

**SALARY & EMPLOYEE BENEFITS COMMITTEE CHARTER
SELECTIVE INSURANCE GROUP, INC.**

Approved: January 2015

**SELECTIVE INSURANCE GROUP, INC.
SALARY & EMPLOYEE BENEFITS COMMITTEE CHARTER**

1. PURPOSE

The Salary & Employee Benefits Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Selective Insurance Group, Inc. (the “Company”). The purposes of the Committee are to: (i) oversee the Company’s compensation and employee benefit plans and practices, including its executive compensation plans, and its incentive compensation and equity-based plans; (ii) review the performance and development of Company management in achieving corporate goals and objectives; (iii) assure that senior executives of the Company are compensated effectively in a manner consistent with the strategy of the Company, competitive practices, and the requirements of the appropriate regulatory bodies; (iv) review and discuss with management the Company’s Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission (the “SEC”); and (v) to prepare the Compensation Committee Report as required by the rules of the SEC. Toward that end, the Committee will oversee and review all compensation, equity, and employee benefit plans and programs related to the Company’s employees and management.

2. COMPOSITION OF THE COMMITTEE

The Committee shall consist of not less than three independent directors, as determined from time to time by the Board. Each member of the Committee shall: (i) be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended; (ii) be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “IRC”); (iii) be an “independent director” pursuant to the requirements of The Nasdaq Stock Market, Inc. (“Nasdaq”); and (iv) satisfy any other necessary standards of independence under the federal and tax laws. One member of the Committee shall be elected Chairperson of the Committee by the Board. Each appointed Committee member will be subject to annual reconfirmation and may be removed by the Board, at any time, with or without cause.

3. RESPONSIBILITIES AND DUTIES

In carrying out its purposes, the Committee shall have the following responsibilities and duties:

- (i) Review annually and approve the Company’s compensation strategy to ensure that employees of the Company are rewarded appropriately for their contributions, including those related to Company growth and profitability.
- (ii) To evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Company, including those of its executive compensation plans, and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve, or recommend to the Board for its approval, the Chief Executive Officer’s compensation based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer’s compensation, the Committee shall consider all relevant factors, including the Company’s performance and relative

stockholder return, the value of similar awards to chief executive officers of comparable companies or those companies with which the Company competes for executive talent, and the awards given to the Chief Executive Officer of the Company in past years. The Committee may discuss the Chief Executive Officer's compensation with the Board if it chooses to do so. The Chief Executive Officer may not be present during Committee deliberations or voting on his or her compensation.

- (iii) To evaluate annually the performance of the other executive officers (as reflected in the Company's SEC filings) of the Company in light of the goals and objectives of the Company, including those of its executive compensation plans, and either as a Committee or together with the other independent directors (as directed by the Board), determine and approve, or recommend to the Board for its approval, the compensation of such other executive officers. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the Chief Executive Officer.
- (iv) Review perquisites and other personal benefits to the Company's executive officers and directors and recommend any changes to the Board.
- (v) Review and approve compensation for non-employee directors, including but not limited to the following elements: retainer, meeting fees, committee fees, committee chair fees, lead director fees, and equity or stock compensation.
- (vi) Review and discuss with management the Company's CD&A, and based on that review and discussion, to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K.
- (vii) Prepare the Compensation Committee Report in accordance with the rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K.
- (viii) Review the description of the Committee's processes and procedures for the consideration and determination of executive and director compensation to be included in the Company's annual proxy statement.
- (ix) Interpret, administer and make awards to executives and other employees of the Company and its subsidiaries, under the Company's omnibus stock and stock purchase plans, incentive compensation plans, and other compensation and benefit plans (the "Plans"), including determining eligibility, the number and type of options available for grant and the terms of such grants, and to review and approve management's recommendations.
- (x) Review the Company's Plans and other employee benefit plans, in light of the goals and objectives of these plans, and amend or recommend that the Board amend the Plans if the Committee deems it appropriate.
- (xi) Review and approve all equity compensation plans to be submitted for stockholder approval for purposes of the Nasdaq listing standards or other

statutory requirements, and review and approve all equity compensation plans that are exempt from such stockholder approval requirements.

- (xii) Oversee and periodically review the operation of all of the Company's Plans. Responsibility for day-to-day administration, including the preparation and filing of all government reports and the preparation and delivery of all required employee materials and communications, will be performed by Company personnel.
- (xiii) Ensure that the annual incentive compensation plan is administered in a manner consistent with the Company's compensation strategy and the terms of such plan, including but not limited to the following: participation, target annual incentive awards, corporate financial goals, actual awards paid to executive officers, total funds reserved for payment under the plan, and potential qualification under Section 162(m) of the IRC.
- (xiv) Review matters related to management performance, compensation, and succession planning and professional development for executive staff.
- (xv) Approve separation arrangements and severance benefits for executive officers to the extent that such arrangements are outside the ordinary plan parameters.
- (xvi) Obtain such data or other resources as it deems necessary to perform its duties, including, but not limited to, obtaining external consultant reports or published salary surveys, and engaging independent compensation consultants and other professionals to assist in the design, formulation, analysis, and implementation of compensation programs for the Company's executive officers and other key employees.
- (xvii) Have responsibility for the review and approval of all reports and summaries of compensation policies and decisions as may be appropriate for operational purposes or as may be required under applicable law.

4. OTHER POWERS AND RESPONSIBILITIES

A. Evaluation of the Committee

The Committee shall, on an annual basis, evaluate its performance. The Committee shall address all matters that the Committee considers relevant to its performance, including, but not limited to, the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended changes to the Company's or the Board's policies or procedures.

B. Reports

The Committee shall make regular reports to the Board, providing an overview of its activities and summarizing Committee actions. The Committee shall also present resolutions to the Board that the Committee has recommended be adopted by the Board.

C. Retention of Professional Advisors

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

D. Review of Charter

The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for its approval.

E. Miscellaneous

The Committee shall perform any other activities consistent with this Charter, the Company's Restated Certificate of Incorporation, By-Laws, and governing law as the Committee or the Board deems necessary or appropriate.

The Committee shall be given direct and complete access to the Company's Board and management, as is deemed necessary by the Committee, in order to perform its duties under this Charter.

The Company shall provide any and all funding requested by the Committee to enable the Committee to carry out its duties and responsibilities

5. MEETINGS AND PROCEDURES

A. Meetings

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

Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other will constitute a quorum at all Committee meetings.

B. Delegation of Authority

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

C. Minutes

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

D. Role of Executive Officers

The Chief Executive Officer and Executive Vice President, Human Resources may make, and the Committee may consider, recommendations to the Committee regarding the Company's compensation and employee benefit plans and practices, including its executive compensation plans, the Company's director compensation arrangements, and the Company's incentive-compensation and equity-based plans with respect to executive officers, except that the Chief Executive Officer may not make any recommendations to the Committee regarding the compensation of the Chief Executive Officer.