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

Approved: January 2013

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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.

2. COMPOSITION OF THE COMMITTEE

The Committee shall consist of not less than three independent directors, as determined from time to time by the Board. Each member of the Committee shall be an "independent director" pursuant to the requirements of The Nasdaq Stock Market, Inc. ("Nasdaq"). 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, with or without cause.

3. RESPONSIBILITIES AND DUTIES

A. <u>Nomination of Directors</u>

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

(i) Identify and conduct searches for prospective directors, review candidates recommended by stockholders or others, 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 look at the following attributes and criteria of candidates: experience, skills, expertise, diversity, 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 his or her term expires and when he or she has a change in status, including but not limited to an employment change, and recommend whether or not the director should be re-nominated.

B. Board Composition and Procedures

The Committee shall have the following duties and responsibilities with respect to the composition 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 shall have 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 shall have 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.

(iv) At least annually, review the Company's directors and officers liability insurance policies and recommend changes to the Board, if appropriate.

(v) Oversee the orientation program for new directors to familiarize them with the Company and oversee continuing education for directors.

E. Evaluation of the Board

The Committee shall have the following duties and responsibilities with respect to evaluation of the Board:

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

F. Succession Planning

The Committee shall have joint responsibility with the Salary and Employee Benefits Committee to review matters related to succession planning and professional development for executive staff.

4. OTHER POWERS AND RESPONSIBILITIES

A. Evaluation of the Committee

The Committee shall, on an annual basis, evaluate its performance. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, 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 also present resolutions to the Board that the Committee has recommended be adopted by the Board.

C. 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.

D. Review 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.

E. 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. MEETINGS AND PROCEDURES

A. Meetings

The Committee shall fix its own rules of procedure, which shall be consistent with the By-Laws of the Company and this Charter. The Committee, in its discretion, 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 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 Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other will constitute a quorum at all Committee meetings.

B. Subcommittees

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however,* that no subcommittee shall consist of fewer than two members; and *provided further* that 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.