



The Cincinnati Insurance Company ■ The Cincinnati Indemnity Company  
The Cincinnati Casualty Company ■ The Cincinnati Specialty Underwriters Insurance Company  
The Cincinnati Life Insurance Company ■ CFC Investment Company ■ CSU Producer Resources Inc.

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## **Nominating Committee Charter Cincinnati Financial Corporation**

- I. **Statement of Purpose** – The nominating committee is a standing committee of the board of directors. The committee identifies, recruits and recommends qualified candidates for election as officers and directors of the company. The committee also nominates directors for committee membership. Further, the committee is to create, maintain, and oversee compliance with the overall corporate governance policies for the company and oversee the company’s management of governance, legal and regulatory risk.
- II. **Membership**
  - A. The members of the committee shall be appointed by and may be removed by the board of directors. Committee members shall meet the independence requirements of applicable law and the listing standards of Nasdaq. The committee shall be comprised of at least three members. The board of directors also shall designate a committee chair.
- III. **Principal Responsibilities**
  - A. *Corporate Governance Guidelines* – The committee shall develop and propose to the board of directors, governance guidelines that are appropriate for the company; enhance the effectiveness of the board of directors of the company; and comply with applicable laws, regulations and listing standards. The committee shall monitor compliance with these guidelines. At least once a year, the committee shall review the guidelines and recommend changes to the board of directors. These guidelines shall describe the board’s responsibilities, the selection of board members, the composition of the board, board compensation, meetings of independent directors and certain matters pertaining to board committees.
  - B. *Compliance Risk Oversight and Codes of Conduct* – The committee shall oversee the company’s programs to manage governance, legal and regulatory risks, including its compliance plan, code of ethics required by Section 406 of the Sarbanes-Oxley Act and code of conduct required by Nasdaq Listing Rule 5610. The committee shall monitor the effectiveness of the compliance activities and oversee the reporting of waivers to the Code of Ethics for Senior Financial Officers, if any. At least once a year, the person or persons responsible for the day-to-day management of the company’s compliance activities shall provide a report to the committee. The committee shall annually review the code of ethics and code of conduct and recommend any changes to the board of directors.
  - C. *Nominees for Election as Directors and Officers* – Each year, the committee shall evaluate the needs of the board of directors and the company and its subsidiaries and recommend qualified candidates for election as directors and officers of the company. The committee’s procedures and recommendations will give appropriate recognition to any applicable rules and regulations regarding board composition and nominee selection. A description of the nominating committee’s processes will be included in the company’s annual proxy statement.

The committee shall determine the independence of each director and each candidate for director. The committee shall recommend to the board of directors the slate of nominees for directors to stand for election at each annual meeting of shareholders and for any directors to be appointed by the board of directors to fill vacancies. Any such recommendation shall include a review of the performance and contribution of any re-nominated director as well as the qualifications of proposed new directors.

- D. *Board Committee Memberships* – The committee shall make recommendations to the board of directors with respect to the membership of the board's committees. In making such recommendations, the committee shall consider the qualifications for membership on each committee. The committee shall also make recommendations regarding the chair of each board committee.

See the Board Committee Joint Charter Provisions for additional items applicable to all standing committees, including the nominating committee.