

JAMES RIVER GROUP HOLDINGS, LTD.

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 or a majority of the members of the Committee. At all meetings of the Committee, a majority of the Committee members shall be necessary to constitute a quorum for the transaction of business. The Committee shall make regular reports to the Board, including regarding issues that arise in connection with the performance of its responsibilities outlined herein.

IV. Committee Authority and Responsibilities

The Committee shall perform the following responsibilities in furtherance of its purpose. These measures should be viewed as a non-exhaustive guide to the duties of the Committee with the understanding that the Committee may supplement them as appropriate. The Committee may, when appropriate in its discretion, delegate authority with respect to specific matters to one or more members, provided that all decisions of any such members are presented to the full Committee at its next scheduled meeting.

- 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"). The Committee may also develop and recommend to the Board for approval director independence standards in addition to those required by Nasdaq Stock Market.
- 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, diversity, 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, regulation (including the rules of the Nasdaq Stock Market) and the Board.
- 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 review and recommend, on at least an annual basis, to the Board director nominees for each committee and for the position of Chairman of each committee (including the Committee). The Committee shall also review and recommend, as it deems necessary or desirable, to the Board any changes to the duties or responsibilities of each committee, or the dissolution or creation of new committees.
- F. 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.
- G. The Committee shall review qualifications of incumbent directors in determining whether to recommend them for re-election to the Board. This assessment will include issues of integrity, judgment, knowledge, experience, skills, expertise, diversity, and age – all in the context of an assessment of the perceived needs of the Board at that point in time.
- H. 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.
- I. The Committee shall oversee the development and recommend to the Board a set of corporate governance guidelines, review and assess the adequacy of such guidelines at least annually, and recommended any changes thereto to the Board.
- J. The Committee shall review policies, practices and reporting with respect to (i) sustainability, (ii) current emerging corporate social responsibility issues of significance to the Company, and (iii) current and emerging policy issues of significance to the Company. The Committee shall make recommendations from time to time to the Board regarding these policies, practices and reporting.
- K. Management will provide the Committee with a report, at least annually, with respect to all political contributions made by the Company to political candidates or political action committees that have been made since the last such report. The Committee will report to the Board, at least annually, with respect to its review of the report provided by management on political contributions.

- L. The Committee will annually review the initial orientation/onboarding of new directors and monitor and facilitate director participation in continuing education programs.
- M. The Committee shall oversee, and Committee members may participate with senior management on, the Company's engagement efforts on governance issues with shareholders and other key stakeholders, including proxy advisory firms and key environmental, social and governance ratings agencies.
- N. The Committee shall review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process.
- O. The Committee shall review proposals submitted by shareholders and make recommendations to the Board with respect thereto.
- P. If a Lead Independent Director has been appointed by the Board, the Committee shall review the Lead Independent Director's role and responsibilities no less than annually and recommend any changes to the Board.
- Q. The Committee shall oversee succession planning for the Chief Executive Officer of the Company, including contingencies in the event the Chief Executive Officer retires, resigns or is incapacitated.
- R. The Committee shall review the advancement of expenses and indemnification of officers, directors and employees as necessary in accordance with the Company's by-laws.
- S. The Committee shall evaluate its performance and review and reassess the adequacy of the Charter no less than annually and recommend any changes to the Board.
- T. The Committee shall perform any other activities consistent with this Charter as the Committee or the Board may deem necessary or appropriate.