



Ohio Mutual Insurance Group, Inc. Charter for Audit Committee

Purpose:

The primary responsibility of the Committee is to oversee Ohio Mutual Insurance Group, Inc., financial controls and reporting processes on behalf of the Board and report the results of its activities to the Board and set the overall corporate "tone" for quality financial reporting, sound business risk practices, and ethical behavior.

Address risk oversight responsibilities as described in the Powers/Responsibilities below.

Committee Membership:

The members of the committee shall be appointed by the Board of Directors, all of whom shall be independent (other than the CEO) and meet such experience and expertise requirements as may be mandated by applicable insurance regulatory authorities, such as the National Association of Insurance Commissioner's Model Audit Rule. The CEO is a non-voting member on accepting audit reports.

Meetings:

The committee will meet at least three times per year either in person, video conference or conference call. The Committee Chair reserves the right to call additional meetings as needed. The Committee shall make regular reports to the Board of Directors.

Powers/Responsibilities:

The Committee may perform such other duties and responsibilities as are consistent with its purpose and as the Board or the committee deems appropriate. (See Risk Oversight framework)

- The Committee shall have a clear understanding with management and the independent auditors that the independent auditors are ultimately accountable to the Committee and the Board.

- The Committee shall have the sole authority and responsibility to hire, evaluate and, where appropriate, replace the independent auditors and, in its capacity as a committee of the Board.
- The Committee shall have the authority to retain such outside counsel, accountants, experts and other advisors as it deems appropriate to assist the Committee in the performance of its functions.
- The Committee shall discuss the auditors' qualifications and independence from management and the Company, including whether the auditors' performance of permissible non-audit services is compatible with their independence.
- The Committee shall discuss with the internal auditors and the independent auditors the overall scope and plans for their respective audits including their respective responsibilities and the adequacy of staffing and compensation.
- The Committee will review both the internal auditor and independent auditor's performance compared to expectations and industry metrics at least annually.
- The Committee shall approve in advance all audit engagement fees and the terms of all audit services to be provided by the independent auditors.
- The Committee shall pre-approve any permissible non-audit services to be provided by the independent auditors.
- The Committee shall review with management and the independent auditors the financial statements included in the Company's annual filing with insurance regulatory authorities as well as any other financial statements of the Company.
- The Committee will also review with management and the independent auditors any major issues regarding accounting principles and financial statement presentations and any major issues regarding the adequacy of internal controls the effects of regulatory and accounting initiatives on the financial statements.
- The Committee will discuss the results of the annual audit and any difficulties the independent auditors encountered in the course of their audit work. The Committee will also discuss any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards.
- The Audit Committee accepts the Audit report for the various Employee Benefit Plans.
- The Committee will review and discuss with management, the internal auditors, and the independent auditors the Company's policies and procedures with respect to risk assessment and risk management.

- The Committee will discuss with management, the internal auditors, and the independent auditors the Company's internal controls and review and discuss with the internal auditors the results of the internal audit program.
- The Committee shall establish procedures for handling complaints regarding accounting, internal accounting controls, and auditing matters.
- The Committee shall periodically review with management, outside counsel and the independent auditors any correspondence with, or other action by, regulators or governmental agencies and any employee complaints or published reports that raise concerns regarding the Company's financial statements, accounting or auditing matters or compliance with the Company's Code of Conduct.
- The Committee shall also meet periodically, and may request to meet separately, with outside counsel to review material legal affairs of the Company and the Company's compliance with applicable law and regulatory standards.
- The Committee shall review annually, a summary of the Company's transactions with Directors and executive officers of the Company as well as any other material related party transactions.
- The Audit Committee Chair will approve in advance the hiring of any non-officer level positions, while the full Audit Committee will approve in advance the hiring of any officer level positions of any former employee of the retained independent auditors.
- The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.
- Annually, the committee will review each charter component and assess actions taken to comply with them.
- In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company.
- At least once per year, conduct an executive session without the CEO for all non-director members of management who routinely attend committee meetings.

Revised: October 15, 2020