

Markel Corporation

Nominating/Corporate Governance Committee Charter

The following shall constitute the Nominating/Corporate Governance Committee Charter (this Charter) adopted by the Board of Directors of Markel Corporation (the Corporation):

I. Organization

There shall be constituted a standing committee of the Board of Directors of the Corporation (the Board) to be known as the Nominating/Corporate Governance Committee (the Committee).

II. Composition and Selection

The Committee shall be comprised of three or more directors, all of whom must satisfy the independence requirements of the New York Stock Exchange as then in effect.

The members of the Committee shall be appointed by the Board at the Board's annual meeting and may be removed by the Board. The members of the Committee shall serve for one year or until their successors are duly elected and qualified. The Chair of the Committee shall be elected by the full Board, but in the Chair's absence, the remaining members of the Committee may designate by majority vote a member to serve as acting Chair.

III. Purpose and Duties

The purpose and duties of the Committee are to:

1. Identify individuals qualified to become Board members, consistent with criteria approved by the Board.
2. Assist the Board in reviewing, on an annual basis, the requisite independence, skills and characteristics of Board members as well as the size, composition and leadership structure of the Board as a whole and its committees.
3. Recommend to the Board the director nominees for the next annual meeting of shareholders and to fill any vacancies on the Board.
4. Recommend to the Board director nominees for each committee of the Board.
5. Oversee the governance of the Corporation, including recommending to the Board a set of corporate governance guidelines for the Corporation.
6. Make recommendations concerning director orientation and continuing education.
7. Report regularly to the Board (i) following meetings of the Committee, (ii) with respect to those matters that are relevant to the Committee's discharge of its responsibilities, and (iii) with respect to those recommendations that the Committee may deem appropriate.
8. Receive comments from all directors on the Board's performance and lead the Board in its annual review of the Board's performance and interaction with management.
9. Annually review the Committee's own performance and report thereon to the Board.
10. Annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

In considering candidates to serve on the Board, the Committee should seek a mix of skills and experience on the part of Board members that will maximize the Board's effectiveness. Among attributes the Committee should take into account are integrity; leadership and policy making experience; business and financial expertise; government or community service; diversity of experience and of background; and the ability to act in the best interests of the Corporation.

IV. Authority

The Committee shall have the sole authority to retain and terminate a search firm, if any, to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee also shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors and to approve the fees and retention terms of such advisors.

The Committee may form and delegate authority to subcommittees when appropriate.

V. Meetings

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment and that of the Board. The Chair or a majority of the members of the Committee may call meetings of the Committee upon reasonable notice to all members of the Committee. The Committee shall meet as may be necessary to allow for the timely presentment of any nominees to the Board for consideration.

A majority of the members of the Committee will constitute a quorum for the transaction of business, and the act of a majority of the members present and voting at any meeting at which a quorum is then present shall be the act of the Committee. A member may participate in a Committee meeting by means of a telephone conference or similar methods of communication by which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if a written consent thereto is signed by all members of the Committee.

VI. Amendment

This Charter may be amended or altered by the Board by affirmative vote of a majority of the number of directors fixed in accordance with the Bylaws.

Last Updated: November 16, 2022