

## **CHARTER**

### **EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS**

#### **UNITED FIRE GROUP, INC.**

##### **APPOINTMENT OF EXECUTIVE COMMITTEE**

The Board of Directors (the “Board”) has appointed the Executive Committee (the “Committee”) to serve the purpose set forth in this Charter and has delegated to the Committee the duties and responsibilities set forth in this Charter.

##### **PURPOSE OF EXECUTIVE COMMITTEE**

The purpose of the Committee is (i) to act on behalf of the Board during the intervals between meetings of the Board, when, based on the business needs of the Company, it is desirable for the Board to meet, but the convening of a special Board meeting is not warranted, as determined by the Chairman of the Board; (ii) to assure coordination of activity among the various committees of the Board; and (iii) to serve as a sounding board for the Chairman of the Board (the “Chairman”) and the Chief Executive Officer in the overall management of the business and affairs of the Corporation.

##### **COMMITTEE STRUCTURE AND OPERATIONS**

The Committee shall be composed of at least three members of the Board, including the Chairman. The members of the Committee shall be appointed annually and replaced by the Board. The Chairman shall be the chairperson of the Committee. The Committee shall meet at the call of the Chairman at such times as it deems necessary to fulfill its responsibilities.

##### **COMMITTEE AUTHORITY**

Subject to such limitations as the Board or applicable law may from time to time impose, the Committee has and may exercise all of the powers and authority of the Board. The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain counsel and other experts or consultants. The Committee may form and delegate authority to subcommittees when appropriate.

The Executive Committee is not empowered to:

- Amend or alter the Bylaws of the Company;
- Elect directors or fill vacancies on the Board or in the offices of the Company;
- Adopt an agreement of merger or consolidation;
- Recommend to the shareholders the sale, lease, or exchange of all or substantially all of the corporate property and assets;

- Recommend to the shareholders a dissolution of the corporation or a revocation of dissolution;
- Make any recommendation to the shareholders that requires shareholder approval;
- Authorize the issuance of stock;
- Declare dividends or make any other distribution to the shareholders of the Company;
- Fix the compensation and benefits of the Directors of the Board or any Committee of the Board or any member of management;
- Fill vacancies on the Board of Directors or any Committee of the Board;
- Authorize or approve the repurchase of shares unless pursuant to repurchase authority granted by the Board;
- Amend or rescind previous resolutions adopted by the Board; and
- Mortgage the Company's real estate or aircraft or incur any long-term indebtedness on behalf of the Company.

## DUTIES

The Committee has the following duties and responsibilities.

- To further the purpose of the Committee, as set forth above;
- Make regular reports to the Board, as appropriate;
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval;
- Annually review its own performance; and
- Perform any other responsibilities delegated to the Committee from time to time by the Board.



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