

21ST CENTURY INSURANCE GROUP

EXECUTIVE COMMITTEE CHARTER

Purpose and Responsibilities

The Executive Committee is a standing committee of the Board of Directors charged with deciding matters on behalf of the Company on which action by the entire Board of Directors is either difficult due to circumstances, or unnecessary. The power of the Executive Committee to act on behalf of the entire Board of Directors shall extend to all matters not precluded by law, the Company's Articles of Incorporation or its By-Laws.

Organization and Functions

- Appointment and Term. The Executive Committee shall be appointed annually by a majority vote of the Board of Directors. The Board of Directors, by majority vote, may remove any member of the Executive Committee. Except for the prior resignation or removal, each member of the Executive Committee shall serve on the Executive Committee until his or her term of office as a director of the Company expires.
- Composition. The Executive Committee shall be composed of at least three Directors, one of who shall be the Chairman of the Board of Directors and another from Company management.
- Qualifications. In addition to meeting the director qualifications set forth in the Company's Corporate Governance Guidelines, the members of the Executive Committee shall demonstrate an understanding of Company operations and projects and the appropriate risk of each operating decision.
- Chairperson. The Chairman of the Board of Directors shall serve as Chair of the Executive Committee. It is the responsibility of the Chairperson to schedule all meetings of the Executive Committee and provide the Executive Committee, other board members, and the Company's Secretary with a written notice and written agenda for all meetings.
- Meetings. The Executive Committee shall meet or act by written consent as circumstances require. The Executive Committee may ask members of management or others to attend the meetings and provide pertinent information as necessary.
- Reporting and Minutes. The Executive Committee shall report committee actions to the entire Board of Directors and shall provide all notices, written consents and minutes of meetings of the Executive Committee to the Board of Directors. All notices, agendas, written consents and minutes of meetings shall be provided to the Company's Secretary in order for payment of any applicable meeting fees and expenses to be made.

As of June 25, 2003.