

INFINITY PROPERTY AND CASUALTY CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
(As Amended by the Board of Directors on May 4, 2010)

The Nominating and Corporate Governance Committee of the Board of Directors of Infinity Property and Casualty Corporation (the “Company”) shall consist of a minimum of three members who shall be appointed by and may be removed by the full Board of Directors. All members of the Committee shall satisfy all applicable Nasdaq National Market standards for independence.

The purpose of the Committee shall be to assist the Board in identifying qualified individuals to become Board members, in determining the composition of the Board of Directors and its committees and in monitoring a process to assess Board effectiveness.

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

1. To lead the search for individuals qualified to become members of the Board of Directors and to select director nominees to be presented for share owner approval at the annual meeting. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the share owners. In nominating individuals as directors, the Committee shall take into account, among other factors which it may deem appropriate, the judgments, skill, diversity, business experience and needs of the Board as its function relates to the business of the company.
2. To review the Board of Directors’ committee structure and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
3. To review on an annual basis each non-employee director’s relationships with the Company and recommend to the Board which non-employee directors should qualify as “independent” under applicable NASDAQ guidelines.
4. To consider matters of corporate governance and to establish and review periodically any corporate governance principles implemented by the Board.
5. To consider questions of possible conflicts of interest of Board members and the Company’s senior executives.
6. To review on an annual basis director compensation benefits.
7. To lead all Board evaluations of the performance of the Board or of any Board Committee.

8. To consider and review on an annual basis the succession plans for the Company's named executive officers, but with succession planning for the Chief Executive Officer to be the responsibility of the full Board of Directors.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall report its actions and recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this charter and of the Corporate Governance Guidelines and recommend any proposed changes to either document to the Board for approval.