



SELECTIVE INSURANCE GROUP, INC.
CORPORATE GOVERNANCE GUIDELINES

I. General

The Board of Directors (the “Board”) of Selective Insurance Group, Inc. (“Selective” or the “Company”), acting on the recommendation of its Corporate Governance and Nominating Committee (the “CGNC”), has developed these corporate governance guidelines (“Guidelines”) to promote the effective functioning of the Board and its committees (the “Board Committees”). These Guidelines, together with the Charters of the Board Committees, provide the basic outline of Selective’s corporate governance.

The Guidelines shall be periodically reviewed and assessed by the CGNC and are subject to future refinement or changes as the CGNC may recommend and the Board may find necessary or advisable.

II. Role of the Board and Management

The Board and Management have related but distinct roles. The Board’s function is one of oversight and guidance. The Board reviews and discusses reports by Management with respect to Selective’s performance, as well as significant issues facing Selective. In addition to its general oversight function, the Board and the Board Committees oversee Selective’s business and Management in accordance with these Guidelines.

Selective’s business strategy is implemented by its officers and other employees, under the direction of the chief executive officer (“CEO”). Management reports regularly to the Board on significant events, issues, and risks which may materially affect Selective’s business or financial performance.

III. Board Composition

The Board, in accordance with Selective’s Amended and Restated Certificate of Incorporation and By-Laws, shall determine the number of Directors constituting the full Board, taking into account the size and breadth of Selective’s business and the need for Board diversity. The size of the Board should balance the following goals:

- The size of the Board should facilitate substantive discussions by the whole Board in which each Director can participate meaningfully.
- The composition of the Board should encompass a broad range of skills, expertise, industry knowledge and diversity of opinion.
- A majority of the Board shall consist of Directors who are independent under the listing standards of the NASDAQ Stock Market.

Directors should possess the highest personal and professional ethics, integrity and values, and must be committed to representing the long-term interests of Selective and its stockholders.

Directors should be willing to devote sufficient time to carrying out their duties and responsibilities effectively. For this reason, the CGNC shall be notified promptly of any change in a Director's principal occupation or business association, the election of a Director to the board of directors (or similar body) or any board committees of another publicly held entity, the Director's removal or other cessation of service as a member of any such board or committee, and any other development that could impair a Director's ability to serve on the Board or any Board Committee. The CGNC shall recommend whether such Director should resign or be removed as a Director of Selective or as a member of any Board Committee, or whether any other action should be taken.

IV. Director Selection Process

The Board, on the recommendation of the CGNC, shall propose a slate of nominees for election at Selective's Annual Meeting of Stockholders. In addition, between such meetings, the Board, on the recommendation of the CGNC, may elect Directors to fill vacancies on the Board, to serve until the next such meeting.

The CGNC, in evaluating the suitability of individual nominees, reviews the appropriate skills and characteristics required of Board members in the context of the then current make-up of the Board. Skills and characteristics considered are business experience, perspective, diversity, including gender, race, culture, and personal expertise in areas expected to contribute to the Board's effectiveness, such as general operations, technology, finance, marketing, financial reporting, and human resources, among others.

Stockholders may propose nominees for consideration by the CGNC in accordance with the procedures developed by the CGNC and disclosed in Selective's Proxy Statement each year.

V. Director Term Limits

The Board does not believe it should limit the number of terms for which an individual may serve as a Director. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with and understanding of the Company's history, policies and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and nomination process described in these Guidelines.

VI. Director Retirement

In accordance with the Selective's By-Laws, no person who has attained his or her 75th birthday shall be eligible for election as a Director.

VII. Board Committees

The Board has established the following Board Committees to assist the Board in discharging its responsibilities: the Audit Committee; the Salary and Employee Benefits Committee; the CGNC; the Finance Committee; and the Executive Committee. The Board, on the recommendation of the CGNC, may from time-to-time modify any of these committees or

establish new committees. The CGNC has the responsibility to evaluate and make recommendations to the Board concerning the appointment of Directors to the Board Committees and the selection of committee chairs. The Board generally favors the periodic rotation of Committee chair positions, but also recognizes that, at times, it may not be in the best interest of the Company to change a Board Committee chair position, such as when a director has special knowledge or experience. It is anticipated that Board Committee chairs will serve up to approximately five (5) consecutive years, on average, in order to facilitate rotation of Committee chairs, while preserving experienced leadership.

The Audit Committee, Finance Committee, Salary and Employee Benefits Committee and CGNC shall each have a written charter and shall be composed of at least three (3) Directors. All of the members of the Audit Committee, Salary and Employee Benefits Committee and CGNC shall be independent Directors as defined by the NASDAQ Stock Market listing standards. The Salary and Employee Benefits Committee must satisfy the listing requirements of the NASDAQ Stock Market, and the Audit Committee Charter must also satisfy the listing requirements of the NASDAQ Stock Market as well as the requirements of the United States Securities and Exchange Commission.

VIII. Selection of the Chairman of the Board

The Board does not require the separation of the offices of the Chairman of the Board and the CEO. The Board shall be free to choose its Chairman of the Board in any way that it deems best for the Company at any given point in time.

IX. Lead Independent Director

The Board shall have an independent Director designated as the Lead Independent Director, who is responsible for coordinating the activities of the independent Directors and to perform various other duties. It is anticipated that the Lead Independent Director will serve up to approximately five (5) consecutive years in order to facilitate the rotation of the Lead Independent Director position while maintaining experienced leadership. In considering the appropriate tenure of a Lead Independent Director, the Board should evaluate all facts and circumstances and may extend such tenure in accordance with good governance practices, including (without limitation) to accommodate the transition of a new CEO or new directors or to provide continuity to further strategic objectives or address external factors affecting the Company.

The general authority and responsibilities of the Lead Independent Director are as follows:

- Presides at all meetings of independent Directors, as appropriate, and provides prompt feedback to the Chairman and CEO.
- Serves as point of contact for Board members to raise issues that they may not be able to readily address with the Chairman and CEO.
- Ensures that matters of importance to the Directors are placed on the Board's meeting agendas.
- Assures that the Chairman and CEO understand the Board's view on all critical matters.

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- Calls executive sessions of the independent Directors.

X. Meetings

The Board currently holds at least four (4) regular meetings each year, with further meetings to occur (or action to be taken by unanimous written consent), at the discretion of the Board.

The Chairman shall prepare the agenda for each Board meeting. Any Director may suggest subjects for the agenda. The agenda for each Board Committee meeting shall be established by the respective committee chairperson.

Management will endeavor to provide all Directors an agenda and appropriate meeting materials in advance of meetings, although the Board recognizes that this will not always be consistent with the timing of transactions and the operations of the business. The Directors are expected to review such materials prior to the meetings. Directors are also encouraged to ask that additional information be provided to the Board or any Board Committee to facilitate its performance.

To ensure free and open discussion and communication, the independent Directors of the Board shall meet periodically without Management present. Non-Management Directors who are not independent Directors may participate in these sessions at the invitation of the Lead Independent Director, but independent Directors shall meet alone at least twice each year.

XI. Evaluating Board Performance

The Board, acting through the CGNC, shall conduct a self-evaluation of itself and of each Board Committee at least annually.

XII. Board Compensation

Directors who are employees of the Company shall not receive any compensation, directly or indirectly, for their services as Directors. The Salary and Employee Benefits Committee shall be responsible for establishing the compensation and any benefits for non-employee Directors. In discharging this duty, the Salary and Employee Benefits Committee shall be guided by the following goals:

- Compensation should fairly pay Directors for the work they perform; and
- Compensation should include a significant equity component to align Directors' interests with the long-term interests of the stockholders.

XIII. Reliance on Management and Outside Advisors

In performing its functions, the Board and each Board Committee is entitled to rely on the advice, reports and opinions of Management, counsel, accountants, auditors and other expert advisors. The Board and each Board Committee shall have the authority to retain and approve the fees and retention terms of its outside advisors. The Company shall provide for appropriate funding to pay any such advisor retained by the Board.

XIV. Communications with the Board of Directors

The Board will receive communications from stockholders or other interested parties. Such parties may contact any member of the Board by mail or electronically. Any such correspondence should be addressed to the appropriate person and sent by regular mail to the Company's Corporate Secretary at 40 Wantage Avenue, Branchville, NJ 07890, or by e-mail to: corporate.governance@selective.com.

Each communication received as described above will be reviewed by the Corporate Secretary for the sole purpose of determining whether it is appropriate. The Board has determined that the following types of communication are not related to the duties and responsibilities of the Board and are therefore not appropriate: spam and similar junk mail and mass mailings, unsolicited advertisements or invitations to conferences or promotional material, product complaints, resumes or other job inquiries, and surveys.

XV. Board Interaction with Institutional Investors, Analysts, Press, Agents and Customers

The Board believes that Management generally should speak for the Company. It is suggested that each Director shall refer all inquiries from institutional investors, analysts, the press, agents or customers to the CEO or his or her designee.

XVI. Director Attendance at Annual Meetings of Stockholders

Directors are expected to attend the Company's Annual Meeting of Stockholders.

XVII. Access to Management

Non-Management Directors may contact any Selective employee without the permission of Management, and without such Management being present. Board members shall coordinate such contacts through the Lead Independent Director and will use judgment to ensure that such contacts are not distracting to the business operation of the Company.

XVIII. Director Orientation and Education

The Corporate Secretary shall arrange an orientation for all new Directors that shall familiarize each new director with, among other things:

- the Company's Board members and practices,
- the independent auditor,
- major operations,
- key employees,
- significant policies and procedures (including accounting policies),
- the Company's strategic business plan, and
- key Company performance criteria.

The Company shall also provide continuing education for Directors, which may include a mix of in-house and third-party presentations and programs.

XIX. Ownership and Retention of Selective Stock; Policy Against Hedging

Selective believes that stock ownership by Directors and Management encourages the enhancement of stockholder value and the Company has adopted the following common stock ownership guidelines for Directors and certain officers. Ownership shall be calculated as of November 1 of each year:

- A. Each Director shall, within five (5) years of his/her first election to the Board, beneficially own at least five (5) times his/her annual retainer in shares of Selective common stock. Shares of Selective common stock currently owned, awards of restricted stock and restricted stock units (including related dividend equivalent units) not yet vested and shares of Selective common stock held in benefit plan investments (i.e. 401(k) Plan) shall be considered in determining such ownership. Unexercised stock options are not counted in calculating ownership. Deferred shares of Selective common stock held in the accounts of Directors shall be counted in calculating ownership.
- B. The current requirements for certain officers of Selective and its lead insurance subsidiary, Selective Insurance Company of America, are as follows:

CEO or President	5 x base salary
Executive Chairman	4 x base salary
Senior Executive Vice Presidents and Executive Vice Presidents	3 x base salary
Senior Vice Presidents or equivalent job grade (collectively, "Officers")	1.5 x base salary

Officers must meet (and subsequently maintain) the current stock ownership requirements within the later of (i) five (5) years from attainment of the respective Officer status or (ii) three (3) years from any change to these requirements ("Requirement Date"). Base salary increases during the five (5) year period will require the ultimate ownership requirements to increase when shares are valued on the November 1 following such increase.

If, at the November 1 valuation date, an officer fails to meet their current stock ownership requirement as of their Requirement Date, the officer has until March 15 of the following year to cure the non-compliance. If an officer does not cure the non-compliance by March 15, the Salary and Employee Benefits Committee may determine to pay all or a portion of such officer's next annual cash incentive plan award in shares of Selective common stock.

Shares of Selective common stock currently owned, seventy-five percent (75%) of the awards of restricted stock and restricted stock units (including related dividend equivalent units) not yet vested and shares of Selective common stock held in benefit plan investments (i.e. 401(k) Plan) shall be considered in determining such ownership. Unexercised stock options are not counted in calculating ownership.

In addition, Officers are required to retain direct ownership of at least 75% of the shares acquired under an equity award granted under any Company equity compensation plan or other written compensatory arrangements, net of taxes and transaction costs, unless the officer has met his or her applicable stock ownership requirement as set forth above. Taxes and transaction costs include, without limitation: (i) shares retained by the Company to satisfy tax withholding requirements attributable to awards; and (ii) shares the Officer tenders to pay all or any portion of the exercise price of option grants.

There may be instances in which compliance with these retention guidelines would create severe hardship, in which case the CGNC, or an officer designated by such committee, may authorize exceptions from compliance with these retention guidelines. It is expected that these instances will be rare.

To the extent that any Officer fails to comply with these stock ownership and retention guidelines, the CGNC shall take such action that it determines to be appropriate.

Officers, Directors and employees of the Company are prohibited from entering into hedging or monetizing transactions, such as zero-cost collars and forward sale contracts, involving the Company's stock. These transactions would allow an Officer, Director or employee to hold Company securities without the full risks and rewards of ownership. When that occurs, the Officer, Director or employee may no longer have the same objectives as the Company's other stockholders.

XX. Majority Voting; Director Resignation

An incumbent Director who fails to receive a majority vote in an uncontested election in accordance with the By-Laws shall, within five (5) days following the certification of the election results, tender his or her written resignation to the Chairman of the Board for consideration by the CGNC. Such resignation shall state that it becomes effective only upon acceptance by the Board.

The CGNC shall consider such tendered resignation and, within 45 days following the date of the stockholders' meeting at which the election of Directors occurred, shall make a recommendation to the Board concerning the acceptance or rejection of such resignation. In determining its recommendation to the Board, the CGNC shall consider all factors deemed relevant by the members of the CGNC including, without limitation, the stated reason or reasons why stockholders voted against such Director's re-election, the qualifications of the Director (including, for example, whether the Director serves on the Audit Committee as an "audit committee financial expert" and whether there are one or more other Directors qualified, eligible and available to serve on the Audit Committee in such capacity), and whether the Director's resignation from the Board would be in the best interests of the Company and its stockholders.

The CGNC also shall consider a range of possible alternatives concerning the Director's tendered resignation as the members of the CGNC deem appropriate, including, without limitation, acceptance of the resignation, rejection of the resignation or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the CGNC to have substantially resulted in such Director failing to receive the required number of votes for re-election.

The Board shall take formal action on the CGNC's recommendation no later than 90 days following the date of the stockholders' meeting at which the election of Directors occurred. In considering the CGNC's recommendation, the Board shall consider the information, factors and alternatives considered by the CGNC and such additional information, factors and alternatives as the Board deems relevant.

Following the Board's decision on the CGNC's recommendation, the Company, within four (4) business days after such decision is made, shall publicly disclose, in a Form 8-K filed with the United States Securities and Exchange Commission, the Board's decision, together with a full explanation of the process by which the decision was made and, if applicable, the Board's reason or reasons for rejecting the tendered resignation.

No Director who, in accordance with these Guidelines, is required to tender his or her resignation, shall participate in the CGNC's deliberations or recommendation, or in the Board's deliberations or determination, with respect to accepting or rejecting his or her resignation as a Director. If a majority of the members of the CGNC fail to receive the required number of votes for re-election, then the independent Directors then serving on the Board who were elected at the stockholders' meeting at which the election occurred, and the independent Directors, if any, who were not standing for election at such stockholders' meeting, will appoint an ad hoc Board committee from amongst themselves (the "Ad Hoc Committee"), consisting of such number of Directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignations. The Ad Hoc CGNC shall serve in place of the CGNC and perform the CGNC's duties for purposes of this policy. Notwithstanding the foregoing, if an Ad Hoc Committee would have been created but fewer than three (3) Directors would be eligible to serve on it, the entire Board (other than the individual Director whose resignation is being considered) shall make the determination to accept or reject the tendered resignation without any recommendation from the CGNC and without the creation of an Ad Hoc Committee.

This director resignation policy, as it may from time to time be amended, will be summarized or included in the Company's Proxy Statement for each meeting of stockholders (annual or special) at which Directors are to be elected.

Adopted as of July 29, 2020