

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE LIBERTY MUTUAL HOLDING COMPANY INC.

COMMITTEE CHARGE

The Board of Directors delegates to the Nominating and Governance Committee the responsibility to identify and recommend qualified candidates for nomination to the Board of Directors and its committees, and to oversee the composition, structure, practices and evaluation of the Board of Directors and its committees.

ORGANIZATION AND MEETINGS

The Committee will be composed of the Chairman of the Board, the Lead Director and not fewer than two additional independent members of the Board of Directors, who are not officers or employees of any company in the Liberty Mutual Insurance Group. Upon recommendation by this Committee, the Committee members and its Chair will be elected by the Board of Directors. Written minutes of the Committee's proceedings will be kept. The Committee will meet at least three times a year. The Chair or the Chair's designee will report to the Board of Directors following each Committee meeting.

AUTHORITY AND RESPONSIBILITIES

The Committee has responsibilities, in consultation with the Chairman of the Board and Chief Executive Officer, for the following:

- Board Composition - Evaluate the current composition, size, role and functions of the Board of Directors and its committees to oversee successfully the business and affairs of the Company, and make recommendations to the Board of Directors for approval.
- Director Recruitment - Identify and recruit appropriate candidates for the Board of Directors.
- CEO Succession Planning – Identify, evaluate and recruit as applicable appropriate candidates as potential successors to the CEO.
- Nomination of Directors - Evaluate prospects and recommend nominees for election to the Board of Directors; recommend nominees for election to the Board of Directors at the Annual Meeting.
- Board Committee Composition - Evaluate and make recommendations to the Board of Directors concerning the nomination of Directors to Board committees and the nomination of Board committee chairs.
- Board Evaluations - Determine the methods and execution of annual evaluations of the Board of Directors, committee and Director performance.

The Committee will review this charter on an annual basis.

Approved by Board April 8, 2020