

KINGSTONE COMPANIES, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(as amended as of June 19, 2020)

1. PURPOSE

THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE (THE "COMMITTEE") IS APPOINTED BY THE BOARD OF DIRECTORS (THE "BOARD") OF KINGSTONE COMPANIES, INC. (THE "COMPANY"). THE COMMITTEE SHALL HAVE THE FOLLOWING PURPOSES:

(A) WHEN DIRECTED BY THE BOARD, THE COMMITTEE WILL RECOMMEND TO THE BOARD THE CRITERIA FOR THE SELECTION OF DIRECTORS.

(B) TO ADVISE THE BOARD WITH RESPECT TO BOARD COMPOSITION, PROCEDURES AND COMMITTEES.

(C) TO OVERSEE THE EVALUATION OF THE BOARD.

(D) TO OVERSEE THE COMPANY'S CORPORATE GOVERNANCE POLICIES AND PROCEDURES.

2. COMPOSITION OF THE COMMITTEE

THE COMMITTEE SHALL CONSIST OF NOT LESS THAN THREE INDEPENDENT DIRECTORS, AS DETERMINED FROM TIME TO TIME BY THE BOARD. ONE MEMBER OF THE COMMITTEE SHALL BE NAMED CHAIRPERSON OF THE COMMITTEE BY THE BOARD. EACH APPOINTED COMMITTEE MEMBER WILL BE SUBJECT TO THE ANNUAL RECONFIRMATION AND MAY BE REMOVED BY THE BOARD AT ANY TIME, WITH OR WITHOUT CAUSE.

3. RESPONSIBILITIES AND DUTIES

(A) NOMINATION OF DIRECTORS

THE COMMITTEE SHALL HAVE THE FOLLOWING RESPONSIBILITIES AND DUTIES WITH RESPECT TO NOMINATION OF DIRECTORS:

(I) WHEN DIRECTED BY THE BOARD, THE COMMITTEE MAY CONDUCT AND COMMISSION SEARCHES FOR PROSPECTIVE DIRECTORS, AND REVIEW CANDIDATES RECOMMENDED BY BOARD MEMBERS, STOCKHOLDERS OR OTHERS. PRESENT SAID REVIEW TO THE BOARD FOR CONSIDERATION.

(II) REVIEW THE BACKGROUND AND QUALIFICATIONS OF INDIVIDUALS BEING CONSIDERED AS DIRECTOR CANDIDATES. AMONG THE QUALIFICATIONS TO BE CONSIDERED ARE: EXPERIENCE, SKILLS, EXPERTISE, DIVERSITY, PERSONAL AND PROFESSIONAL INTEGRITY, CHARACTER, BUSINESS JUDGEMENT, TIME AVAILABILITY, CONFLICTS OF INTEREST AND SUCH OTHER RELEVANT FACTORS THAT COMMITTEE CONSIDERS APPROPRIATE.

(III) ENSURE THAT THE INITIAL LIST OF CANDIDATES FROM WHICH NEW INDEPENDENT DIRECTOR NOMINEES ARE CHOSEN (THE "INITIAL LIST") BY THE BOARD INCLUDE AT LEAST ONE CANDIDATE WHO IS A PERSON OF COLOR AND ONE CANDIDATE WHO IS FEMALE (IT BEING UNDERSTOOD THAT ONE CANDIDATE MAY FULFILL BOTH REQUIREMENTS). ANY THIRD-PARTY CONSULTANT REQUESTED TO FURNISH AN INITIAL LIST WILL BE INSTRUCTED TO INCLUDE SUCH CANDIDATE(S).

(IV) WHEN DIRECTED BY THE BOARD, REVIEW THE SUITABILITY FOR CONTINUED SERVICE AS DIRECTOR OF EACH BOARD MEMBER WHEN HIS OR HER TERM EXPIRES AND WHEN HE OR SHE HAS A CHANGE IN STATUS, INCLUDING BUT NOT LIMITED TO AN EMPLOYMENT CHANGE, AND RECOMMEND WHETHER OR NOT THE DIRECTOR SHOULD BE RE-NOMINATED.

(B) BOARD COMPOSITION AND PROCEDURES

THE COMMITTEE SHALL HAVE THE FOLLOWING DUTIES AND RESPONSIBILITIES WITH RESPECT TO THE COMPOSITION AND PROCEDURES OF THE BOARD AS A WHOLE:

(I) THE COMMITTEE SHALL LEAD THE BOARD IN CONVERSATION CONCERNING THE APPROPRIATE SIZE OF THE BOARD. THIS SHOULD BE DONE ANNUALLY.

(II) MONITOR THE INDEPENDENCE OF THE BOARD, ASSURING THE BOARD IS COMPOSED OF A MAJORITY OF INDEPENDENT DIRECTORS.

(III) REVIEW ANNUALLY THE CURRENT MAKEUP OF THE BOARD, INCLUDING THE ATTRIBUTES AND CRITERIA DESCRIBED IN SECTION 3(A)(II) AND (III) OF THIS CHARTER.

(IV) MAKE RECOMMENDATIONS TO THE BOARD WITH REGARD TO TERM LIMITS AND MANDATORY RETIREMENT AGE OF DIRECTORS.

(V) MAKE RECOMMENDATIONS CONCERNING ANY OTHER ASPECT OF PROCEDURES OF THE BOARD THAT THE COMMITTEE CONSIDERS WARRANTED.

(C) BOARD COMMITTEES

THE COMMITTEE SHALL HAVE THE FOLLOWING DUTIES AND RESPONSIBILITIES WITH RESPECT TO THE COMMITTEE STRUCTURE OF THE BOARD:

(I) WHEN DIRECTED BY THE BOARD, EVALUATE AND MAKE RECOMMENDATIONS TO THE BOARD CONCERNING THE APPOINTMENT OF DIRECTORS TO BOARD COMMITTEES AND THE SELECTION OF COMMITTEE CHAIRS; RECOMMENDATIONS SHALL CONSIDER SUGGESTIONS FROM THE CHAIRPERSON OF THE BOARD AND THE COMPANY'S CEO.

(II) WHEN DIRECTED BY THE BOARD, REVIEW THE SIZE OF EXISTING COMMITTEES AND THE NEED TO CREATE OR ELIMINATE BOARD COMMITTEES.

(D) CORPORATE GOVERNANCE OVERSIGHT

THE COMMITTEE SHALL HAVE THE FOLLOWING RESPONSIBILITIES WITH RESPECT TO CORPORATE GOVERNANCE:

ANNUALLY REVIEW THE ADEQUACY OF THE COMPANY'S CORPORATE GOVERNANCE GUIDELINES, ADDRESSING, AMONG OTHER THINGS, THE SIZE, INDEPENDENCE, DIVERSITY, COMPOSITION AND RESPONSIBILITIES OF THE BOARD, AS WELL AS THE BOARD'S OVERSIGHT OF MANAGEMENT, AND RECOMMEND ANY CHANGES TO THE BOARD FOR ITS APPROVAL AND ADOPTION.

(I) UNDER DIRECTION OF THE BOARD, REVIEW AND UPDATE THE COMPANY'S CODE OF CONDUCT.

(II) REVIEW CONFLICT OF INTEREST OR OTHER ISSUES THAT MAY ARISE UNDER THE COMPANY'S CODE OF CONDUCT INVOLVING COMPANY OFFICERS OR MEMBERS OF THE BOARD.

(III) ANNUALLY REVIEW THE COMPANY'S DIRECTORS AND OFFICERS LIABILITY POLICIES AND RECOMMEND CHANGES AS APPROPRIATE.

(IV) ESTABLISH AN ORIENTATION PLAN FOR NEW DIRECTORS.

(E) EVALUATION OF THE BOARD

THE COMMITTEE SHALL HAVE THE FOLLOWING DUTIES AND RESPONSIBILITIES WITH RESPECT TO THE EVALUATION OF THE BOARD:

(I) THE COMMITTEE SHALL BE RESPONSIBLE FOR OVERSEEING THE SELF-ASSESSMENT QUESTIONNAIRE OF THE BOARD, AS A WHOLE, AND THE SELF-EVALUATION OF EACH COMMITTEE OF THE BOARD BY SUCH COMMITTEE.

(F) SUCCESSION PLANNING

PERIODICALLY, THE COMMITTEE WILL LEAD THE BOARD IN A DISCUSSION ON SUCCESSION PLANNING AND PROFESSIONAL DEVELOPMENT FOR EXECUTIVE STAFF.

4. OTHER POWERS AND RESPONSIBILITIES

(A) REPORTS

THE COMMITTEE SHALL MAKE REGULAR REPORTS TO THE BOARD, PROVIDING A SUMMARY OF ITS ACTIVITIES AND ACTIONS.

(B) REVIEW OF CHARTER

THE COMMITTEE SHALL REVIEW AND REASSESS THE ADEQUACY OF ITS CHARTER ANNUALLY AND RECOMMEND ANY PROPOSED CHANGES TO THE BOARD FOR ITS APPROVAL.

5. MEETINGS AND PROCEDURES

(A) MEETINGS

THE COMMITTEE SHALL FIX ITS OWN RULES OF PROCEDURE, WHICH SHALL BE CONSISTENT WITH THE BY-LAWS OF THE COMPANY AND ITS CHARTER. THE COMMITTEE SHALL MEET AT LEAST ANNUALLY. MEETINGS OF THE COMMITTEE MAY BE CALLED BY ITS CHAIRPERSON AND/OR THE MANAGEMENT OF THE COMPANY.

(B) MINUTES

MINUTES OF EACH COMMITTEE MEETING WILL BE PREPARED, THEN REVIEWED BY EACH COMMITTEE MEMBER AND FILED WITH THE COMPANY CORPORATE SECRETARY.