



Baldwin & Lyons, Inc.

NOMINATING COMMITTEE CHARTER

Role

The Nominating Committee's role is to assist the Board in determining the slate of director nominees for election to the Company's Board of Directors and to identify and recommend candidates to fill vacancies occurring between annual shareholder meetings.

Membership

The membership of the Committee shall consist of at least two directors, each of whom is to be free of any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment. Applicable laws and regulations will be followed in evaluating a member's independence. The Board appoints the chairperson of the Committee.

Operations

The Committee shall meet at least once a year. Additional meetings may occur as frequently as the Committee or its chair deems advisable. The Committee will cause to be kept adequate minutes of all its proceedings, or, alternatively, will report its actions to the next meeting of the full Board and be made part of the minutes of that full Board meeting. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Nominating Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the full Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Corporation, or (c) the laws of the state of Indiana.

Authority

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Responsibilities

The principal responsibilities and functions of the Governance and Nominating Committee are as follows:

- Annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of shareholders.
- Before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors.
- Assist in identifying, interviewing and recruiting candidates for the Board.
- Annually review the composition of each committee and present recommendations for committee memberships to the Board as needed.
- Establish and maintain procedures for the submission of unsolicited recommendations for nominees, including appropriate deadlines and the type of information that must be provided with recommendations.
- Periodically review the compensation paid to non-employee directors for annual retainers (including Board and committee Chairs) and meeting fees, if any, and make recommendations to the Board for any adjustments. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as such.
- Regularly review and make recommendations about changes to the charter of the Nominating Committee.