

# LEUCADIA NATIONAL CORPORATION

## NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

This Nominating & Corporate Governance Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Leucadia National Corporation (the “Company”) on March 9, 2004, effective April 1, 2004.

*This Charter is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and By Laws, it is not intended to establish by its own force any legally binding obligations.*

### **I. PURPOSE**

The Nominating and Corporate Governance Committee (the “Committee”) shall assist the Board by: (i) identifying individuals qualified to serve as directors consistent with criteria approved by the Board, and where appropriate, screening and reviewing such individuals and recommending to the Board candidates for election at the annual meeting of shareholders to fill Board vacancies; (ii) developing and recommending to the Board a set of corporate governance principles; (iii) overseeing the evaluation of the Board and management; and (iv) conducting an annual performance evaluation of the Committee.

In discharging its role, the Committee is empowered to investigate any matter brought to its attention with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, director search and recruitment consultants or other experts and will receive adequate funding from the Company to engage such advisors. The Committee shall have the authority to retain, compensate, terminate and oversee director search and recruitment consultants.

### **II. COMMITTEE MEMBERSHIP**

The Committee shall consist of not less than three members of the Board, each of whom has been determined by the Board to be “independent” in accordance with applicable rules of the New York Stock Exchange.

### **III. COMMITTEE MEETINGS**

The Committee shall meet on a regularly-scheduled basis at least once per year, or more frequently as circumstances dictate.

#### **IV. KEY RESPONSIBILITIES**

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board from time to time, and take any actions reasonably related to the mandate of this Charter.

To fulfill its purpose, the Committee shall:

1. identify, screen and review individuals qualified to serve as directors, consistent with criteria approved by the Board, and, in consultation with the Chairman of the Board and the President of the Company, recommend to the Board the nominees for election or re-election at the next annual meeting of shareholders and for filling any Board vacancies;
2. oversee the evaluation of the Board and management;
3. establish and recommend to the Board, oversee the implementation and effectiveness of and recommend modifications as appropriate to, the Company's Corporate Governance Guidelines;
4. review and recommend to the Board for approval any changes in the compensation of directors;
5. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
6. review and reassess the adequacy of this Charter annually, and amend as the Committee deems appropriate; and
7. report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.