Mr. Fishman and the named executive officers as a group significantly above the median (in the top quartile) of the Compensation Comparison Group (based on 2013 compensation data, the most recent data publicly available at the time of grant).

The ultimate value of stock-based long-term incentive awards at the time of vesting or, in the case of stock options, exercise may be greater than or less than the grant date fair value, depending upon our operating performance and changes in the value of our stock price. The grant date fair values of long-term incentive awards are computed in accordance with the accounting standards described in footnote (2) to the Summary Compensation Table on page 49.

The Compensation Committee, with advice from its independent compensation consultant, developed guidelines for the allocation of annual grants of equity compensation between performance shares and stock options. These allocations are intended to result in a mix of annual long-term incentives that is sufficiently performance-based and will result in: (1) a large component of total compensation being tied to the achievement of specific, multi-year operating performance objectives and changes in shareholder value (performance shares); and (2) an appropriate portion being tied solely to changes in shareholder value (options). Under the guidelines, the mix of long-term incentives for the named executive officers is approximately 60% performance shares and 40% stock options, based on the grant date fair value of the awards. The mix of annual long-term incentive compensation reflects the Compensation Committee's judgment as to the appropriate balance of these incentives to achieve its objectives. While the aggregate grant date fair values of equity awards granted to the named executive officers take into account both individual and Company performance, the mix of equity incentives is fixed and generally does not vary from year to year. For a description of the equity awards granted in calendar year 2015, refer to the "Tabular Executive Compensation Disclosure Grants of Plan-Based Awards in 2015" on page 51.

Performance Shares

Under our program for granting performance shares, we may grant performance shares to certain of our employees who hold positions of vice president (or its equivalent) or above, including the named executive officers. These awards provide the recipient with the right to receive a variable number of shares of our common stock based upon our attainment of specified performance goals discussed below. The performance goals for performance share awards granted in 2015 and 2016 are based upon our attaining various adjusted returns on equity over three-year performance periods commencing January 1, 2015 and ending December 31, 2017 and commencing January 1, 2016 and ending December 31, 2018, respectively (in each case, "Performance Period Return on Equity"). Performance Period Return on Equity represents the average of the "Adjusted Return on Equity" for each of the three calendar years in the Performance Period Return on Equity. The "Adjusted Return on Equity" for each calendar year is determined by dividing "Adjusted Operating Income" by "Adjusted Shareholders' Equity" for the year, as defined below.

"Adjusted Operating Income", as defined in the Performance Share Awards Program, excludes the after-tax effects of:

- specified losses from officially designated catastrophes,
- asbestos and environmental reserve charges or releases,
- net realized investment gains or losses in the fixed maturities and real estate portfolios,
- extraordinary items, and
- the cumulative effect of accounting changes and federal income tax rate changes, and restructuring charges each as defined by GAAP, and each as

reported in our financial statements (including accompanying footnotes and in management's discussion and analysis);

and is then reduced by the after-tax dollar amount for expected "normal" catastrophe losses. In the first year of the performance period, such expected "normal" catastrophe losses are represented by a fixed amount set forth in the terms of the performance shares ($625 million and $620 million for 2015 and 2016, respectively). In the two subsequent years of the performance period, such fixed amount for catastrophes is adjusted up or down by formula to reflect any increases or decreases, as the case may be, in written premiums in certain catastrophe-exposed commercial and personal lines.

"Adjusted Operating Income" is also reduced by an amount reflecting the historical level of credit losses (on an after-tax basis) associated with our fixed income investments. The Compensation Committee believes this reduction of "Adjusted Operating Income" is appropriate because credit losses in our fixed income portfolio are part of reported net income but not operating income and thus, absent making this reduction, would not be reflected in "Adjusted Operating Income". Specifically, for performance share awards granted in February 2015 and February 2016, the annual reduction is determined by multiplying a fixed factor (expressed as 2.25 basis points) by the amortized cost of the fixed maturity investment portfolio at the beginning of each quarter during the relevant year in the performance period and adding such amounts (on an after-tax basis) for each year in the performance period.

"Adjusted Shareholders' Equity" for each year in the performance period is defined in the Performance Share Awards Program as the sum of our total common shareholders' equity, as reported on our balance sheet as of the beginning and end of the year (excluding net unrealized appreciation or depreciation of investments and adjusted as set forth in the immediately following sentence), divided by two. In calculating

Adjusted Shareholders' Equity, our total common shareholders' equity as of the beginning and end of the year is adjusted to remove the cumulative after-tax impact of the following items during the performance period: (1) discontinued operations and (2) the adjustments and reductions made in calculating Adjusted Operating Income.

The Compensation Committee selected Performance Period Return on Equity as the performance measure in the Performance Share Plan because the Compensation Committee believes it is the best measure of return to shareholders and efficient use of capital over a multi-year period, as described further above under "Link Between Pay and Performance Over Time".

The Compensation Committee seeks to establish the Performance Period Return on Equity standards such that 100% vesting requires a level of performance over the performance period that is expected to be in the top tier of the industry. In considering what would constitute such top tier performance over a future three-year period, the Compensation Committee considers recent and historical trends in operating return on equity of the United States property and casualty insurance industry, our Compensation Comparison Group and the Company, as well as current and expected underwriting and investment market conditions, our business plan and the Company's cost of equity. For example, the Compensation Committee noted in respect of the performance shares granted in 2016 that the Performance Period Return on Equity of 10% that is required for 100% vesting would meaningfully exceed the average return on equity for the domestic property and casualty industry of 7.6%, as estimated by the Insurance Information Institute for 2015, a year in which there were relatively low catastrophe levels. Accordingly, while the Compensation Committee decided not to implement a formulaic calculation based on relative performance, which it believed could result in over or under compensation, it did set the Performance Period Return on Equity standards after considering the level of historical and expected performance that would constitute superior returns. See the chart on page 26, which shows historical returns on equity for the Company and the United States property and casualty insurance industry. In addition, in establishing the Performance Period Return on Equity standards shown in the chart below, the Compensation Committee also considered our financial goal of achieving an operating return on equity in the mid-teens over time and that such an operating return on equity would, in its view, be reasonably difficult to achieve over the next three-year period. The Compensation Committee also considered that, because the Company's actuarial estimates always reflect management's best estimates of ultimate loss as of the relevant date, the Company's future financial plans do not include any prior year reserve development, positive or negative.

For performance shares granted in 2015 and 2016, actual distributions are contingent upon our attaining Performance Period Return on Equity as indicated on the following chart. Performance falling between any of the identified points in the applicable chart below will result in an interpolated vesting (for example, a Performance Period Return on Equity of 14% will yield a vesting of 115%).

Performance Shares Granted in 2015 and 2016: Performance Period Return on Equity Standards

	Vesting Percentage	Performance Period Return on Equity for Performance Shares Granted in 2015 and 2016
Maximum	150%	≥16.0%
	140%	15.5%
	130%	15.0%
	120%	14.5%
	110%	13.5%
	100%	10.0%
	75%	8.5%
Threshold	50%	8.0%
	0%	<8.0%

The performance shares are a long-term incentive intended to align a significant portion of our executives' compensation with return on equity objectives over time. The Compensation Committee from time to time makes adjustments to the Performance Period Return on Equity standards for a year's awards when, at the time of grant, it determines that there have been significant changes in the returns that it expects should constitute top tier performance.

For performance shares granted in 2016, the Compensation Committee decided not to make any changes to the Performance Period Return on Equity standards. This decision reflected the fact that, as in 2015, the Compensation Committee believes that returns that qualify as top tier performance over the next several years will continue to be somewhat lower than longer-term historical levels. As in 2015, the Compensation Committee noted in 2016 that:

- interest rates were at or near historically low levels and, going forward, are expected to remain at very low levels for an extended period of time; and the Performance Period Return on Equity required for 100% vesting meaningfully exceeds the Company's estimated cost of equity as of the beginning of the performance period.

Table of Contents

The Committee also observed that the Performance Period Return on Equity required for 100% vesting exceeds the actual average return on equity for the domestic property and casualty industry for each of the last eight years as estimated by the Insurance Information Institute.

In granting future awards, the Compensation Committee intends to continue to review Performance Period Return on Equity standards in light of the then current operating environment and will consider further adjustments if, among other reasons, investment yields increase to more normal levels by historical standards.

To support our recruitment and retention objectives and to encourage a long-term focus on our operations, the performance shares vest subject to the satisfaction of the requisite performance goals and the participant meeting certain service period criteria. The program generally does not provide for accelerated vesting due to a change in control of the Company. However, the program provides for accelerated vesting and/or waiver of service requirements in the event of death or disability or qualifying "retirement", as defined in the awards. Further, Mr. Schnitzer is entitled to conversion of his performance shares into time-vesting awards upon a change in control and he is entitled to accelerated vesting of all of his equity awards in the event that his equity awards are not assumed by the surviving entity following a change in control or in the event of a voluntary termination for "good reason" or an involuntary termination without "cause" (as defined in his employment letter) within 24 months following a change in control of the Company. Mr. Fishman is entitled to accelerated vesting of his equity awards in the event of a voluntary termination for "good reason" or an involuntary termination without "cause" (as defined in his employment agreement). These provisions are included to minimize the potential influence of the treatment of these equity awards in connection with a change-in-control on Mr. Schnitzer's and Mr. Fishman's decision making process. The Compensation Committee believes that these provisions will enhance Mr. Schnitzer's and Mr. Fishman's independence and objectivity when considering a potential transaction. These provisions are described in more detail under "Tabular Executive Compensation Disclosure Potential Payments to Named Executive Officers Upon Termination of Employment or Change in Control Summary of Key Agreements Mr. Schnitzer's Employment Letter" and " Mr. Fishman's Employment Agreement".

New performance share cycles commence annually and overlap one another, helping to foster retention and reduce the impact of the volatility in compensation associated with changes in our annual return on equity performance.

Dividend equivalent shares are paid only when and if performance shares vest and are paid, in shares, at the same vesting percentage as the underlying performance shares.

The Compensation Committee awarded performance shares with the following grant date fair values:

- Mr. Schnitzer $1.575 million in performance shares in February 2015 (prior to his appointment as CEO) and $3.0 million in performance shares in February 2016.

- Mr. Fishman $6.6 million in performance shares in each of February 2015 and February 2016.

- Each of the other named executive officers performance shares ranging from approximately $1.6 million to $1.9 million in each of 2015 and 2016.

The number of performance shares granted is determined by dividing the grant date fair values by the closing price of our common stock on the date of grant ($106.04 and $106.03 in 2015 and 2016, respectively).

Payment of Performance Shares Granted for the 2013-2015 Period

At its February 2016 meeting, the Compensation Committee reviewed and certified the results for the performance shares granted to the named executive officers in 2013. Payout of shares under these performance share awards was subject to attaining certain adjusted returns on equity over the three year performance period commencing on January 1, 2013 and ending on December 31, 2015. The adjusted operating return on equity for such performance period was 15.4%, which resulted in the vesting of the performance shares at the maximum amount of 130%.

Stock Options

All stock options are granted with an exercise price equal to the closing price of the underlying shares on the date of grant. Our annual award of stock options generally vests 100% three years after the date of grant and has a maximum expiration date of ten years from the date of grant. The stock option awards generally do not accelerate upon a change of control, but Messrs. Schnitzer and Fishman are entitled to accelerated vesting of their stock options under the corresponding situations described above with respect to their performance shares. Under the 2014 Stock Incentive Plan, stock options cannot be "repriced" unless such repricing is approved by our shareholders.

The Compensation Committee awarded:

Mr. Schnitzer stock options with a grant date fair value of $1.05 million for the February 2015 award (prior to his appointment as CEO) and $2.0 million for the February 2016 award.

Mr. Fishman stock options with a grant date fair value of $4.4 million for each of the February 2015 and February 2016 award.

Each of the other named executive officers stock options with grant date fair values ranging from approximately $1.1 million to $1.3 million and $1.1 million to $2.0 million, for each of the February 2015 and February 2016 awards, respectively.

Other Compensation

Pension Plans

The Company provides retirement benefits as part of a competitive pay package to retain its employees. Specifically, we currently offer all of our U.S. employees a tax-qualified defined benefit plan with a cash-balance formula, with some grandfathered participants accruing benefits under a final average pay formula. Also, a number of employees and executives participate or have accrued benefits in other pension plans which are frozen as to new participants and/or new accruals. Under the cash balance formula, each enrolled employee has a hypothetical account balance that grows with interest and pay credits each year.

In addition, we sponsor a non-qualified excess benefit retirement plan that covers all U.S. employees whose tax-qualified plan benefit is limited by the Internal Revenue Code with respect to the amount of compensation that can be taken into account under a tax-qualified plan. The non-qualified plan makes up for the benefits that cannot be provided by the qualified plan as a result of those Internal Revenue Code limits by using the same cash-balance pension formula that applies under the qualified plan. The purpose of this plan is to ensure that employees who receive retirement benefits only through the qualified cash balance plan and employees whose qualified plan benefit is limited by the Internal Revenue Code are treated substantially the same. The details of the existing plans are described more fully under "Tabular Executive Compensation Disclosure Post-

Employment Compensation Pension Benefits for 2015" on page 56 of this Proxy Statement.

Deferred Compensation

In the United States, we offer a tax-qualified 401(k) plan to all of our employees and a non-qualified deferred compensation plan to employees who hold positions of vice president or above. Both plans are available to the named executive officers.

The non-qualified deferred compensation plan allows an eligible employee to defer receipt of a portion of his or her salary and/or annual bonus until a future date or dates elected by the employee. This plan provides an additional vehicle for employees to save for retirement on a tax deferred basis. The deferred compensation plan is not funded by us and does not provide preferential rates of return. Participants have only an unsecured contractual commitment by us to pay amounts owed under that plan.

For further details, see "Tabular Executive Compensation Disclosure Post-Employment Compensation Non-Qualified Deferred Compensation for 2015" on page 59 of this Proxy Statement.

Other Benefits

We also provide specified other benefits described below to our named executive officers, which are not tied to any performance criteria. Rather, these benefits are intended to support objectives related to the attraction and retention of highly skilled executives and to ensure that they remain appropriately focused

on their job responsibilities without unnecessary distraction.

Personal Security

We have established a security policy in response to a study prepared by an outside consultant that analyzed security risks to our CEO and Executive Chairman of the Board based on a number of factors, including travel patterns and past security threats. This security policy is periodically reviewed by an outside security consultant. Under this security policy, a Company car and driver or other ground transportation arrangements are provided to our CEO and Executive Chairman of the Board for business and personal travel. The methodologies that we use to value the personal use of a dedicated Company car and driver and other ground transportation arrangements as a perquisite are described in footnote (6) to the Summary Compensation Table. In 2015, the total incremental cost for personal use of a Company car and driver and other ground transportation provided pursuant to our security policy was $11,641 for Mr. Schnitzer and $70,265 for Mr. Fishman.

In accordance with the security policy, our CEO and Executive Chairman of the Board use our aircraft for business and personal air travel. Each of our CEO and Executive Chairman of the Board reimburses us for personal travel on our aircraft in an amount equal to the incremental cost to the Company associated with such personal travel provided that the amount doesn't exceed the maximum amount legally payable under FAA regulations, in which case the executive reimburses such maximum amount.

Each of our CEO and Executive Chairman of the Board is responsible for all taxes due on any income imputed to him in connection with his personal use of Company-provided transportation.

In addition, under the security policy described above, we provide each of our CEO and Executive Chairman of the Board with additional home security enhancements and other protections. The methodology that we use to value the incremental costs of providing additional home security enhancements and other protections to our CEO and Executive Chairman of the Board is the actual cost to us relating to the installation of home security and other equipment and the incremental cost to us with respect to monitoring and other related expenses. In 2015, the total incremental cost of the additional home security enhancements and other protections was $27,016 for Mr. Schnitzer and $111,921 for Mr. Fishman.

Other Transportation on Company Aircraft

We also on occasion provide transportation on Company aircraft for spouses or others, although under SEC rules, such spousal or other travel may not always be considered to be directly and integrally related to our business. Consistent with past practice, however, we reimburse the named executive officers for any tax liabilities incurred with respect to travel by spouses or others only if such travel is considered directly and integrally related to business. In 2015, there was no incremental cost to us associated with travel by spouses or others on Company aircraft that was not directly and integrally related to business.

Health Benefits; Treatment of Higher Paid and Lower Paid Employees

We subsidize health benefits more heavily for lower paid employees as compared to higher paid employees, such as the named executive officers. Accordingly, our higher paid employees pay a significantly higher percentage of the cost of their health benefits than our lower paid employees.

Severance and Change in Control Agreements

The Compensation Committee believes that severance and, in certain circumstances, change in control arrangements are necessary to attract and retain the talent necessary for our long-term success. The Compensation Committee believes that our severance programs allow our executives to focus on duties at hand and provide security should their employment be terminated as a result of an involuntary termination without cause or a constructive discharge. Currently, all of our senior executives, other than Mr. Schnitzer and Mr. Fishman, are covered by our severance plan.

Each of the named executive officers, other than Mr. Schnitzer and Mr. Fishman, has entered into an agreement with us pursuant to which the named executive officer is granted enhanced severance benefits in exchange for agreeing to non-solicitation and non-disclosure provisions. Under the terms of such agreements, these named executive officers are eligible to receive a severance benefit if they are involuntarily terminated due to a reduction in force or for reasons other than cause or if they are asked to take a substantial demotion. The terms of these agreements are described more fully under "Tabular Executive Compensation Disclosure Potential Payments to Named Executive Officers Upon Termination of Employment or Change in Control Summary of Key Agreements Severance Under Non-Solicitation and Non-Disclosure Agreements".

Each of Mr. Schnitzer's letter agreement and Mr. Fishman's employment agreement, discussed at greater length below under "Tabular Executive Compensation Disclosure Potential Payments to Named Executive Officers Upon Termination of Employment or Change in Control Summary of Key

Agreements", contains severance benefits that are triggered under some circumstances, including some circumstances related to a change in control of the Company. The Compensation Committee believes that these arrangements are appropriate and consistent with similar provisions agreed to by members of our Compensation Comparison Group and their chief executive officers.

None of the severance and change in control agreements with the named executive officers include excise tax gross-up protections.

Non-Competition Agreements

All members of our Management Committee, including the named executive officers, have signed non-competition agreements.

The agreements provide that, upon an executive's termination of employment, we may elect to, and in the event of Mr. Schnitzer's voluntary termination for "good reason" or involuntary termination without "cause" within the 24-month period following a change in control, we have elected to, impose a six-month non-competition obligation upon the executive that would preclude the executive, subject to limited exceptions, from (1) performing services for or having any ownership interest in any entity or business unit that is primarily engaged in the property and casualty insurance business or (2) otherwise engaging in the property and casualty insurance business. This restriction will apply in the United States and any other country where we are physically present and engaged in the property and casualty insurance business as of the executive's termination date.

If we elect to enforce the non-competition terms, and the executive complies with all of the obligations under the agreement, then the executive will be entitled to:

- receive a lump sum payment at the end of the six-month restricted period equal to the sum of (1) six months base salary plus (2) 50% of the executive's average annual bonus for the prior two years plus (3) 50% of the aggregate grant date fair value of the executive's average annual equity awards for the prior two years; and

- reimbursement for the cost of continuing health benefits on similar economic terms as in place immediately prior to the executive's termination date during the six-month non-competition period or payment of an equivalent amount, payable at the end of the six-month restricted period.

Stock Ownership Guidelines, Anti-Hedging and Pledging Policies, and Other Trading Restrictions

We maintain an executive stock ownership policy pursuant to which executives are expected to accumulate and retain specified levels of ownership of our equity securities until termination of employment, so as to further align the interests of management and shareholders. The Compensation Committee developed this policy based in part on an analysis of policies instituted at our peer competitors. Under the policy, each of the CEO and the Executive Chairman of the Board has a target ownership level established as the lesser of 150,000 shares or the equivalent value of 500% of base salary. Vice chairmen and executive vice presidents have target ownership levels established as the lesser of 30,000 shares or the

equivalent value of 300% of base salary, and senior vice presidents have target ownership levels established as the lesser of 5,000 shares or the equivalent value of 100% of base salary. Executives who have not achieved these levels of stock ownership are expected to retain the shares acquired upon exercising stock options or upon the vesting of restricted stock, restricted stock units or performance shares (other than shares used to pay the exercise price of options and withholding taxes) until the requirements are met.

The stock ownership levels of all persons subject to this policy are calculated on a quarterly basis. In

determining an executive's share ownership level, the following are included:

- 100% of shares held directly by the executive;
- 100% of shares held indirectly through our 401(k) plan or deferred compensation plan;
- 50% of unvested performance shares (assuming 100% of the performance shares will vest); and
- a number of shares with a market value equal to 50% of any unrealized appreciation in stock options, whether vested or unvested.

As of December 31, 2015, each named executive officer had achieved a stock ownership level in excess of the applicable level set forth above.

We have a securities trading policy that sets forth guidelines and restrictions applicable to employees' and directors' transactions involving our stock. Among other things, this policy prohibits our employees and directors from engaging in short-term or speculative transactions involving our stock, including purchasing our stock on margin, short sales of our stock (that is, selling stock that is not owned and borrowing shares to make delivery), buying or selling puts, calls or other derivatives related to our stock and arbitrage trading or day trading of our stock. Directors and executive officers are not allowed to pledge Company stock without the consent of the Company, and no shares beneficially owned by them are pledged.

Recapture/Forfeiture Provisions

Our Board has adopted a policy requiring the reimbursement and/or cancellation of all or a portion of any incentive cash bonus or equity-based incentive compensation awarded to members of our Management Committee or other Section 16 officers after February 1, 2010 when the Compensation Committee has determined that all of the following factors are present: (1) the award and/or payout of our award was predicated upon the achievement of financial results that were subsequently the subject of a restatement, (2) the employee engaged in fraud or willful misconduct that was a significant contributing factor in causing the restatement and (3) a lower award and/or payout of our award would have been made to the employee based upon the restated financial results.

Incentive compensation will be granted subject to the policy that, in each such instance described above, the Company will, to the extent permitted by applicable law and subject to the discretion and approval of the Compensation Committee, taking into account such facts and circumstances as it deems appropriate, including the costs and benefits of doing so, seek to recover the employee's cash incentive bonus award and/or equity-based incentive compensation paid or issued to the employee in excess of the amount that would have been paid or issued based on the restated financial results. If the Compensation Committee determines, however, that, after recovery of an excess amount from an employee, the employee is nonetheless unjustly enriched, it may seek recovery of

more than such excess amount up to the entire amount of the bonus or other incentive compensation.

In addition, under the terms of our executive performance share and stock option award agreements, in the event that the employment of an executive, including the named executive officers, is terminated for gross misconduct or for cause, as determined by the Compensation Committee, all outstanding vested and unvested awards are cancelled upon his or her termination.

Further, in connection with equity awards, the named executive officers and other recipients of equity awards are parties to an agreement that provides for the forfeiture of unexercised or unvested awards and the recapture by us of any compensatory value, including any amount included as compensation in his or her taxable income, that the former executive received or realized by way of payment, exercise or vesting during the period beginning 12 months prior to the date of termination of employment with us, and ending 12 months after the date of the termination of employment with us, if during the 12-month period following his or her termination, the executive:

(1) fails to keep all confidential information strictly confidential;

(2)

uses confidential information to solicit or encourage any person or entity that is a client, customer, policyholder, vendor, consultant or agent of ours to discontinue business with us after accepting a position with a direct competitor;

(3) is directly and personally involved in the negotiation or solicitation of the transfer of business away from us; or

(4) solicits, hires or otherwise attempts to affect the employment of any person employed by us at any time during the last three months of the executive's employment or thereafter, without our consent.

Timing and Pricing of Equity Grants

The Compensation Committee typically makes annual awards of equity at its meeting held in early February, which is set in advance as part of the Board's annual calendar of scheduled meetings. The Compensation Committee has in the past, and may in the future, make limited grants of equity on other dates in order to retain key employees, to compensate an employee in connection with a promotion or to compensate newly hired executives for equity or other benefits lost upon termination of their previous employment or to otherwise induce them to join us. Under our Governance Guidelines, the Compensation Committee may make off-cycle equity grants only on previously determined dates in each calendar month, which will be either (1) the date of a regularly scheduled Board or Compensation Committee meeting, (2) the 15th day of the calendar month (or if the 15th is not a business day, the business day immediately preceding the 15th) or (3) in the case of grants in connection with new hires and/or promotions, on, or within 15 days of, the first day of employment or other personnel change. The grant date of equity grants to executives is the date of Compensation Committee approval. As discussed above, the exercise price of option grants is the closing market price of our common stock on the date of grant.

As discussed under "Board of Directors Information Compensation Committee" on page 6, the Compensation Committee has delegated to the CEO, subject to the prior written consent of our Executive Vice President and General Counsel, the authority to make limited "off-cycle" grants to employees who are not Compensation Committee Approved Officers on pre-established grant dates, as determined by the Compensation Committee. For these grants, as discussed above, the grant date is the date of such approval, and the exercise price of all stock options is the closing market price of our common stock on the date of grant.

Under the 2014 Stock Incentive Plan, stock options cannot be "repriced" unless such repricing is approved by our shareholders. See "Governance of Your Company Dating and Pricing of Equity Grants" on page 15 of this Proxy Statement.

We monitor and periodically review our equity grant policies to ensure compliance with plan rules and applicable law. We do not have a program, plan or practice to time our equity grants in coordination with the release of material, non-public information.

2015 Shareholder Advisory Vote on Executive Compensation

The Compensation Committee reviewed the results of the shareholder advisory vote on executive compensation taken at the Company's 2015 Annual Meeting of Shareholders. Approximately 80% of the shares voting "FOR" or "AGAINST" at the meeting voted in favor of the compensation paid to our named executive officers. The Compensation Committee has considered and discussed the results of the vote. In addition, management has had numerous conversations with investors about compensation and governance practices, and management has reported on those conversations to the Compensation Committee. Specifically, during 2015, management

contacted the Company's largest shareholders and received feedback from beneficial owners of shares aggregating approximately 35% of the Company's outstanding shares in which shareholders were generally supportive of the Company's compensation program. After considering the voting results from 2015, as well as management's conversations with investors, the Compensation Committee concluded that the Company's executive compensation programs are performing as intended and determined, based on the advice of its independent compensation consultant, not to make changes to the core structure of the Company's executive compensation programs.

Table of Contents

Total Direct Compensation for 2013-2015 (Supplemental Table)

The following table shows the base salary actually earned during each of the last three years as well as annual cash bonuses paid and equity awards granted to our named executive officers in February in respect of the immediately preceding performance year.

Name	Salary ($)	Bonus ($)	Equity Awards ($)	Total ($)	Change from Prior Year (%)
A.D. Schnitzer					
2015	853,448	3,250,000	5,000,000	9,103,448	43
2014	750,000	3,000,000	2,625,000	6,375,000	3
2013	737,739	2,800,000	2,625,000	6,162,739	15
J.S. Fishman					
2015	1,000,000	7,100,000	11,000,000	19,100,000	(2)
2014	1,000,000	7,500,000	11,000,000	19,500,000	0
2013	1,000,000	7,500,000	11,000,000	19,500,000	18
J.S. Benet					
2015	750,000	3,000,000	2,625,000	6,375,000	(3)
2014	750,000	3,200,000	2,625,000	6,575,000	0
2013	737,739	3,200,000	2,625,000	6,562,739	18
B.W. MacLean					
2015	925,000	4,000,000	5,000,000	9,925,000	22
2014	925,000	4,000,000	3,237,500	8,162,500	0
2013	925,000	4,000,000	3,237,500	8,162,500	10
W.H. Heyman					
2015	750,000	3,300,000	2,625,000	6,675,000	(3)
2014	750,000	3,500,000	2,625,000	6,875,000	0
2013	737,739	3,500,000	2,625,000	6,862,739	13
D. Spadorcia					
2015	750,000	2,800,000	2,625,000	6,175,000	(3)

This supplemental information has been included to provide investors with additional compensation information for the last three performance years. As part of reaching its compensation decisions for a performance year, the Compensation Committee

refers to this data. Accordingly, this supplemental information will enable investors to better understand the actions of the Compensation Committee with respect to total direct compensation for a performance year. However, this supplemental information is not intended to be a substitute for the information provided in the Summary Compensation Table on page 49, which has been prepared in accordance with the SEC's disclosure rules.

Differences Between this Supplemental Table and the Summary Compensation Table

The information contained in this Supplemental Table differs substantially from the total direct compensation information contained in the Summary Compensation Table for the relevant year because the stock awards and option awards columns for a particular year in the Summary Compensation Table on page 49 report awards actually granted in that calendar year (not equity awards granted in respect of that performance year). For example, for 2015, the Summary Compensation Table on page 49 includes awards made in February 2015 in respect of the 2014 performance year, but does not include awards made in February 2016 in respect of the 2015 performance year. On the other hand, the "2015" rows in the Supplemental Table presented above include equity grants made in February 2016 in respect of the 2015 performance year and not the equity grants made in February 2015 in respect of the 2014 performance year.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has discussed and reviewed the foregoing Compensation Discussion and Analysis with management. Based upon this review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference into our Annual Report on Form 10-K.

Submitted by the Compensation Committee of the Company's Board of Directors:

Donald J. Shepard (Chair)
Kenneth M. Duberstein

Cleve L. Killingsworth Jr.
Laurie J. Thomsen

Table of Contents

TABULAR EXECUTIVE COMPENSATION DISCLOSURE

Summary Compensation Table

The following table provides summary information concerning compensation paid or accrued by us to or on behalf of our Chief Executive Officer, our Executive Chairman of the Board (our Chief Executive Officer through November 2015), our Vice Chairman and Chief Financial Officer and each of our three other most highly compensated executive officers who served in such capacities at December 31, 2015. We refer to these individuals collectively as the named executive officers.

Name and Principal Position	Year	Salary ($)	Bonus ($)(1)	Stock Awards ($)(2)	Option Awards ($)(3)	Non-Equity Incentive Plan Compensation ($)(4)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings ($)(5)	All Other Compensation ($)(6)	Total ($)
Alan D. Schnitzer	2015	853,448	0	1,575,012	1,049,991	3,250,000	146,295	70,205	6,944,951
Chief Executive Officer	2014	750,000	0	1,575,021	1,050,206	3,000,000	248,155	6,000	6,629,382
	2013	737,739	0	1,364,971	910,184	2,800,000	66,134	27,561	5,906,589
Jay S. Fishman	2015	1,000,000	0	6,600,036	4,399,979	7,100,000	703,069	210,349	20,013,433
Executive Chairman	2014	1,000,000	0	6,600,029	4,400,878	7,500,000	848,456	86,018	20,435,381
of the Board	2013	1,000,000	0	5,400,030	3,600,701	7,500,000	481,256	106,007	18,087,994
Jay S. Benet	2015	750,000	0	1,575,012	1,049,991	3,000,000	332,979	6,000	6,713,982
Vice Chairman and	2014	750,000	0	1,575,021	1,050,206	3,200,000	399,713	10,392	6,985,332
Chief Financial Officer	2013	737,739	0	1,364,971	910,184	3,200,000	220,885	10,923	6,444,702
Brian W. MacLean	2015	925,000	0	1,942,547	1,294,992	4,000,000	396,461	13,673	8,572,673
President and Chief	2014	925,000	0	1,942,461	1,295,263	4,000,000	511,741	10,622	8,685,087
Operating Officer	2013	925,000	0	1,803,759	1,202,729	4,000,000	263,303	12,588	8,207,379
William H. Heyman	2015	750,000	0	1,575,012	1,049,991	3,300,000	355,060	6,000	7,036,063
Vice Chairman and	2014	750,000	0	1,575,021	1,050,206	3,500,000	341,172	6,000	7,222,399
Chief Investment Officer	2013	737,739	0	1,364,971	910,184	3,500,000	304,719	6,000	6,823,613
Doreen Spadorcia	2015	750,000	0	1,575,012	1,049,991	2,800,000	251,973	9,563	6,436,539
Vice Chairman, Technology, Claim Services, Operations and Risk Control and Chief Executive Officer, Personal Insurance and Bond & Specialty Insurance									

(1) Performance-based annual cash bonuses are reported in the "Non-Equity Incentive Plan Compensation" column.

(2) The dollar amounts represent the aggregate grant date fair value of performance shares granted during each of the years presented. The grant date fair value of an award is measured in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic 718, Compensation Stock Compensation ("ASC Topic 718") utilizing the assumptions discussed in Note 13 to our financial statements for the fiscal year ended December 31, 2015, without taking into account estimated forfeitures. With respect to the performance shares, the estimate of the grant date fair value determined in accordance with FASB ASC Topic 718 assumes the vesting of 100% of the performance shares awarded. Assuming the highest level of performance is achieved (which would result in the vesting of 130% of performance shares granted in 2013 and 150% of performance shares granted in 2014 and 2015), the aggregate grant date fair value of the stock awards set forth in the table above would be:

Alan D. Schnitzer	2015	$ 2,362,571
	2014	$ 2,362,531
	2013	$ 1,774,501
Jay S. Fishman	2015	$ 9,900,106
	2014	$ 9,900,084
	2013	$ 7,020,063

Jay S. Benet	2015	$ 2,362,571
	2014	$ 2,362,531
	2013	$ 1,774,501
Brian W. MacLean	2015	$ 2,913,873
	2014	$ 2,913,732
	2013	$ 2,344,871
William H. Heyman	2015	$ 2,362,571
	2014	$ 2,362,531
	2013	$ 1,774,501
Doreen Spadorcia	2015	$ 2,362,571

Table of Contents

The dividend equivalents attributable to performance shares are deemed "reinvested" in additional performance shares and will only be distributed upon the vesting, if any, of the performance shares in accordance with the performance share award terms. In accordance with the SEC's rules, dividend equivalents are not required to be reported because the amounts of future dividends are factored into the grant date fair value of the awards.

For a discussion of specific stock awards granted during 2015, see "Grants of Plan-Based Awards in 2015" below and the narrative discussion that follows.

(3)

The dollar amounts represent the aggregate grant date fair value of stock option awards granted during each of the years presented. The grant date fair value of an option award is measured in accordance with FASB ASC Topic 718 utilizing the assumptions discussed in Note 13 to our financial statements for the fiscal year ended December 31, 2015, without taking into account estimated forfeitures. For a discussion of specific stock option awards granted during 2015, see "Grants of Plan-Based Awards in 2015" below and the narrative discussion that follows.

(4)

Reflects annual cash incentive compensation paid in 2016 for performance year 2015, incentive compensation paid in 2015 for performance year 2014 and incentive compensation paid in 2014 for performance year 2013, respectively. For a discussion of the Company's Senior Executive Performance Plan, see "Compensation Discussion and Analysis Total Direct Compensation Annual Cash Bonus".

(5)

These amounts represent the aggregate change in actuarial present value of accumulated pension benefits for each of the years presented, using the same pension plan measurement date used for financial statement reporting purposes. We do not provide any of our executives with any above-market or preferential earnings on non-qualified deferred compensation.

(6)

For 2015, "All Other Compensation" for Mr. Schnitzer and Mr. Fishman includes $11,641 and $70,265, respectively, for personal use of a Company car and driver and other ground transportation arrangements, in each case calculated as described below, and $27,016 and $111,921, respectively, of personal security expenses incurred on their behalf pursuant to the Company's executive security program.

Pursuant to our security policy, we provide a car and driver or other ground transportation arrangements to Mr. Schnitzer and Mr. Fishman for business and personal travel. In 2015, we calculated the incremental cost to us of the personal use of a dedicated Company car and driver (including commuting and business travel not considered directly and integrally related to the performance of the executive's duties) (a) as a percentage of costs relating to the car, including, among other items, depreciation, fuel, parking and insurance; and (b) incremental costs for employee and contract drivers. That percentage is based on the portion of car use that relates to personal travel. We calculated the incremental cost to us for the personal use of any other Company car and driver (including commuting and business travel not considered directly and integrally related to the performance of the executive's duties) based on the operating costs, such as fuel and overtime, related to such travel. Compensation and benefits for the employee drivers, other than overtime charges, if any, are not included in the calculation of incremental cost because the employee drivers are members of our security staff and, consistent with our executive security policy, we would have otherwise incurred such costs for business purposes, whether or not the car and driver were available to Mr. Schnitzer or Mr. Fishman for personal travel. The incremental costs of personal trips using other ground transportation arrangements, such as car services, are valued at the actual incremental cost to us.

In accordance with our security policy, Mr. Schnitzer and Mr. Fishman use Company aircraft for business and personal air travel. Each of Mr. Schnitzer and Mr. Fishman reimburses the Company for personal travel on Company aircraft in an amount equal to the incremental cost to the Company associated with such travel provided that the amount does not exceed the maximum amount legally payable under FAA regulations, in which case the executive reimburses such maximum amount. Each of Mr. Schnitzer and Mr. Fishman fully reimbursed the Company for the incremental cost of all personal travel on the Company aircraft in 2015.

For information about these perquisites, see "Compensation Discussion and Analysis Other Compensation Other Benefits".

Table of Contents

Grants of Plan-Based Awards in 2015

The following table provides information on stock options and performance shares granted in 2015 to each of our named executive officers.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards	Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Option Awards: Number of Securities Underlying	Exercise or Base Price of Option	Grant Date Fair Value of Stock and
Name	Grant Date	Target ($)[3]	Threshold (#)	Target (#)	Maximum (#)	Options (#)	Awards ($/Sh)	Option Awards ($)[4]
A.D. Schnitzer	2/03/2015(1)		7,427	14,853	22,280			1,575,012
	2/03/2015(2)					66,522	106.04	1,049,991
		N/A						
J.S. Fishman	2/03/2015(1)		31,121	62,241	93,362			6,600,036
	2/03/2015(2)					278,760	106.04	4,399,979
		N/A						
J.S. Benet	2/03/2015(1)		7,427	14,853	22,280			1,575,012
	2/03/2015(2)					66,522	106.04	1,049,991
		N/A						
B.W. MacLean	2/03/2015(1)		9,160	18,319	27,479			1,942,547
	2/03/2015(2)					82,044	106.04	1,294,992
		N/A						
W.H. Heyman	2/03/2015(1)		7,427	14,853	22,280			1,575,012
	2/03/2015(2)					66,522	106.04	1,049,991
		N/A						
D. Spadorcia	2/03/2015(1)		7,427	14,853	22,280			1,575,012
	2/03/2015(2)					66,522	106.04	1,049,991
		N/A						

(1) Represents performance share awards granted in February 2015 as part of the annual long-term equity grant with respect to performance year 2014. All performance share awards were granted under the Company's 2014 Stock Incentive Plan.

Performance shares represent the right to earn shares of our common stock based on our attainment of specified performance goals, as described above under "Compensation Discussion and Analysis Total Direct Compensation Long-Term Stock Incentives Performance Shares". As described in more detail in that section, for awards granted in 2015, if our return on equity (as defined in the award agreement) over the three-year performance period meets the minimum threshold of 8%, then 50% of the number of performance shares awarded and accumulated dividend equivalents will vest. If our return on equity over the three-year performance period is 10%, then 100% of the number of shares awarded and accumulated dividend equivalents will vest. If our return on equity over the three-year performance period equals or exceeds 16%, then a maximum of 150% of the number of shares awarded and accumulated dividend equivalents will vest. The estimated future payouts of performance shares in the table above do not include additional shares that may be allocated to recipients of performance shares as a result of the phantom reinvestment of dividend equivalents on unvested performance shares, but the value of such additional shares is factored into the grant date fair values of the performance shares in the table above.

(2) Represents stock option awards granted as part of the annual long-term equity grant with respect to performance year 2014. All option awards were granted under the Company's 2014 Stock Incentive Plan.

(3) Our annual Senior Executive Performance Plan does not include thresholds, targets or maximums that are determinable at the beginning of the performance year. For additional information on our Senior Executive Performance Plan, see "Compensation Discussion and Analysis Total Direct Compensation Annual Cash Bonus" above. The actual cash bonuses paid to our named executive officers under our Senior Executive Performance Plan are disclosed in the Summary Compensation Table in the "Non-Equity Incentive Plan Compensation" column.

(4) Amount represents the grant date fair value of stock and option awards measured in accordance with the guidance in FASB ASC Topic 718, utilizing the assumptions discussed in Note 13 to our financial statements for the fiscal year ended December 31, 2015, without taking into account estimated

forfeitures. With respect to the performance shares, the estimate of the grant date fair value determined in accordance with FASB ASC Topic 718 assumes the vesting of 100% of the performance shares awarded.

Narrative Supplement to Summary Compensation Table and Grants of Plan-Based Awards in 2015 Table

Employment Arrangements

On August 4, 2015, the Company entered into an employment letter with Mr. Schnitzer pursuant to which he is now serving as our Chief Executive Officer with an annual base salary of $1 million. As described more fully in "Potential Payments to Named Executive Officers Upon Termination of Employment or Change in Control Summary of Key Agreements Mr. Schnitzer's Employment Letter", if Mr. Schnitzer's employment is terminated by us without "Cause" or he resigns for "Good Reason" (each as defined in his agreement), he would become entitled to receive specified additional benefits. Additionally, Mr. Schnitzer would be entitled to specified special protections with respect to his equity awards following a "Change in Control".

On August 4, 2015, the Company also amended Mr. Fishman's existing employment agreement pursuant to which he is now serving as our Executive Chairman of the Board. While Mr. Fishman's agreement provides for an annual base salary of $1 million, in February 2016, the Compensation Committee and Mr. Fishman agreed to a decrease in his base salary to $850,000 in consideration of Mr. Fishman's change from CEO to Executive Chairman of the Board.

As described more fully in "Potential Payments to Named Executive Officers Upon Termination of Employment or Change in Control Summary of Key Agreements Mr. Fishman's Employment Agreement", upon Mr. Fishman's termination of employment other than for "Cause" (as defined in the agreement), Mr. Fishman would become entitled to receive specified additional benefits.

In accordance with the security policy, each of Mr. Schnitzer and Mr. Fishman uses our corporate aircraft for business and personal travel. See the detailed discussion regarding Mr. Schnitzer's and Mr. Fishman's use of the corporate aircraft on page 44 in the "Compensation Discussion and Analysis Other Compensation Other Benefits Personal Security" section.

Terms of Equity-Based Awards

Vesting Schedule

Option awards vest in full three years after the date of grant. Performance shares, other than Mr. Fishman's 2015 and 2016 performance share grants described below, reflected in the tables, and accumulated dividend equivalents thereon, vest at the end of a three-year performance period, if and to the extent performance goals are attained, as more fully described above in "Compensation Discussion and Analysis Total Direct Compensation Long-Term Stock Incentives Performance Shares".

Under the terms of the Mr. Fishman's employment agreement (as amended to date), each long-term incentive grant that Mr. Fishman receives is to be subject to vesting in equal annual installments over a four-year period and is to provide for full vesting on an accelerated basis in the event of earlier termination of employment for specified reasons, including termination of employment by us without "Cause" in connection with or following a "Change in Control" or by Mr. Fishman's resignation for "Good Reason" (each as defined in the employment agreement and discussed under "Potential Payments to Named Executive Officers Upon Termination of Employment or Change in Control Summary of Key Agreements Mr. Fishman's Employment Agreement" below) or termination of employment by reason of his death or "disability" (as defined in the agreement). With respect to all of his equity awards that remain outstanding other than the performance share grants that Mr. Fishman received in 2015 and 2016, Mr. Fishman waived the four-year pro-rata vesting schedule provided for in his employment agreement in exchange for vesting of those equity awards on terms consistent with the awards of the other executives of the Company. Mr. Fishman's 2015 and 2016 performance share grants are subject to regular performance thresholds over a three-year performance period, but the service vesting component of Mr. Fishman's 2015 and 2016 performance share grants will be satisfied on a pro-rata basis over four years, as contemplated by Mr. Fishman's employment agreement.

Forfeiture and Post-Employment Treatment

Unvested shares underlying option and performance share awards are generally forfeited upon termination of employment except in specific cases (death, disability and retirement) in which different treatment is afforded (see footnote 2 to the Potential Payments upon Termination of Employment or Change in Control table on page 62 for a discussion regarding such treatment).

Option Exercise Price

Options granted under the Company's stock plans have an exercise price equal to the closing price on the NYSE of our common stock on the date of grant.

Dividends

Dividend equivalents attributable to performance shares are deemed "reinvested" in additional performance shares. The additional shares allocated to recipients of performance shares as a result of the phantom reinvestment of dividend equivalents on unvested performance shares will only be distributed upon the vesting, if any, of such performance shares in accordance with the performance share award terms.

Table of Contents

Outstanding Equity Awards at December 31, 2015

The following table provides information with respect to the option awards and stock awards held by the named executive officers at December 31, 2015.

	Option Awards					Stock Awards		
Name	**Option Award Grant Date**	**Number of Securities Underlying Unexercised Options (#) Exercisable[1]**	**Number of Securities Underlying Unexercised Options (#) Unexercisable[1]**	**Option Exercise Price ($)**	**Option Expiration Date**	**Stock Award Grant Date**	**Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)[2]**	**Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)[3]**
A.D. Schnitzer	2/05/2008	81,636	0	47.23	2/05/2018			
	2/02/2010	75,121	0	51.09	2/02/2020			
	2/01/2011	69,575	0	56.81	2/01/2021			
	2/07/2012	66,228	0	59.74	2/07/2022			
	2/05/2013	0	53,246	78.65	2/05/2023			
	2/04/2014	0	60,979	80.35	2/04/2024			
						2/04/2014	30,774	3,473,153
	2/03/2015	0	66,522	106.04	2/03/2025			
						2/03/2015	22,795	2,572,620
J.S. Fishman	2/05/2008	313,984	0	47.23	2/05/2018			
	2/03/2009	263,711	0	39.19	2/03/2019			
	2/02/2010	367,260	0	51.09	2/02/2020			
	2/01/2011	278,301	0	56.81	2/01/2021			
	2/07/2012	248,356	0	59.74	2/07/2022			
	2/05/2013	0	210,642	78.65	2/05/2023			
	2/04/2014	0	255,532	80.35	2/04/2024			
						2/04/2014	128,957	14,554,038
	2/03/2015	0	278,760	106.04	2/03/2025			
						2/03/2015	95,521(4)	10,780,478
J.S. Benet	2/01/2011	69,575	0	56.81	2/01/2021			
	2/07/2012	66,228	0	59.74	2/07/2022			
	2/05/2013	0	53,246	78.65	2/05/2023			
	2/04/2014	0	60,979	80.35	2/04/2024			
						2/04/2014	30,774	3,473,153
	2/03/2015	0	66,522	106.04	2/03/2025			
						2/03/2015	22,795	2,572,620
B.W. MacLean	2/06/2007	38,507	0	52.76	2/06/2017			
	2/05/2008	87,916	0	47.23	2/05/2018			
	2/03/2009	88,607	0	39.19	2/03/2019			
	2/02/2010	83,468	0	51.09	2/02/2020			
	2/01/2011	77,306	0	56.81	2/01/2021			
	2/07/2012	74,507	0	59.74	2/07/2022			
	2/05/2013	0	70,360	78.65	2/05/2023			
	2/04/2014	0	75,208	80.35	2/04/2024			
						2/04/2014	37,953	4,283,414

	2/03/2015	0	82,044	106.04	2/03/2025			
						2/03/2015	28,114	3,172,950
W.H. Heyman	2/07/2012	8,228	0	59.74	2/07/2022			
	2/05/2013	0	53,246	78.65	2/05/2023			
	2/04/2014	0	60,979	80.35	2/04/2024			
						2/04/2014	30,774	3,473,153
	2/03/2015	0	66,522	106.04	2/03/2025			
						2/03/2015	22,795	2,572,620
D. Spadorcia	2/07/2012	47,705	0	59.74	2/07/2022			
	2/05/2013	0	49,442	78.65	2/05/2023			
	2/04/2014	0	52,849	80.35	2/04/2024			
						2/04/2014	26,670	3,009,995
	2/03/2015	0	66,522	106.04	2/03/2025			
						2/03/2015	22,795	2,572,620

(1)
Options are exercisable 100% on the third anniversary of the option award grant date.

(2)
The number of shares reflected for each of the named executive officers represents the sum of (a) the maximum number of performance shares and (b) the additional shares that have been allocated to the named executive officer through December 31, 2015 as a result of the phantom reinvestment of dividend equivalents on the maximum number of performance shares. We have reflected the maximum number of performance shares for each named executive officer because (a) results for 2014 and 2015, the first and second year of the three-year performance period for the February 4, 2014 award, were above target, and (b) results for 2015, the first year of the three-year performance period for the February 3, 2015 awards were also above target. The actual numbers of shares that will be distributed with respect to the 2014 and 2015 awards are not yet determinable. The awards granted on February 4, 2014 vest in proportion to actual performance over the three-year performance period ending on December 31, 2016 and the awards granted on February 3, 2015 vest in proportion to actual

Table of Contents

performance over the three-year performance period ending on December 31, 2017. For purposes of this column, fractional shares have been rounded to the nearest whole share. See the description of performance shares in the "Compensation Discussion and Analysis Total Direct Compensation Long-Term Stock Incentives Performance Shares" section.

(3)
The market value is based on the closing price on the NYSE of our common stock on December 31, 2015 ($112.86) multiplied by the number of outstanding shares.

(4)
Mr. Fishman's performance shares award granted on February 3, 2015 is subject to regular performance thresholds over a three-year performance period, but the service vesting component will be satisfied on a pro-rata basis over four years.

Option Exercises and Stock Vested in 2015

The following table provides information regarding the values realized by our named executive officers upon the exercise of stock options and the vesting of stock awards in 2015.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)(1)	Number of Shares Acquired on Vesting (#)(2)	Value Realized on Vesting ($)(3)
A.D. Schnitzer	121,560	6,307,651	24,164	2,727,226
J.S. Fishman	203,276	10,533,071	95,599	10,789,317
J.S. Benet	157,399	9,987,687	24,164	2,727,226
B.W. MacLean	43,600	2,658,778	31,932	3,603,930
W.H. Heyman	116,348	6,157,656	24,164	2,727,226
D. Spadorcia	77,826	3,794,001	22,439	2,532,526

(1)
Value realized on exercise is based on the gain, if any, equal to the difference between the fair market value of the stock acquired upon exercise on the exercise date less the exercise price, multiplied by the number of options exercised.

(2)
The shares acquired upon vesting represent performance shares that are treated as vested on December 31, 2015, the last day of the relevant three-year performance period, including the following shares in respect of phantom dividend equivalents thereon: Mr. Schnitzer (1,603 shares), Mr. Fishman (6,342 shares), Mr. Benet (1,603 shares), Mr. MacLean (2,118 shares), Mr. Heyman (1,603 shares) and Ms. Spadorcia (1,488 shares).

(3)
The value realized on vesting is based on the closing price on the NYSE of our common stock on the vesting date. If vesting occurs on a day on which the NYSE is closed, the value realized on vesting is based on the closing price on the last trading day prior to the vesting date.

Table of Contents

Post-Employment Compensation

The Company has four active retirement plans:

- A qualified 401(k) Plan;
- A qualified pension plan the "Pension Plan";
- A non-qualified pension restoration plan the "Pension Restoration Plan" (which is a component of the Benefit Equalization Plan described below); and
- A non-qualified deferred compensation plan the "Deferred Compensation Plan".

The Company has three inactive retirement plans from which benefits are still payable but under which no additional benefits are being earned (other than earnings credits as described below):

- A non-qualified pension plan maintained by TPC prior to the Merger the "TPC Benefit Equalization Plan" (which is a component of the Benefit Equalization Plan);
- A non-qualified deferred compensation plan maintained by TPC prior to the Merger the "TPC Deferred Compensation Plan"; and
- A non-qualified deferred compensation plan maintained by St. Paul prior to the Merger the "Executive Savings Plan" (which is a component of the Benefit Equalization Plan).

Information regarding the Pension Plan, the Pension Restoration Plan and the TPC Benefit Equalization Plan is provided under "Pension Benefits for 2015" below. Information regarding the Deferred Compensation Plan, the TPC Deferred Compensation Plan and the Executive Savings Plan is provided under "Non-Qualified Deferred Compensation for 2015" below (see the "Compensation Discussion and Analysis Other Compensation" section on page 43 for information about the Company's 401(k) Plan).

Pension Benefits for 2015

The following table provides information regarding the pension benefits for our named executive officers under the Company's pension plans. The material terms of the plans are described following the table.

Name	Plan Name	Number of Years Credited Service[1]	Present Value of Accumulated Benefit ($)[2]	Payments During Last Fiscal Year ($)
A.D. Schnitzer	Pension Plan	8	77,070	0
	Pension Restoration Plan	8	865,353	0
J.S. Fishman	Pension Plan	28	280,265	0
	Pension Restoration Plan	32	5,797,298	0
J.S. Benet	Pension Plan	25	575,983	0

	Pension Restoration Plan	25	2,147,108	0
	TPC Benefit Equalization Plan[3]	11	252,918	0
B.W. MacLean	Pension Plan	28	545,373	0
	Pension Restoration Plan	28	2,852,969	0
	TPC Benefit Equalization Plan[3]	14	107,763	0
W.H. Heyman	Pension Plan	25	253,044	0
	Pension Restoration Plan	25	2,560,077	0