

Governance and Nominating Committee Charter

This Charter has been adopted by the Board of Directors (the "Board") of Philadelphia Consolidated Holding Corp. (the "Company") to govern its Governance and Nominating Committee (the "Committee"), which shall have the authority, responsibility and specific powers described below.

Purposes

The purposes of the Committee are to (1) identify and recommend individuals to the Board to be director nominees for the Company's next annual meeting of stockholders; (2) review and recommend Board compensation; and (3) develop and recommend to the Board a set of corporate governance principles applicable to the Company, all in accordance with applicable laws or regulations of the Securities and Exchange Commission and other governmental authorities, applicable rules of the Nasdaq National Market ("Nasdaq") and/or any other stock exchange where the Company's securities are from time to time listed (collectively, "Applicable Requirements").

Committee Membership

The Committee shall consist of the number of members fixed from time to time by the Board of Directors, but shall at all times consist of not less than three members and conduct at least one meeting per year, or more if deemed appropriate by its chairperson or a majority of its members. The Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, quorum and voting requirements as are applicable to the Board. The Committee shall have a chairperson who shall be appointed by the Board of Directors. Each member of the Committee shall be a member of the Board of Directors who satisfies any and all Applicable Requirements, including any "independence" requirements of the NASDAQ.

The members of the Committee shall be appointed by the Board of Directors and serve for such term or terms as the Board may determine. The members of the Committee may be removed by the Board of Directors.

Committee Authority and Responsibilities

1. To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board.
2. To identify individuals believed to be qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In nominating candidates, the Committee shall take into consideration such factors, as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, experience as an executive with a

publicly traded company, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board. The Committee may consider candidates proposed by management, but is not required to do so.

3. The Committee shall develop principles of corporate governance including, but not limited to, the establishment of a corporate code of ethics (a "Code of Conduct") designed to promote honest and ethical conduct, including ethical handling of conflicts of interest; full, fair, accurate, timely and understandable disclosure in the Company's periodic reports; and compliance with applicable governmental rules and regulations. Once established, the Committee shall recommend the adoption of such Code of Conduct to the Board.
4. The Committee shall periodically review and assess the adequacy of the Code of Conduct approved by the Board and shall recommend any modifications to the Code of Conduct to the Board for approval.
5. The Committee shall direct members of the Company's senior management to report any violations of or non-compliance with the Code of Conduct to the Committee and resolve such reported violations.
6. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of the Board and committee members.
7. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel and other experts or consultants as it deems appropriate, without seeking approval of the Board or management.
8. The Committee shall review and reassess the adequacy of this Charter from time to time and, upon the completion of each such review, recommend any proposed changes to the Board for approval.

Criteria for Selecting New Directors.

The Committee, in selecting, or in recommending the selection of, nominees for director shall do so based on such nominee's integrity, skill, financial sophistication and capacity to help guide the Company, and based on such other considerations as the Committee shall deem appropriate. The Committee shall establish, and, to the extent required by Applicable Requirements, publish in the Company's proxy statement or elsewhere as required, specific, minimum qualifications that must be met by any nominee to be selected or recommended by the Committee and the specific qualities or skills that the Committee may determine from time to time to be necessary for one or more of the Company's directors to possess.