

SAFECO CORPORATION NOMINATING/GOVERNANCE COMMITTEE CHARTER

Amended and Restated by the Board of Directors December 1, 2005

I. Purpose

The Nominating/Governance Committee shall (i) identify individuals qualified to become Board members, (ii) select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders; (iii) recommend to the Board director nominees for each committee of the Board; (iv) annually review Safeco's corporate governance guidelines; (v) establish and ensure that a meaningful Board evaluation process is developed and used; and (vi) through the Compensation Committee, ensure that a meaningful management evaluation process is established.

II. Organization and Meetings

The Nominating/Governance Committee shall be appointed by the Board of Directors and consist of no fewer than three members. The members of the committee shall meet the director independence requirements for members of the exchange or market on which Safeco's securities are traded or listed. Furthermore, each committee member shall be free of any relationship to Safeco that, in the opinion of the Board of Directors, would interfere with the member's exercise of independent judgement as a committee member.

The committee shall meet at least quarterly and may meet more frequently as necessary.

The committee shall keep minutes of its meetings and make regular reports on its activities to the Board of Directors.

III. Committee Authority and Responsibilities

1. The committee shall review this charter annually and recommend proposed changes to the Board of Directors.
2. The committee shall have sole authority to retain and terminate advisors to assist it in connection with identification of director candidates, including the sole authority to approve the fees and other retention terms with such advisors. The committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
3. The committee shall seek to identify individuals qualified to become board members for recommendation to the Board. In assessing board member qualifications, the committee will consider each individual's independence, as well as diversity, age, skills, and experience in the context of the make-up of the Board.

4. As set forth in Safeco's Governance Guidelines, the committee shall review the board membership on an annual basis and shall establish and implement procedures for recommending board candidates for approval by the full Board.
5. The committee shall recommend to the Board director nominees for each committee of the Board.
6. The committee shall establish an annual process to receive comments from all directors concerning the Board's performance.
7. The committee shall confirm through the Compensation Committee that a meaningful management performance evaluation process is established.
8. The committee shall annually review the adequacy of and the Board's compliance with the corporate governance guidelines of Safeco and recommend proposed changes to the Board.
9. The committee shall annually review and approve Safeco's charitable contribution budget and review Safeco's community relations strategic direction.
10. The committee shall at least annually consider the level of board and committee compensation, including the award of equity based compensation, and make recommendations for changes to the Board from time-to-time.
11. The committee shall meet in executive session without the presence of any management director or employee at least annually.
12. The committee may form and delegate authority to subcommittees when appropriate.
13. The committee shall annually review its performance under this charter.
14. The committee shall review, at least annually, the Corporation's directors and officers liability coverage.