# NATIONAL WESTERN LIFE GROUP, INC. NOMINATING COMMITTEE CHARTER

## PURPOSE

This charter (the "Charter") governs the operations of the Nominating Committee (the "Committee") of the Board of Directors of National Western Life Group, Inc. (the "Company"). The Committee has been appointed by the Board of Directors to assist the Board by identifying individuals qualified to become Board members and annually recommending to the Board the director nominees proposed for election at the annual meeting of stockholders of the Company.

### COMPOSITION

The Committee shall be composed of at least two directors. All members of the Committee shall satisfy the independence requirements of the NASDAQ Stock Market, Inc. ("NASDAQ"). The members of the Committee will be elected by the Board of Directors. Members of the Committee will serve until their successors are duly elected and qualified, or until their earlier resignation or removal by the Board. Any vacancies on the Committee shall be filled by the Board. The Board shall designate a Committee Chairperson.

#### **PROCESS**

<u>MEETINGS</u>. The Committee shall hold such meetings as may be called by the Chairperson of the Committee or at the request of the Board of Directors as often as appropriate to fulfill its duties and responsibilities. The Committee shall maintain minutes or other records of its meetings and activities.

<u>SELF-ASSESSMENT; CHARTER REVIEW</u>. The Committee will engage in annual self-assessment with the goal of continuing improvement, and it will annually review and reassess the adequacy of this Charter and recommend any changes to the Board of Directors.

<u>ADVISORS</u>. In carrying out its responsibilities, the Committee may draw on the expertise of management and Company staff and, when appropriate, the Committee shall have the authority to engage independent legal and other advisers, including search firms, as it deems necessary to carry out its duties. The Committee shall have the sole authority to approve related fees and retention terms.

#### **DUTIES AND RESPONSIBILITIES**

<u>RECOMMENDATION OF BOARD NOMINEES</u>. The Committee shall annually recommend to the Board the director nominees to be submitted for election at each annual meeting of stockholders. Upon recommendation of the Committee, the entire Board shall nominate the slate of directors to be elected at the annual meeting of stockholders. Upon recommendation of the Committee,

vacancies on the Board that may occur between annual meetings of stockholders may be filled by the Board.

The Committee shall evaluate each individual nominee or re-nominee for director in the context of the overall composition and needs of the Board, with the goal of recommending a group that can best manage the business and affairs of the Company and represent the long-term interests of the Company's stockholders utilizing its diversity of knowledge and experience. In conducting this assessment, the Committee must be satisfied that each nominee for director possess, at a minimum, the following qualifications and skills:

- 1. The ability to represent the best interests of all the Company's stockholders;
- 2. Personal and professional integrity, honesty, moral, and ethical character;
- 3. The capacity to participate fully in Board activities, including attendance at, and participation in, meetings of the Board and the committees of which the director is a member, and to devote appropriate time and effort in preparation for those meetings;
- 4. General appreciation and knowledge of the issues that affect the Company, including corporate governance concerns, regulatory obligations, strategic business planning, competition in a global economy, and corporate finance matters;
- 5. Freedom from any legal or regulatory impediments to service on the Board;
- 6. An understanding of insurance company regulations or of regulated industries in general, and the ability to satisfy certain qualifications imposed by regulators on the Company's executives and directors:
- 7. The ability to develop a good working relationship with other Board members and contribute positively to the existing chemistry and collaborative culture among Board members; and
- 8. The adroitness to develop and retain strategic contacts and involve oneself in relevant business and civic affairs.

In addition to the minimum qualifications and skills required to serve as a director, the Board and the Committee believe it is valuable for Board members to represent a diversity of perspective, experience, skill, education, gender, race, age, ethnicity, religion, disability, and geographic origin whenever possible. The Board and the Committee believe such diversity can provide broader insight into the views and priorities of the Company's diverse stockholders, customers, employees, and agents. Therefore, the Company is committed to considering candidates to the Board regardless of gender, race, ethnicity, religion, and national origin. Any search firm retained to assist the Committee in seeking candidates for the Board will affirmatively be instructed to seek to present women and minority candidates.

<u>ADDITIONAL DUTIES</u>. The Committee shall perform such additional duties consistent with this Charter as may be required by the rules of NASDAQ or applicable law, or as the Committee or the Board of Directors deems necessary or appropriate.

Approved and Adopted by the Board of Directors of National Western Life Group, Inc. on April 24, 2020.

Ratified: December 9, 2020