



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

Effective January 2025

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

**1. PURPOSE**

The Corporate Governance and Nominating 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 identify and recommend to the Board the nominees for director in connection with the Company’s annual meeting of stockholders.
- (ii) To advise the Board with respect to the Board composition, procedures, and committees.
- (iii) To identify and recommend to the Board the members of the Board to serve on the Board’s committees.
- (iv) To oversee the evaluation of the Board.
- (v) To oversee the Company’s corporate governance policies and procedures.
- (vi) To oversee management’s activities to address corporate sustainability and social responsibility issues and trends.

**2. COMPOSITION**

The Committee shall consist of three or more directors, as the Board determines from time to time. Each member of the Committee shall be an “independent director” as the rules of The Nasdaq Stock Market, Inc. (“Nasdaq”) define. The Board shall elect one Committee member as the Committee’s Chairperson. Each appointed Committee member will be subject to annual reconfirmation and may be removed by the Board at any time, with or without cause.

**3. DUTIES AND RESPONSIBILITIES**

The Committee has the following duties and responsibilities, unless the Board determines otherwise, which it shall perform consistent with and subject to applicable law and rules and regulations:

**A. Nomination of Directors**

The Committee has the following responsibilities and duties with respect to nomination of directors:

- (i) Identify and conduct searches for prospective directors, review candidates stockholders or others recommend, and evaluate and recommend candidates for election to the Board or to fill vacancies in accordance with guidelines adopted by the Board.

- (ii) Review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the Committee shall consider the following skills and characteristics of candidates: business experience, perspective, diversity (including, without limitation, gender, race, ethnicity, sexual orientation, disability status, veteran or military status, and culture), personal expertise or experience in areas expected to contribute to the Board's effectiveness (including, without limitation, general operations, management, technology, finance, marketing, financial reporting, legal, human resources, areas categorized as corporate sustainability or social responsibility (including human capital management and diversity, equity, and inclusion), cyber security, and risk management), personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest, and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.
- (iii) Review the suitability for continued service as a director of each Board member when their term expires and when they have a change in status, including but not limited to an employment change, and recommend whether the director should be re-nominated.

**B. Board Composition and Procedures**

The Committee has the following duties and responsibilities with respect to the composition, succession, and procedures of the Board as a whole:

- (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 the attributes and criteria described in Section 3.A.(ii) of this Charter.
- (iv) Make recommendations on the frequency and structure of Board meetings.
- (v) Make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted.

**C. Board Committees**

The Committee has the following duties and responsibilities with respect to the committee structure of the Board:

- (i) 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, and legal and regulatory requirements.

- (ii) Monitor the functioning of the committees of the Board and make recommendations for any changes, including the size of committees and the creation and elimination of committees.
- (iii) Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal, or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

D. Corporate Governance Oversight

The Committee has the following responsibilities with respect to corporate governance:

- (i) Periodically review and assess the adequacy of the Company's Corporate Governance Guidelines, addressing, among other things, the size, independence, diversity, composition, and responsibilities of the Board as well as the Board's oversight of management, and recommend any changes to the Board for its approval and adoption.
- (ii) Oversee the review and update, when appropriate, of the Company's Code of Conduct.
- (iii) 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. Monitor the Company's compliance with the SEC's employee conflict of interest requirements.
- (iv) Oversee the orientation program for new directors to familiarize them with the Company.
- (v) Make available continuing education for directors.
- (vi) Review all proposals submitted by stockholders for inclusion in the Company's proxy statement for its annual meeting of stockholders and results of stockholder advisory votes and recommend to the Board how to respond to such proposals and advisory votes.

E. Evaluation of the Board

The Committee shall be responsible for overseeing the self-evaluation of the Board as a whole and each committee of the Board. The Committee shall establish procedures to allow it to exercise this oversight function.

F. Oversight of Corporate Sustainability and Social Responsibility

The Committee shall have responsibility to oversee management's activities to advance corporate sustainability and social responsibility, including:

- (i) Review and discuss with management significant corporate sustainability and social responsibility matters, trends, opportunities, and risks (in coordination with the Audit Committee's oversight of the Company's enterprise risk management, as appropriate).
- (ii) Review and discuss with management the Company's sustainability and social responsibility strategies and activities.
- (iii) Oversee the development and use of tailored corporate sustainability and social responsibility measurements and tracking metrics.
- (iv) Review the Company's sustainability and social responsibility disclosures prior to public dissemination (in coordination with the Audit Committee's oversight of the Company's financial reporting process and internal controls, as appropriate).
- (v) Oversee the Company's philanthropic strategies.
- (vi) Report key corporate sustainability and social responsibility activities and trends to the Board on a regular basis.

**4. OTHER POWERS AND RESPONSIBILITIES**

A. Evaluation of the Committee

The Committee shall evaluate its performance annually. The Committee shall address all matters that it considers relevant to its performance, including the adequacy, appropriateness, and quality of the information and recommendations the Committee presents to the Board, how they were discussed or debated, and whether the number and length of Committee meetings were adequate for the Committee to complete its work thoroughly and thoughtfully.

The Committee shall present a written or oral report to the Board with the evaluation results, including any recommended changes to the Company's or the Board's policies or procedures.

B. Reports

The Committee shall make regular reports to the Board, providing an overview of its activities and summarizing Committee actions. The Committee shall present recommended resolutions to the Board for adoption, when applicable.

C. Retention of Professional Advisors and Funding

The Committee has the authority to select and retain consultants and other third-party advisors, including search firms, to provide advice and counsel as it deems necessary. The Company shall provide appropriate funding for the Committee to retain such advisors and pay for ordinary administrative expenses necessary or appropriate to carry out its duties without requiring the Committee to seek Board approval.

D. Review of Charter

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

E. Miscellaneous

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 the Committee deems necessary to perform its duties under this Charter.

**5. MEETINGS AND PROCEDURES**

A. Meetings

The Committee shall fix its rules of procedure, which shall be consistent with the Company's By-Laws and this Charter. The Committee may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee shall meet at least quarterly (and more frequently if 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 Committee members present in person or by conference call or video meeting in which all participants can hear each other will constitute a quorum at all Committee meetings.

B. Subcommittees

The Committee may form subcommittees for any purpose it deems appropriate, delegating such subcommittees such power and authority as the Committee deems appropriate. All subcommittees must have at least two members and the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation, or listing standard to be exercised by the Committee as a whole.

C. Minutes

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.