

W. R. BERKLEY CORPORATION

Nominating and Corporate Governance Committee Charter

Purpose and Responsibilities

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of W. R. Berkley Corporation (the “Company”) will assist the Board in (i) identifying individuals qualified to become members of the Board (consistent with criteria approved by the Board), (ii) recommending that the Board select the director nominees for the next annual meeting of stockholders or for other vacancies on the Board, (iii) overseeing the evaluation of the Board and management, (iv) reviewing the Corporate Governance Guidelines and the Code of Ethics and Business Conduct and (v) generally advising the Board on corporate governance and related matters.

Status and Membership

The Committee will consist solely of members of the Board who satisfy the independence requirements of the New York Stock Exchange (the “NYSE”) and are qualified to discharge the Committee’s responsibilities, as determined by the Board. The members of the Committee must demonstrate an understanding of corporate governance matters and the laws, rules and regulations applicable thereto.

Members of the Committee will be elected by the Board and will serve until their successors are duly elected and qualified or until their earlier resignation or removal by the Board. The Committee will designate the Chairman of the Committee who will serve until his or her successor is duly elected and qualified or until his or her earlier resignation or removal by the Board.

Meetings

The Committee will meet as often as it determines is appropriate to carry out its responsibilities, but no less than once a year. The Chairman of the Committee, in consultation with the other Committee members, will determine the frequency and length of the meetings and will set agendas consistent with this Charter. The Committee will keep written minutes of its meetings which shall be recorded and filed with the books and records of the Company and will report its actions and recommendations to the Board after each Committee meeting and as the Board may further request. As further discussed below, the Committee will conduct an annual self-performance evaluation and present its findings to the Board.

Authority and Responsibilities

In furtherance of the Committee’s purpose, and in addition to any other responsibilities which may be properly assigned by the Board, the Committee will have the following authorities and responsibilities:

- The Committee will establish or approve the criteria for Board membership, which criteria will cover such areas as experience and skill. The Committee will identify and recommend to the Board director nominees. In identifying and recommending director nominees, the Committee members may take into account such factors as they determine appropriate, including any recommendations made by the Chief Executive Officer (“CEO”). Due consideration will be given to assessing the qualifications of potential nominees and any potential conflicts with the Company’s interests. The Committee will also assess the contributions of the Company’s incumbent directors in connection with their potential renomination.
- Committee membership for any committee established by the Board may be recommended by the CEO or any Board member, and final determinations as to committee compositions will be made by all non-management directors.
- The Committee may obtain advice and assistance from such internal and external advisors as it deems appropriate in connection with the discharge of its duties, and will have the sole authority to retain and terminate any search firm to be used to identify director candidates on behalf of the Company and shall have the sole authority to approve the search firm’s fees and other retention terms.
- The Committee will periodically review the Corporate Governance Guidelines and the Code of Ethics and Business Conduct as it deems appropriate and will recommend any changes or modifications to the Board for approval.
- To the extent not otherwise inconsistent with its obligations and responsibilities, the Committee may form subcommittees of independent directors and delegate authority hereunder as it deems appropriate.
- The Committee will oversee, as it deems appropriate, an evaluation process of each of the Board’s committees as well as an annual self-performance evaluation, and present its findings to the Board.
- The Committee will perform such other activities consistent with this Charter, the Company’s Bylaws, governing law, the rules and regulations of the NYSE, the Securities and Exchange Commission (the “SEC”) and such other requirements applicable to the Company as the Committee or the Board deem necessary or appropriate.

Governing Documents

The Committee will periodically review this Charter and the Company’s Certificate of Incorporation and Bylaws, and will recommend any changes and or amendments to the Board, as the Committee deems appropriate, including changes necessary to satisfy any applicable requirements of the NYSE, the SEC and any other legal or regulatory requirements.

Any amendments to this Charter will require the approval of a majority of the Board.

Limitations of Authority

If the Company is legally required by contract or otherwise to provide any third party with the ability to nominate a director to the Board, (e.g., preferred stock rights to elect directors upon a dividend default, shareholder agreements and management agreements), the selection and nomination of such director is not subject to the requirements set forth herein.