

**LOEWS CORPORATION
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

Purpose

The primary functions of the Nominating and Governance Committee (the “Committee”) are to identify individuals qualified to become members of the Board of Directors (the “Board”) of Loews Corporation (the “Company”), recommend that the Board select the director nominees for the next annual meeting of shareholders and develop and recommend to the Board a set of corporate governance principles applicable to the Company, which will be set forth in the Company’s Corporate Governance Guidelines.

Committee Membership

The Committee shall have such number of members as the Board shall determine from time to time, but in no event less than two (2) members, except to the extent that temporary vacancies are created by the resignation or removal of a Committee member. The Board has authority to appoint the Committee members, who serve at the pleasure of the Board, and to designate the Committee Chairperson. Each member of the Committee shall satisfy the independence and other requirements of the New York Stock Exchange and applicable laws and regulations.

Meetings

The Committee shall meet as often as it determines necessary or desirable to effectively carry out its purposes. The Committee may request any officer or employee of the Company or its advisors to attend a meeting or meet with any members of, or advisor to, the Committee, as it may deem desirable or appropriate. The Committee shall fix its own rules of procedure, subject to the requirements of this Charter, stock exchange rules and applicable laws and regulations.

Authority and Responsibilities

1. The Committee shall develop and recommend to the Board criteria for Board members, and select individuals qualified to become Board members for recommendation to the Board in accordance with such criteria and the Corporate Governance Guidelines. The Committee will recommend to the Board the slate of nominees for election as directors at the Company’s annual meeting of shareholders and individuals to fill Board vacancies (including a vacancy created by an increase in the size of the Board). In recommending candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations, the interplay of the candidate’s experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board.
2. The Committee shall assist the Board in identifying Board members qualified to serve on any committee of the Board, and shall recommend to the Board directors to be appointed to each Board committee. The Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including

the consistency of the candidate's experience with the goals of the relevant committee and the interplay of the candidate's experience with the experience of other members of the relevant committee.

3. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
4. The Committee shall oversee the evaluation of the Board.
5. The Committee shall perform an annual evaluation of its performance in the prior year. The Committee shall report the results of its evaluation to the Board, either orally or in writing, and recommend to the Board any revisions to this Charter which the Committee deems necessary or desirable. The Committee shall make regular reports to the Board.
6. The Committee shall have such other duties or responsibilities as may be expressly delegated to it by the Board from time to time.
7. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.
8. The Committee shall have such other duties and authority as may from time to time be delegated to it in the Corporate Governance Guidelines of the Company and shall review and reassess at least annually the adequacy of such guidelines and recommend any proposed changes to the Board for approval.

Website Posting

The Company shall make this Charter available on or through its website. The Company shall disclose in its annual proxy statement that this Charter is available on or through its website and provide the website address.

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