



## **NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **I. Purpose**

The Nominating & Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of James River Group Holdings, Ltd. (the "Company") to assist the Board by (i) identifying individuals qualified to become Board members, (ii) recommending to the Board the director nominees for the next Annual Meeting of Shareholders, (iii) recommending to the Board individuals from time to time to fill vacancies on the Board and (iv) carrying out such other responsibilities as delegated by the Board or as set forth in this Charter.

### **II. Committee Membership**

The Committee shall consist of no fewer than two Board members. The members of the Committee shall meet the independence requirements of the Nasdaq Stock Market. The members of the Committee shall be appointed by the Board and may be removed or replaced by the Board at any time. Unless a Chairman is selected by the Board, the members of the Committee may designate a Chairman.

### **III. Meetings**

The Committee will meet as often as the Committee deems necessary to perform its responsibilities. Meetings may be called by the Chairman of the Committee and/or by the Chairman of the Board, the President or Secretary of the Company. At all meetings of the Committee, a majority of the Committee members shall be necessary to constitute a quorum for the transaction of business.

### **IV. Committee Authority and Responsibilities**

Subject to the applicable terms, if any, of the Bye-laws, the following duties and responsibilities shall be the common recurring activities of the Committee in fulfilling the purposes of the Committee set forth in Section I of this Charter. The Committee's duties and responsibilities shall include the matters enumerated below, as well as such other matters as may be delegated to the Committee by the Board from time to time:

A. The Committee shall determine the qualifications, qualities, skills and other expertise required to be a director and shall develop and recommend to the Board for its approval, criteria to be considered in selecting director nominees (the "Director Criteria").

B. The Committee shall actively seek and evaluate individuals qualified to become Board members, consistent with the Director Criteria, for recommendation to the Board. The Committee may also consider any candidate recommended by any of the Company's

shareholders of record, so long as such recommendation has been made in accordance with Company bye-laws and all of the policies adopted by the Committee.

C. In evaluating a candidate for director, the Committee shall consider, in addition to the Director Criteria and such other criteria as the Committee shall consider appropriate under the circumstances, whether a candidate possesses the integrity, judgment, knowledge, experience, skills, expertise, and viewpoints that are likely to enhance the Board's ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties. The Committee shall also take into account, as applicable, the satisfaction of any independence requirements imposed by law or regulation (including the rules of the Nasdaq Stock Market) and a candidate's diversity.

D. The Committee shall recommend to the Board the director nominees for each Annual Meeting of Shareholders and persons to fill vacancies on the Board.

E. The Committee shall make recommendations from time to time to the Board with regard to Board size and composition, including recommendations to increase or decrease the size of the Board or to change the mix of members.

F. The Committee shall recommend to the Board director nominees for each committee and for the position of Chairman of each committee.

G. The Committee shall have authority to retain and terminate any search firm to be used to identify director candidates and shall have authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any such advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to any such advisors.

H. The Committee shall oversee the adoption of Corporate Governance Guidelines, if deemed appropriate, and any changes with respect to such policy if adopted.

I. The Committee may form and delegate authority to subcommittees when appropriate.

J. The Committee shall make regular reports to the Board.