

# **CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF DELPHI FINANCIAL GROUP, INC.**

The Board of Directors of Delphi Financial Group, Inc. (the “Company”) has established a committee known as the Nominating and Corporate Governance Committee (the “Committee”). This Charter confirms and describes the purpose, composition and responsibilities and processes of the Committee.

## **Purpose**

The Committee is appointed by the Board of Directors of the Company (the “Board”) to assist the Board in performing its responsibilities in matters relating to the Board’s composition, processes and guidelines relating to corporate governance, by performing the functions set forth in this Charter.

## **Composition**

The Committee shall be composed of at least three directors, each of whom meets the independence requirements of the New York Stock Exchange.

## **Responsibilities and Processes**

The Committee will:

- Recommend to the Board criteria for the selection of new Board members.
- Identify individuals qualified to become Board members.
- Recommend to the Board individuals to be selected as nominees for election by the stockholders of the Company at each annual meeting of stockholders, and nominees to fill vacancies on the Board arising from time to time.
- Recommend to the Board the appointments to the committees of the Board.
- Have sole authority, at the Company’s expense, to retain and terminate any search firm to be used to assist in identifying director candidates and to approve such firm’s fees and other retention terms.
- Develop and recommend to the Board a set of corporate governance guidelines for the Company.
- Determine the schedule and processes for executive sessions in which the non-management directors meet without management participation.
- Oversee the Board’s self-evaluations of its performance.

- Review proposed and outstanding related party transactions in accordance with the Company's Review Policy for such transactions, as in effect from time to time.
- Have such other authority, duties or responsibilities as may be delegated to the Committee by the Board.
- Have the authority, at the Company's expense, to retain, and obtain advice and assistance from, such internal or external legal or other advisers as it deems necessary or appropriate in connection with the carrying out of its responsibilities.
- If deemed appropriate, form, and delegate authority to, subcommittees.
- Make reports to the Board as appropriate from time to time.
- Review and reassess the adequacy of this Charter from time to time as appropriate, but no less frequently than annually, and recommend any proposed changes to the Board for approval.
- Conduct an annual evaluation of the performance by the Committee of its responsibilities set forth in this Charter.