



# American Financial Group, Inc.

## Corporate Governance Committee Charter

Amended and Restated effective March 9, 2020

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### Purpose

The purpose of the Corporate Governance Committee of the Board of Directors (the “Corporate Governance Committee”) is to develop and recommend to the Board a set of corporate governance principles and fulfill the additional responsibilities set forth below.

### Membership

The Corporate Governance Committee shall consist of a minimum of three directors. The members of the Corporate Governance Committee shall be appointed and may be removed by the Board. One member of the Corporate Governance Committee shall be appointed as Committee Chair by the Board. All members of the Corporate Governance Committee shall be independent directors under any applicable stock exchange or other listing standards and any standards of independence as may be prescribed for purposes of any federal securities or other laws relating to the Corporate Governance Committee (“Independent Directors”).

### Responsibilities

The Corporate Governance Committee shall perform each of the functions listed below, as well as report its actions and recommendations to the Board, at least once annually. The Corporate Governance Committee’s specific functions are:

1. to establish criteria for selecting new directors;
2. to identify individuals qualified to be Board members as needed;
3. to recommend to the Board director nominees for the next annual meeting of shareholders;
4. to recommend the appointment and removal of members of the Board committees;
5. to recommend the amount and form of compensation to non-management directors.
6. to review this Corporate Governance Committee Charter and the Company’s Corporate Governance Guidelines and to recommend changes to the full Board;
7. to review the reporting structure, operations and charters for each of the Board committees and to recommend changes to the full Board;

8. to develop and recommend to the Board for its approval and oversee an annual self-evaluation process of the Board and its committees;
9. to oversee the evaluation of the Board and management;
10. to conduct an annual performance evaluation of the Corporate Governance Committee;
11. to advise the Board in connection with succession planning for the Co-CEOs and other key executives; and
12. to advise the Board with respect to environmental and social risks and governance, stewardship and sustainability issues in order to assist in the development and refinement of the Company's strategies and policies in these areas.

The Corporate Governance Committee shall have sole authority to retain and terminate any search firm engaged to assist in identifying director candidates and to approve related fees and retention terms. The Corporate Governance Committee shall also have the authority to delegate any of its duties or responsibilities, whether or not specifically enumerated in this Corporate Governance Committee Charter, to a single subcommittee or several subcommittees, which subcommittee(s) shall be comprised solely of Independent Directors.