

RESTATED
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER
EMC INSURANCE GROUP INC.

The Board of Directors of EMC Insurance Group Inc. (the “Company”), by resolution adopted by unanimous written consent effective February 18, 2004, established the Nominating Committee (the “Committee”) and approved the initial Charter of the Committee. The Charter was subsequently restated and approved by the Company’s Board of Directors on May 21, 2004. The Charter was further amended and approved by the Company’s Board of Directors on May 29, 2008. The Committee was renamed the Corporate Governance and Nominating Committee, and the Charter was further revised, as hereinafter set forth, and approved by the Company's Board of Directors on March 8, 2010.

Purpose. The purpose of the Corporate Governance and Nominating Committee is to help ensure that the Board of Directors of the Company (the “Board”) is appropriately constituted to meet its fiduciary obligations to the shareholders of the Company. To accomplish this purpose, the Committee shall assist the Board in (a) assessing Board membership needs, (b) identifying individuals qualified to become members of the Board, and (c) making recommendations regarding potential director candidates to the Board.

Membership. The Committee shall have a Chairman and a minimum of two (2) other directors, all of whom shall be appointed by the Board. Each member of the Committee shall be a member of the Board and shall otherwise be independent from the Company under applicable standards and rules for director independence of the Securities and Exchange Commission (SEC), the National Association of Securities Dealers, Inc. (“NASD”), and all other applicable federal and state laws and regulations. Committee members shall serve at the pleasure and sole discretion of the Board for such term or terms as the Board may determine, and may be replaced by the Board at any time, with or without cause, in accordance with applicable provisions of the Company’s By-Laws.

Duties and Responsibilities. The primary duties and responsibilities of the Corporate Governance and Nominating Committee shall be as follows:

Establish Criteria for the Selection of Nominees. The Committee shall establish criteria for the selection of nominees to serve as directors of the Company. Such criteria shall generally include, but not necessarily be limited to, the factors listed in Appendix A hereto. Such criteria shall be reviewed periodically by the Committee, and modified as deemed appropriate.

Conduct Searches. The Committee shall have the authority to conduct searches for prospective Board members whose skills and attributes reflect such desired criteria, and who have the time and ability to exercise independent judgment and perform the Board’s oversight function effectively. In doing so, the Committee may, but is not required to, consider candidates proposed by management.

Receive and Review Shareholder Recommendations. The Committee shall receive and review any shareholder recommendations for director nominations, provided that such recommendations are submitted to the Company in accordance with the requirements and procedures set forth in the Company’s By-Laws and in any Corporate Governance Guidelines which may be adopted by the Company.

Select Search Firm. The Committee shall have such resources and authority as it deems desirable or appropriate to retain and/or terminate a search firm to identify director candidates. This authority includes the sole authority to approve the search firm's fees and other retention terms.

Make Recommendations and Report to the Board. The Committee shall recommend to the Board the persons to be nominated by the Board for election as directors at the Annual Meeting of Shareholders and the persons to be elected by the Board to fill any vacancies on the Board, and shall indicate to the Board the particular experience, qualifications, attributes and skills that led the Committee to make such recommendation(s). The Committee shall indicate the extent to which diversity was a consideration in identifying director nominees, and shall advise the Board regarding its assessment of the effectiveness of the consideration of diversity as a factor in the director nominee selection process.

Review Corporate Governance Guidelines. The Committee shall annually review the Company's Corporate Governance Guidelines, taking into consideration those requirements as they affect the Committee's other duties and responsibilities. The Committee shall also consider any comments or recommendations regarding such Guidelines which may have been received from the Corporate Governance and Nominating Committee of the Board of Directors of the Company's controlling shareholder, Employers Mutual Casualty Company, which is also charged with the periodic review of such Guidelines.

Review Annual Acknowledgement and Disclosure Forms. Each year, the Committee shall review the Annual Acknowledgement and Disclosure Forms which are completed and submitted by each member of the Company's Board. Relevant disclosures may be considered by the Committee in determining whether a director satisfies the general criteria for Board membership.

Review Survey Results. The Committee shall periodically review any evaluation surveys which have been conducted on or by the Board's members.

Conduct Charter Review. The Committee shall review and reassess, from time to time as it deems appropriate, the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Oversee Charter Certification. The Committee Chairman shall verify the submission of a certification statement to the NASDAQ Stock Market as required by NASD Rule, signed by a duly authorized officer of the Company. Any material changes to this Charter must also be communicated to the NASDAQ Stock Market, Inc. and a new certification must be made.

Disclosure. This Charter, as it may from time to time be revised, shall be placed on the Company's website, www.emcins.com, under the "Investor Relations" tab.

Committee Operations.

Meetings. The Corporate Governance and Nominating Committee shall meet in person or telephonically at least annually at a time and place to be determined by the Chairman of the Committee, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed appropriate or desirable by the Committee's Chairman.

Quorum. A majority of the Committee members will constitute a quorum for the transaction of business. The actions of the majority of those present at a meeting when a quorum is present will constitute the actions of the Committee.

Board Notification. The Committee Chairman will report Committee actions to the Board on a regular basis.

Minutes. The Secretary of the Company, or his or her designee, will keep minutes of all Committee meetings, which will be distributed to all members of the Board.

Agenda. Prior to each meeting, a preliminary agenda will be prepared by either the Secretary or the Chairman of the Board. The Chairman of the Committee will make the final decision regarding the agenda. The agenda and all materials to be reviewed at the meeting shall be received by the Committee members as far in advance of the meeting date as reasonably practicable.

Additional Authority. The Committee shall have such resources and authority as it deems desirable or appropriate to discharge its duties and responsibilities, including the authority to obtain advice and assistance from internal or external legal, human resource, accounting or other experts, advisors or consultants, without seeking approval of the Board or management. Such independent advisors may be the regular advisors of the Company.

Approved by the Corporate Governance and Nominating Committee on February 23, 2010.

Approved by the EMC Insurance Group Inc. Board of Directors on March 8, 2010.

Appendix A

Criteria for Nomination as a Director And Nominating Procedures

The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities so as to assist the Board in fulfilling its responsibilities.

General Criteria.

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
2. Nominees should have demonstrated business acumen, experience and the ability to exercise sound judgment in matters related to the current and long-term objectives of the Company, and should be willing and able to contribute positively to the decision-making process of the Company.
3. Nominees should have a commitment to understand the Company and the insurance industry, and to attend regularly and participate fully in meetings of the Board and its committees.
4. Nominees should not have, or appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all of the Company's shareholders or to fulfill the responsibilities of a director.
5. The independence of the prospective nominee(s) under rules and standards established by the Securities and Exchange Commission (SEC), the National Association of Securities Dealers, Inc. ("NASD"), and all other applicable U.S. federal and state laws and regulations should be considered, and the Committee shall adhere to such rules, standards and related legal requirements.
6. A majority of the members of the Board shall be independent directors.
7. The value of diversity on the Board should be considered.

Additional Criteria and Guidelines.

1. The respective qualifications needed for directors serving on various committees of the Board, and serving as chairs of such committees, should be taken into consideration.
2. In recruiting and evaluating nominees, the Committee shall consider the appropriate mix of skills and experience and background needed for members of the Board and for members of each of the Board's committees, so that the Board and each committee has the necessary tools to perform its respective functions effectively.
3. A prospective nominee should be willing to limit the number of other public company boards on which he or she serves so that the proposed director is able to devote adequate time to his or her duties to the Company, including preparing for and attending Board and committee meetings.
4. Other criteria may include the following:
 - a. Stock ownership in the Company;
 - b. Insurance industry experience;
 - c. Accounting and financial knowledge and experience;

- d. Acknowledgment by the candidate of the ethical and fiduciary obligations owed to the Company;
- e. Prior demonstrated willingness to review constructively and question, when deemed necessary, management's decisions; and
- f. Availability to make a meaningful contribution to the Board and to address the issues facing the Company and the insurance industry, including attendance at director continuing education programs.

Nominating Process.

Nominations. Nominations, both shareholder nominations and management nominations, should be submitted in writing to the Chairman of the Nominating Committee of the Board of Directors for consideration at least 120 days prior to the next scheduled annual meeting. Such written nominations shall be signed by the party or parties proposing the nominee(s). Nominations shall be submitted to: Nominating Committee, EMC Insurance Group Inc. Board of Directors, 717 Mulberry Street, Des Moines, IA 50309. Nominations received after the 120 day deadline will be deemed void and will not be considered, provided that such 120-day deadline shall not apply to the 2004 slate of nominees. All nominations will be reviewed by the Nominating Committee equally and under the same criteria. A slate of prospective nominees, which also identifies the individual(s) proposing each nominee and, in the event such individual(s) is/are or represent (a) security holder(s) of the Company, setting forth the percentage of securities held by such individual(s) or entity and provides an indication as to the holding period of such securities, will be submitted to the Board at least 60 days prior to the annual meeting for review. A vote of the Board will determine the final slate of nominees to be placed on the proxy to be submitted to shareholders at least 30 days prior to the annual meeting. Nominees submitted by the Board of Directors for election will be notified in writing.

Application of Criteria to Existing Directors.

The re-nomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Nominating Committee shall consider the existing director's performance on the Board and on any committee on which such director serves, which shall include attendance at Board and committee meetings and consideration of the extent to which such director(s) undertook director continuing education programs.