

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
CONIFER HOLDINGS, INC.**

STRUCTURE AND OPERATIONS

The Nominating and Corporate Governance Committee (the “Committee”) of the board of directors (the “Board”) of Conifer Holdings, Inc. (the “Company”) shall consist of three or more non-management directors. Each member of the Committee shall be independent in accordance with the requirements of the Securities and Exchange Act of 1934 and the rules of the NASDAQ Stock Market.

The members of the Committee shall be appointed by the Board and shall serve until the next annual meeting of the Board or until their earlier resignation, removal or death. The Board may remove any member from the Committee at any time with or without cause. The Board shall designate a Committee member as the Chairperson.

The Committee shall meet as often as it deems necessary. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee may invite such members of management to its meetings as it deems appropriate.

The Committee shall review and assess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.

PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, developing and maintaining the Company’s corporate governance policies and any related matters required by the federal securities laws.

DUTIES AND RESPONSIBILITIES

The Committee shall have the authority and responsibilities set out below:

- Determine the qualifications, qualities, skills and other expertise required to be a director.
- Identify and screen individuals qualified to become members of the Board, consistent with the criteria established by the Committee. The Committee shall consider any director candidates recommended by the Company’s shareholders pursuant to the

procedures set forth in the Company's Bylaws and described in the Company's proxy statement.

- Make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a shareholder vote at the annual meeting of shareholders.
- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these guidelines periodically and to recommend any changes to the Board.
- Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
- Review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairs annually.
- Identify and make recommendations to the Board regarding the selection and approval of candidates to fill any Board or committee vacancy(ies) either by election by shareholders or appointment by the Board.
- Develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair his or her independence.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary. The Committee shall set the compensation, and oversee the work, of any outside counsel and other 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 outside counsel and any other advisors to the Committee.

DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter in such manner as it deems appropriate.