

**SELECTIVE INSURANCE GROUP, INC.**  
**CORPORATE GOVERNANCE COMMITTEE CHARTER**

**1. PURPOSE**

The Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Selective Insurance Group, Inc. (the “Company”). The Committee shall have the following purposes:

- (i) To establish criteria for the selection of directors and to recommend to the Board the nominees for director in connection with the Company’s annual meeting of stockholders.
- (ii) To take a leadership role in shaping the Company’s corporate governance policies.

**2. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of not less than three independent directors, each of whom shall be (i) a “non-employee director” within the meaning of Rule 16b-3 under the Securities Act of 1934; and (ii) an “independent director” as defined by the Rules of the National Association of Securities Dealers, Inc. 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.

**3. RESPONSIBILITIES AND DUTIES**

A. Nomination of Directors

The Committee has the following responsibilities and duties:

- (i) Consider and make recommendations to the Board concerning the appropriate size and overall characteristics of the Board, including desired competencies, skills and attributes.
- (ii) Monitor and safeguard the independence of the Board, assuring that the Board is composed of a majority of independent directors.
- (iii) Review from time to time the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board, including such factors as business experience, diversity, and personal skills in technology, finance, marketing, financial reporting and other areas that are expected to contribute to an effective Board.

- (iv) Identify and conduct searches for prospective directors, in consultation with the Chief Executive Officer, based on the foregoing criteria, review candidates recommended by stockholders, and evaluate and recommend candidates for election to the Board or to fill vacancies in accordance with guidelines adopted by the Board.
- (v) Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of committee chairs; recommendations shall consider suggestions from the Chairperson of the Board, desired characteristics of committee members, specific legal and regulatory requirements.
- (vi) Periodically review the independence of each director.

B. Corporate Governance Oversight

The Committee has the following responsibilities:

- (i) Periodically review and assess the adequacy of the Company's corporate governance principles addressing the size, independence, diversity, composition and responsibilities of the Board of Directors as well as the Board's oversight of management, and recommends any changes to the Board for its approval and adoption.
- (ii) Evaluate and recommend to the Board the responsibilities of the Board committees, including the structure, operations and the authority to delegate to subcommittees.
- (iii) Review and approve compensation for non-employee members of the Board, including but not limited to the following elements: retainer, meeting fees, committee fees, committee chair fees, and equity or stock compensation.
- (iv) Oversee the review and update, when appropriate, of the Company's Code of Conduct.
- (v) Consider and approve all related party transactions as required by the NASDAQ and Securities and Exchange Commission rules and regulations.

- (vi) Review, conflicts of interest or other issues that may arise under the Company's Code of Conduct involving the Company's officers or members of the Board.
- (vii) Review and recommend adoption of all director and officer insurance policy requirements.

#### **4. OTHER POWERS AND RESPONSIBILITIES**

##### **A. 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.

##### **B. Retention of Professional Advisors**

The Committee shall have the authority to retain consultants and other third-party advisors of its selection, as it deems necessary to provide it with advice and counsel. The Company shall provide appropriate funding for the Committee to retain such advisors without requiring the Committee to seek Board approval.

##### **C. Revision of Charter**

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

##### **D. Miscellaneous**

The Committee shall develop and adopt guidelines for the Company's Charitable Contributions Program.

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. CONDUCT OF MEETINGS**

The Committee shall meet at least annually and more frequently as is necessary to carry out its responsibilities and act upon matters within the Committee's jurisdiction under this Charter. 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 Compensation Committee will constitute a quorum at all Committee meetings. 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. Reports of meetings of the Committee will be made to the Board of Directors at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board approved by the Committee.