

**EXECUTIVE COMMITTEE CHARTER  
OF THE  
BOARD OF DIRECTORS OF EMPLOYERS HOLDINGS, INC.**

**As Amended and Restated by the Board of Directors on October 26, 2016**

**PURPOSE OF THE COMMITTEE**

1. Purpose

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

**COMPOSITION OF THE COMMITTEE**

2. Members

The Executive Committee shall consist of a minimum of three Directors. Members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Board Governance and Nominating Committee and may be removed by the Board in its discretion. Any vacancy on the Committee shall be filled by majority vote of the Board, after receiving the recommendation of the Board Governance and Nominating Committee.

3. Committee Chair

The Chairman of the Executive Committee shall be elected by the full Board of Directors, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

4. Independence

The Chief Executive Officer or his designee shall be a member of the Committee and although not a requirement, other members of the Committee shall, if practical, be “independent” under the applicable rules of the New York Stock Exchange (the “NYSE”), and any additional requirements that the Board deems appropriate.

**MEETINGS**

5. Meetings

The Committee shall meet at such times as it determines to be necessary or appropriate. The Committee is governed by the same rules regarding meetings, action without meetings,

notice, waiver of notice, quorum and voting requirements as are applicable to the full Board of Directors.

6. Attendance

The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

7. Minutes

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

8. Limitations of Liability

The Committee is authorized to adopt its own rules of procedure that do not conflict with (a) any provision of this Charter, (b) any provision of the Bylaws of EMPLOYERS, (c) the New York Stock Exchange Listed Company Manual, or, (d) federal or Nevada state law. Although the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or Nevada state law.

## **AUTHORITY, RESPONSIBILITIES, AND LIMITATIONS**

In furtherance of its purpose, the Committee shall have the following authority, responsibilities, and limitations consistent with and subject to applicable law and rules and regulations, if any, promulgated by the SEC, NYSE, or any other applicable regulatory authority:

9. Powers

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

10. Limitations

To act, with the full authority of the full Board of Directors during intervals between meetings of the Board of Directors, except that the Committee shall have no authority or power as to the following:

- (a) The submission to shareholders of any action requiring approval of the shareholders.
- (b) The creation or filling of vacancies in the Board of Directors.

- (c) The adoption, amendment, or repeal of the Bylaws.
- (d) The amendment or repeal of any resolution of the Board that by its terms limits amendment or repeal exclusively to the Board.
- (e) Action on matters committed by the Bylaws or resolution of the Board of Directors exclusively to another committee of the Board.
- (f) Any action, where the Company's Articles of Incorporation, Bylaws, or applicable law require participation by the full Board of Directors.
- (g) Any action where any member of the Committee has previously voted in opposition to that action.

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