

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Adopted October 1, 2016

A. Purpose

The purpose of the Nominating and Governance Committee of the Board of Directors (the “**Board**”) of Advantage Insurance Inc. (the “**Company**”) is to:

- recommend to the Board the persons to be nominated for election as directors at any meeting of shareholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board;
- recommend to the Board the directors to be appointed to each committee of the Board;
- develop and recommend to the Board governance guidelines; and
- oversee the evaluation of the Board.

B. Structure and Membership

1. Number. The Nominating and Governance Committee shall consist of such number of directors as the Board determines from time to time.

2. Independence. Each member of the Nominating and Governance Committee shall be an independent director.

3. Chair. Unless the Board elects a Chair of the Nominating and Governance Committee, the Committee shall elect a Chair by majority vote.

4. Compensation. The compensation of Nominating and Governance Committee members shall be as determined by the Board.

5. Selection and Removal. Members of the Nominating and Governance Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Nominating and Governance Committee from such Committee, with or without cause.

C. Authority and Responsibilities

General

The Nominating and Governance Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company’s management and others, in accordance with its business judgment.

Board and Committee Membership

1. **Selection of Director Nominees.** Except where the Company is legally required by contract, its governing documents or otherwise to provide third parties with the right to nominate directors, the Nominating and Governance Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and (ii) recommending to the Board the nominees for election as directors at any meeting of shareholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by shareholders. The Committee shall review and evaluate information available to it regarding candidates proposed by shareholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.

2. **Criteria for Selecting Directors.** The criteria to be used by the Nominating and Governance Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's governance guidelines. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by shareholders.

3. **Search Firms.** The Nominating and Governance Committee has the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

4. **Selection of Committee Members.** The Nominating and Governance Committee is responsible for recommending to the Board the directors to be appointed to each committee of the Board.

5. **Oversight of Board Committees.** Periodically review the composition of each Board committee and make recommendations to the Board for changes or rotation of committee members, the creation of additional Board committees, any changes in committee charters, taking into account input of the Board committees, as applicable, or the dissolution of Board committees.

6. **Review Director Resignations Submitted Pursuant to Governance Guidelines.** Recommend whether or not the board should accept the resignation of a director tendered in accordance with the Company's governance guidelines.

Governance

7. **Governance Guidelines.** The Nominating and Governance Committee shall develop and recommend to the Board governance guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such governance guidelines and recommend any proposed changes to the Board for approval.

8. Board Leadership Structure. As more fully provided for in the Company's Governance Guidelines, the Nominating and Governance Committee shall periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company.

9. Governing Documents. The Nominating and Governance Committee shall review proposed changes to the Company's Articles of Incorporation, making recommendations to the Board.

10. Shareholder Proposals and Communications. The Nominating and Governance Committee shall (i) review governance-related shareholder proposals and recommend Board responses and (ii) determine the manner in which shareholders may send communications to the Board (as a whole or individually), as well as the process by which shareholder communications will be relayed to the Board and what the Board's response, if any, should be.

Evaluation of the Board; Succession Planning

11. Evaluation of the Board. The Nominating and Governance Committee is responsible for overseeing a periodic self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.

12. Succession of Senior Executives. The Nominating and Governance Committee shall oversee an annual review by the Board on succession planning for senior executives, which shall include transitional leadership in the event of an unplanned vacancy.

13. Additional Duties. The Nominating and Governance Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Nominating and Governance Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep written records of its meetings, which will be filed with the minutes of the meetings of the Board.

2. Subcommittees. The Nominating and Governance Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.

3. Reports to the Board. The Nominating and Governance Committee shall report regularly to the Board.

4. Charter. The Nominating and Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. Independent Advisors. The Nominating and Governance Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

6. Investigations. The Nominating and Governance Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

7. Annual Self-Evaluation. The Nominating and Governance Committee shall evaluate its own performance at least annually.