

CHARTER

AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

UNITED FIRE GROUP, INC.

I. Purpose of the Audit Committee

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) is to assist the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, and reporting practices of the Company, and such other duties as directed by the Board. The Committee’s purpose is to oversee:

- A. The accounting and financial reporting processes of the Company;
- B. The audits of the Company’s financial statements;
- C. The qualifications of the public accounting firm engaged as the Company’s independent registered public accounting firm (the “independent auditor”) to prepare and issue an audit report on the financial statements of the Company and internal control over financial reporting; and
- D. The performance of the Company’s internal audit department and independent auditor.

The Committee reviews and assesses the qualitative aspects of the Company’s financial reporting to shareholders, the Company’s financial risk assessment and management, and the Company’s compliance programs. The Committee is directly responsible for the appointment, compensation, retention, and oversight of the independent auditor.

II. Specific Responsibilities and Duties

The Committee’s specific responsibilities and duties include the following:

- A. Review Process
 - 1. Prepare and verify that the annual Audit Committee Report is included in the Company’s annual proxy statement.
 - 2. Verify that the Company has disclosed in its annual proxy statement that the Committee is governed by this Charter.
 - 3. Verify annually that the Committee’s Charter is posted on the Company’s website, and if it is not, then at least once every three years verify that a copy of the Committee’s Charter is included in the Company’s proxy statement.

4. Discuss significant financial risk exposures and steps management has taken and should take to monitor, control and report such exposures.
5. Review significant findings prepared by the Company's independent auditor together with management's response.

B. Internal Audit

1. Review with management, the Company's internal audit department, and the independent auditor the adequacy of the financial reporting process and the system of internal controls utilized by the Company. Review the responsibilities, resources, functions, and performance of the Company's internal audit department.
2. Review with management, the independent auditor, and the Company's internal audit department:
 - a. The annual assessment of the effectiveness of the Company's internal controls and the independent auditor's attestation.
 - b. The adequacy of the Company's internal controls, including computerized information system controls and security.
 - c. Any "material weakness" or "significant deficiency" in the design or operation of internal control over financial reporting, and any steps taken to resolve the issue.
 - d. Any related significant findings and recommendations of the independent auditor and the Company's internal audit department together with management's responses.
3. Review the internal audit plan, changes to the plan, and activities and structure of the Company's internal audit department, and elicit any recommendations for improvement.
4. Review the appointment, performance, and replacement of employees in the Company's internal audit department.
5. Review significant reports prepared by the Company's internal audit department together with management's response.

C. Independent Registered Public Accounting Firm

1. Appoint or replace the independent auditor and approve the terms on which the independent auditor is engaged for the ensuing fiscal year.
2. Receive from the independent auditor a formal written statement delineating all relationships between the independent auditor and the Company consistent with Independence Standards Board Standard 1, actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor, and take, or

recommend that the Board take, appropriate action to oversee the independence of the independent auditor;

3. At least annually, evaluate the independent auditor's qualifications, performance, and independence, including that of the lead partner, which evaluation will include (i) obtaining a written report from the independent auditor describing the Company's internal audit department's internal quality control procedures, (ii) reviewing any material issues raised by the most recent Public Company Accounting Oversight Board inspection, internal quality control review, or PCAOB review, of the independent auditor or by any inquiry or investigation by governmental or professional authorities within the past five years, concerning an independent audit or audits carried out by the independent auditor, and any steps taken to deal with those issues; (iii) reviewing all relationships between the independent auditor and the Company.
4. Provide a forum separate from management in which the independent auditor, the Company's internal audit department, and other interested parties can candidly discuss concerns.
5. Resolve any disagreements between management and the independent auditor regarding financial reporting.
6. Review and pre-approve permissible services and related fees that the independent auditor may perform for the Company, subject to the *de minimis* exceptions permitted under applicable rules, and review the services quarterly.
7. Discuss with the independent auditor management's assessment of the effectiveness of the Company's internal control over financial reporting.

D. Financial Reporting

1. Review and discuss with senior management and the independent auditor the Company's annual audited financial statements and Management's Discussion and Analysis disclosures to determine that the independent auditor approves the disclosure and content of the financial statements to be presented to the stockholders. Based on this review, the Committee will report to the Board, and to the shareholders in the Company's proxy statement prepared for its annual meeting, whether it recommends to the Board that the most recent year's audited financial statements be included in the Company's Annual Report on Form 10-K for such year to be filed with the SEC.
2. Review with senior management and the independent auditor major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles. Review with senior management and the independent auditor analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements.

3. Review with the independent auditor and the Company's internal audit department any major changes to auditing procedures or the scope of auditing tests that were performed.
4. Review with the independent auditor all exceptions to the Company's accounting practices raised by the independent auditor that were not accepted by management, and all unrecorded proposed audit adjustments to the Company's financial statements, whether the independent auditor decided to pass on any such exception or adjustment and, if so, the reasons therefore.
5. Review the Company's quarterly financial results with management and the independent auditor prior to their release. The Chairperson of the Committee may represent the entire Committee for purposes of this review.
6. Review with management and the independent auditor the Company's quarterly financial statements contained in each of the Company's Quarterly Reports on Form 10-Q, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", prior to the filing of such Form with the SEC. The Chairperson of the Committee may represent the entire Committee for purposes of this review.

E. Other Audit Committee Responsibilities

1. The Committee must establish and manage the Company's whistleblower policy, which must include procedures (i) for the receipt, retention and treatment of complaints or correspondence received by the Company regarding accounting, internal accounting controls, financial reporting or auditing matters, and (ii) for the confidential, anonymous submissions by employees of concerns regarding questionable accounting or auditing matters.
2. The Committee must meet periodically with the Company's outside counsel and in-house counsel, when appropriate, to review legal and regulatory matters, including any matters that may have a material impact on the financial statements of the Company.
3. The Committee must evaluate and assess the effectiveness of the Committee and the adequacy of this Committee Charter on an annual basis and recommend any proposed changes to the Board.
4. Review with management the Company's policies and processes for tax planning and compliance.

III. Organization and Operation

A. Composition and Qualifications

1. The Board must appoint an Audit Committee that must consist of at least three independent directors. In order to serve as a member of the Committee, a director must (i) satisfy the Independent Director requirements under NASDAQ Rule 5605(a)(2), (ii) meet the criteria for independence set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934 (the "Act")(subject to the

exemptions provided in Rule 10A-3(c) under the Act), (iii) not accept any consulting, advisory, or other compensatory fee from the Company other than for board service, (iv) not be an affiliated person of the Company, (v) meet any other requirements regarding independence of the Nasdaq Stock Market, Inc. (NASDAQ), the Sarbanes-Oxley Act of 2002, the Dodd–Frank Wall Street Reform and Consumer Protection Act, the Act and rules and regulations promulgated by the SEC, and (vi) meet any additional requirements that the Board determines are appropriate.

2. Each member of the Committee (i) must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years and (ii) must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement. Additionally, the Board must appoint to the Committee at least one member who has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background that results in that individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibilities.
3. The Board must appoint one member of the Committee as the Chair.

B. Meetings and Reports

1. The Committee must meet at least four times annually. The Chair will call additional meetings upon the request of the Board, any member of the Committee, or at the Chair’s discretion.
2. The Chair (or in the Chair’s absence, a member designated by the Chair) must preside at all meetings of the Committee. The Chair is responsible for scheduling meetings, preparing agendas, and making regular reports to the Board.
3. The Committee must meet regularly in executive sessions with the independent auditor to discuss any matters that the Committee believes are relevant to fulfilling its responsibilities.
4. The Company must provide the Committee with full access to management. The Committee must meet with management on a regular basis.
5. The Chair must cause the minutes of each meeting of the Committee to be prepared and sent to all Committee members.

C. Authority and Funding

1. The Committee has sole authority to directly appoint, retain, compensate, evaluate, oversee and terminate the Company’s independent auditor.
2. The Committee is authorized to conduct or originate investigations into any matters within the Committee’s scope of responsibilities.

3. The Committee has authority to engage independent counsel or other advisors.
4. The Company must provide appropriate funding to the Committee, as determined by the Committee in its discretion, for payment of compensation to the Company's independent auditor, any advisors employed by the Committee, and any ordinary and necessary or appropriate administrative expenses incurred by the Committee in carrying out its duties.



United Fire Group, Inc.

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Adopted by United Fire Group, Inc. Board of Directors 1/24/12
Adopted by UFG Board 2/21/2014