



**CHARTER OF NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE**
Amended and restated February 10, 2009

A. Establishment

The Boards of Directors of Harleysville Mutual Insurance Company (HMIC) and Harleysville Group Inc. (HGI, and collectively with HMIC, the Companies) have established a Nominating and Corporate Governance Committee pursuant to Article V, §1 of each Company's By-Laws, the requirements of the Insurance Holding Company System Acts of the various states in which the Harleysville insurance subsidiaries are domiciled, and applicable stock exchange listing requirements.

B. Membership

The Nominating and Corporate Governance Committee shall consist of three or more directors that are independent under the Insurance Holding Company System Acts and the listing requirements of the principal national securities exchange on which the HGI Common Stock is then listed. At least three members shall be directors of HGI and two shall be directors of HMIC. The Secretary of the Companies shall attend meetings and record minutes. The Chief Executive Officer may attend meetings at the request of the Committee chair.

C. Function

The Nominating and Corporate Governance Committee shall assist the Boards of Directors of HGI and HMIC in meeting their fiduciary duties to the stockholders and policyholders through the selection and nomination of qualified candidates to be directors of HGI and HMIC and the establishment of effective corporate governance principles to govern the conduct of the Boards of Directors and their Committees.

D. Responsibilities

The Committee shall:

1. identify and consider director candidates, and approve director nominations, including existing directors eligible for re-election, to the Boards for election as directors;
2. consider recommendations for nominees for directors from stockholders who submit recommendations in writing in compliance with the Company's stated procedures and By-Law requirements;
3. identify desirable skills and backgrounds of director candidates;
4. recommend the Chairman of each Board for election by the Boards of Directors;
5. cause effective director orientation and continuing education programs to be conducted;
6. prepare and recommend to the Boards corporate governance practices for the Boards of Directors of the Companies to follow;
7. appoint members to committees other than the Nominating and Corporate Governance Committee, subject to the ratification by the Board of Directors;
8. periodically assess the adequacy and effectiveness of the corporate governance practices;
9. monitor compliance with the Companies' Corporate Governance Principles;

10. review, consider and recommend modifications to the Companies' Code of Conduct for Directors, Officers and Employees and the Code of Ethics for Senior Financial Officers. At a minimum, the Code of Conduct and Code of Ethics shall address conflicts of interests and compliance with applicable laws, rules and regulations, with an appropriate compliance mechanism and disclosure of any waivers to executive officers and directors. Waivers to the Code of Conduct for Directors, Officers and Employees and Code of Ethics for Senior Financial Officers can only be granted by the applicable Board. The Code of Conduct and Code of Ethics shall be publicly available;
11. oversee compliance with the Companies' Code of Conduct for Directors, Officers and Employees (except where such authority is expressly granted to another Committee) and Code of Ethics for Senior Financial Officers;
12. annually assess the effectiveness of the Boards of Directors;
13. conduct an annual review of the Committee's performance; and
14. regularly report on the Committee's activities to the Boards of Directors.

E. Authority

The Committee may retain at the Companies' expense such independent consultants as appropriate and necessary to support its responsibilities.

F. Compensation

No member of the Nominating and Corporate Governance Committee, nor any immediate family member or employer of any Committee member, or an entity as to which a Committee member is an affiliate, may receive compensation from either Company or an affiliate other than fees as a director (which may include Committee fees).