



GERMANIA FARM MUTUAL INSURANCE ASSOCIATION

NOMINATING COMMITTEE CHARTER

Purpose

The purpose of the Nominating Committee is to assist the Board of Directors (the “Board”) of Germania Farm Mutual Insurance Association (the “Company”) in the location, evaluation, presentation, and recommendation to the Board of qualified individuals for certain positions in and associated with the Company including: The District Director, the Chief Executive Officer, members of Board committees, members of subsidiary boards, and any vacancies that may occur in any of these positions.

Specific Tasks

1. Review and recommend to the Board certain criteria for the evaluation and selection of District Directors.
2. Evaluate candidates for nomination to become District Directors, consistent with criteria approved by the Board and procedures established by the Nominating Committee.
3. Recommend individual(s) for approval by the Board to be nominated as a District Director.
4. Review the composition of Board committees and subsidiary boards and recommend nominees for membership on such committees and subsidiary boards after considering the skills, knowledge and experience desired for each committee and subsidiary board.
5. Identify and evaluate potential candidates to serve as Chief Executive Officer and recommend qualified individual(s) to the Board to be elected or nominated as the case may be.
6. Identify and evaluate potential candidates to fill any vacancies that may occur on the Board and recommend qualified individual(s) to the Board for approval.

Committee Structure

The Committee shall be made up of the members of the Company’s Governance Committee and the members of the Company’s Compensation Committee. Further, if neither the Company’s Governance Committee nor the Company’s Compensation Committee has an independent Director, then a minimum of one (1) independent Director will be added to the Nominating Committee by the Board. The term for each member (excluding any independent Director) shall coincide with the member’s term on the Company’s Governance and/or Compensation Committee, whichever is longer if a member is on both committees. The term for any independent Director on the Nominating Committee shall be for three years. A Committee member may serve consecutive terms. The Nominating Committee shall select a chairperson from among its members annually at its first meeting following the election of board committee members of the Company. If any member of the Nominating Committee ceases to be a member of the Company’s Board, then such Nominating Committee member’s term on the Nominating Committee shall terminate as of the date of termination from the Company’s Board. Any vacancy on the Nominating Committee in an independent Director position may be filled for the unexpired term by a majority vote of the Board. Any vacancy on the Nominating Committee in a Company Governance Committee position or Company Compensation Committee position who is a member of this Nominating Committee shall be filled pursuant to the terms of

that particular committee's charter.

Meetings of this committee shall be held on an as needed basis. To have a quorum present, no more than three voting members may be absent from a meeting. Action shall be taken where approved by the affirmative vote of a majority of the voting members in attendance at any meeting where a quorum is present. A meeting of this committee may be conducted by means of telephonic conference or electronic means where all persons participating in such meeting can hear each other or otherwise participate. Participation in a meeting held pursuant to this paragraph shall constitute presence in person at such meeting.