

CONIFER HOLDINGS, INC.,
CONIFER INSURANCE COMPANY AND WHITE PINE INSURANCE COMPANY
FINANCE COMMITTEE CHARTER

Adopted on October 3, 2013

Finance Committee

The Finance Committee (the "**Committee**") of the board of directors (the "**Board**") of Conifer Holdings, Inc. (the "**Company**") shall be appointed by, and shall serve at the pleasure of the Board. The Committee shall consist of two or more directors.

The members of the Committee shall be appointed by the Board, which shall designate one of the members as the Committee Chair. The members of the Committee shall be appointed for one-year terms and shall serve for as many terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to the Company's capital structure, financial and fiscal affairs, financing and fiscal policies and objectives, dividend policy, financial strategies, capital expenditures and financing plans in connection with significant transactions, such as mergers, acquisitions and divestitures, and other transactions or issues of financial significance to the Company, as more fully described below.

Responsibilities and Authority

The Committee relies on the expertise and knowledge of management, the internal finance staff, and outside consultants in carrying out its oversight responsibilities. The Committee shall have the following responsibilities and authority:

- Review (a) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles and the effects, if any, of such changes of the Company's financial statements, (b) significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods on the financial statements, and (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, if any, on the Company's financial statements.
- Review from time to time, and assess the adequacy of, the Company's financial exposure together with any mitigating strategies, including insurance and hedging strategies, and make recommendations to the Board with respect thereto.
- Review proposed financing plans, credit facilities, securitization facilities and other significant transactions of a financial nature and make recommendations to the Board with respect thereto.

- Review from time to time the dividend policy of the Company and make recommendations to the Board with respect thereto.
- Review any proposed issuance or sales of the Company's stock, stock repurchases or redemptions, stock splits or reverse stock splits and make recommendations to the Board with respect thereto.
- Review from time to time the Company's tax planning strategies.
- Review from time to time the financial strategies developed by the Company to meet the Company's business objectives and interests in light of changing economic, market, business, legal or legislative, regulatory or other conditions and make recommendations to the Board with respect thereto.
- Review major capital expenditures and financing plans in connection with significant transactions, such as mergers, acquisitions and divestitures, and other transactions and make recommendations to the Board with respect thereto.
- Have authority, in discharging its oversight role, to study or investigate any matter of interest or concern that the Committee deems appropriate and to retain external counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.
- Review systems, processes and organizational structure and people responsible for the finance functions.
- Perform such other functions or responsibilities as the Board of Directors may from time to time designate or prescribe.

Subcommittees

The Committee may, by resolution passed by a majority of its members, designate one or more subcommittees, each subcommittee to consist of one or more Committee members. Any such subcommittee to the extent provided in the Committee's resolutions and to the extent not limited by applicable law or listing standard, shall have and may exercise all the powers and authority of the Committee subject to the terms of its designation. The Committee will name each subcommittee. Each subcommittee shall keep regular minutes of its meetings and report them to the Committee when required.

Advisors

Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company that it receives information from and (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations, absent actual knowledge to the contrary (which shall be promptly reported to the Board).

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside accounting firms, outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the Company's accounting firm(s) engaged to perform services for the Company, any outside counsel and any other advisors to the Committee.

Meetings

The Committee shall meet at least annually, or more frequently as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee secretary shall maintain minutes of meetings and activities of the Committee and such minutes shall be filed with the minutes of the Board.

Self-Evaluation.

The Committee shall conduct an annual performance evaluation of the Committee and an annual review and assessment of the adequacy of this Charter, and shall present the results of the evaluation and assessment, and any proposed changes, to the Board for review and approval. The Committee shall conduct the evaluation and assessment in such manner as it deems appropriate.

Amendment

The Board may amend or repeal this Charter and any of its provisions.