

Safety Insurance Group, Inc.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

As approved by the Nominating and Governance Committee and Board of Directors on February 27, 2024

This Charter (this “Charter”) of the Nominating and Governance Committee (the “Committee”) has been adopted by the Board of Directors (the “Board”) of Safety Insurance Group, Inc. (the “Company”).

I. General Statement of Purpose

The Committee shall assist the Board in identifying individuals qualified to become Board members, recommend director-nominees to the Board for annual shareholders’ meetings, take a leadership role in shaping the Company’s corporate governance and oversee the evaluation of the Board and the Board committees.

II. Responsibilities and Authority

In furtherance of this purpose, the Committee shall have the following responsibilities and authority:

1. To lead the search for individuals qualified to become Board members to the extent necessary to fill vacancies on the Board or as otherwise desired by the Board and recommend director nominees to the Board.
2. To develop and recommend to the Board for its approval a policy regarding director nominees recommended by shareholders, including the procedures to be followed by shareholders in submitting such recommendations. The Committee shall assess the adequacy of such policy on an annual basis, or more frequently as circumstances dictate, and recommend changes to the Board.
3. To develop a process for identifying and evaluating director nominees. The Board is committed to a policy of inclusiveness and is committed to actively seeking out highly-qualified candidates with diverse gender, ethnicity, backgrounds, experiences, and skills for each search the Board undertakes. The Committee shall assess the adequacy of such process periodically and implement any changes to such policy as determined by the Committee.
4. To conduct all necessary and appropriate inquiries into the background and qualifications of each possible director nominee.
5. To make an annual report to the Board on emergency as well as expected CEO succession planning. The full Board will work with the Committee to recommend and evaluate potential successors to the CEO.
6. To develop a process for shareholders of the Company to send communications to the Board. The Committee shall assess the adequacy of such process on an annual basis, or more frequently as circumstances dictate, and implement any changes to such policy as determined by the Committee.

7. To develop and recommend to the Board for its approval a policy regarding Board members' attendance at annual meetings. The Committee shall assess the adequacy of such policy periodically and recommend changes to the Board.
8. To review written communications from shareholders concerning the Company's annual general meeting and governance process and make recommendations to the Board as necessary.
9. To oversee compliance with the Company's Code of Business Conduct and recommend changes to the Board as necessary. At least once every three years, the Committee shall review and reassess the adequacy of the Code of Business Conduct and recommend any proposed changes to the Board.
10. To review requests from directors and executive officers of the Company for waivers from the Company's Code of Business Conduct, to make recommendations to the Board concerning such requests, and to review any required disclosures relating to such waivers.
11. To review and approve all related-party transactions involving Board members, as such term is defined in the NASDAQ Marketplace Rules.
12. To review all potential conflict of interests involving directors including whether such director or directors may vote on any issue as to which there may be a conflict.
13. To review and evaluate the size, composition, function, and duties of the Board and its Committees consistent with the Company's needs.
14. Lead the Board in an annual self-evaluation to determine whether the Board and each of its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.
15. To recommend directors for appointment to Board committees.
16. To establish and oversee an orientation program for new directors and a continuing education program for directors.
17. To delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.
18. To exercise such additional powers as may be reasonably necessary, in the Committee's discretion, to fulfill its responsibilities hereunder.

III. Outside Advisors

The Committee shall have sole authority to retain and terminate any search firm employed to identify director nominees, including sole authority to approve the search firm's fees and any other retention terms. The Committee shall also have sole authority to obtain advice and assistance from internal or external legal, accounting, or other advisors to assist the Committee in fulfilling its responsibilities hereunder.

IV. Board Oversight and Annual Evaluation

At least annually, the Committee shall evaluate its own performance, oversee the evaluation process for other Board Committees and report to the Board on such evaluation.

The Committee shall periodically, but not less than every three years, review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

V. Membership

The Committee shall consist of no fewer than three directors, as determined by the Board. Each Committee member shall (a) meet the independence requirements of the Marketplace Rules promulgated by NASDAQ or such other applicable financial industry regulatory authority, as determined by the Board, (b) qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and (c) meet and any other independence requirements set forth in applicable laws, rules and regulations.

The Committee members shall be appointed annually by a vote of the Board for a term of three years or until their respective successors are designated. Committee members may be removed, with or without cause, by a vote of the Board. Any vacancy that might arise in the membership of the Committee shall be filled by appointment of the Board.

VI. Chairperson

The Committee shall include a Committee chairperson. The Committee chairperson shall be appointed by a vote of the Board. The Committee chairperson shall chair all meetings of the Committee, set meeting agendas in consultation with other members of the Committee and the appropriate officers of the Company, call meetings of the Committee, and cast a vote to resolve any ties.

VII. Meetings

The Committee shall meet as often as necessary to carry out its responsibilities and at such times and places as it shall determine, but at least twice yearly. All meetings will provide opportunity for separate executive sessions including with Committee advisors. The Committee chairperson may call a Committee meeting upon due notice of each other Committee member at least forty-eight (48) hours prior to the meeting, unless such notice is waived by any Committee member not receiving such notice. Any Committee member may request the Committee chairperson to call a meeting. A majority of Committee members, acting in person or by proxy, shall constitute a quorum. The Committee shall be responsible for maintaining minutes and other applicable records of each Committee meeting. The Committee shall report its actions and recommendations to the Board after each Committee meeting.

All Board members may attend meetings of the Committee as nonvoting invitees. The Committee may invite to, or exclude from, its meetings any individual it deems appropriate in order to carry out its responsibilities.

X. Amendment

This Charter may be amended by a majority of the independent members of the Board.