

# Nominating and Corporate Governance Committee Charter

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*The Hartford Financial Services Group, Inc.*



**THE HARTFORD FINANCIAL SERVICES GROUP, INC.  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**PURPOSE**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of The Hartford Financial Services Group, Inc. (the “Company”) shall make recommendations as to the organization, size and composition of the Board and the committees thereof and consider the qualifications, compensation and retirement of Directors.

**RESPONSIBILITIES AND AUTHORITY**

The Committee shall:

1. Identify and recommend to the Board candidates the Committee believes are qualified and suitable to become members of the Board consistent with criteria for selection of new directors adopted from time to time by the Board, and recommend to the Board the nominees to stand for election as directors at each annual meeting of shareholders. 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 through appointment by a majority of the Company’s directors. The Committee shall have sole authority to select, retain and terminate any consulting or search firms to be used to identify director candidates, including sole authority to approve the search firm’s fees and other retention terms. The Committee shall also have sole authority to select, retain and terminate any consulting firms to be used to assist in the evaluation of director compensation, including sole authority to approve the consulting firm’s fees and other retention terms. The Committee shall also have sole authority to obtain such advice and assistance from outside legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder, including the sole authority to approve the legal or other advisor’s fees and other retention terms. Any legal or other advisor retained by the Committee may, but need not, be otherwise engaged by the Company for any other purpose.
2. Make recommendations to the Board concerning the organization, size and composition of the Board.
3. Make recommendations to the Board concerning the number, membership and responsibilities of the committees of the Board. In recommending a member for committee membership, the Committee shall take into consideration the criteria for committee membership adopted by the Board from time to time, the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation, the Company’s corporate governance guidelines, the compatibility of the member’s experience with the goals of the committee and the interplay of the member’s experience with the experience of the other committee

members. In connection with its review of the responsibilities of the committees of the Board, the Committee shall periodically review the charter of each committee and make recommendations, in cooperation with the applicable committee, to the Board regarding any potential changes to the charter.

4. Make recommendations to the Board concerning any proposed changes in the policies relating to service as a member of the Board, including the retirement policy of the Board or any other qualifications of directors.
5. Make recommendations to the Board concerning the compensation of directors, including retainer fees, committee fees, and any other form of compensation, provided that the Compensation and Personnel Committee shall be responsible for administration of The Hartford 2005 Incentive Stock Plan, The Hartford 2000 Incentive Stock Plan and The Hartford Restricted Stock Plan for Non-Employee Directors.
6. Consider and make recommendations concerning Board governance matters.
7. Develop and recommend to the Board a set of corporate governance guidelines and make recommendations to the Board concerning the management and periodic review of the corporate governance guidelines adopted by the Board.
8. Make recommendations to the Board concerning the establishment, management and periodic review of processes that assess the performance of the Board, its committees and management. The Committee shall oversee the processes established by the Board.
9. Conduct an annual evaluation of the performance of the Committee.
10. Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

## **MEMBERSHIP**

The Committee shall be composed of three or more Directors, each of whom must be independent (as determined by the Board in accordance with the requirements of the New York Stock Exchange and applicable law). Committee members shall also meet such other criteria as are adopted from time to time by the Board. The members of the Committee shall be appointed by the Board annually on the recommendation of the Committee, or as required upon the resignation, death, incapacity or removal of a member of the Committee. Committee members may be replaced by the Board at any time. The Committee shall have a chairman who is elected by the Board annually or upon the resignation, death, incapacity or removal of the current chairman. The position of Committee chairman shall rotate at least every three years among the members of the Committee at the time of such rotation.

## **MEETINGS**

The Committee shall meet as often as it determines, but at least two times a year. The agenda of each meeting will generally be prepared by the General Counsel (with input from the Committee chairman and other members, as well as the CEO) and circulated to each Committee member prior to the meeting date. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

One-third of the members of the Committee, but not less than two, will constitute a quorum. The act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee. The Committee will meet at the call of its chairman or any two of its members. The chairman will preside, when present, at all meetings of the Committee. The Committee shall keep a record of its meetings and report on them to the Board.

Members of the Committee may participate in a meeting of the Committee by conference call or similar communications arrangements that enable all persons participating in the meeting to hear each other. The Committee may also take action by subcommittee and written consent.