

The Navigators Group, Inc.

Audit Committee of the Board of Directors Charter

I. PURPOSE

The Audit Committee (the “Committee”) is a committee of the Company’s Board of Directors (the “Board”). It shall provide assistance to the Board in fulfilling the Board’s oversight functions relating to the quality and integrity of the Company’s financial reports, monitor the Company’s financial reporting process and internal control system, and perform such other activities consistent with this Charter and the Company’s By-laws as the Committee or the Board deems appropriate. The Committee’s functions shall, at a minimum, include the audit committee requirements of the NASDAQ, the Securities and Exchange Commission and the Federal securities laws.

II. COMPOSITION

The Committee shall be comprised of three or more directors, none of whom shall be an employee of the Company and each of whom shall meet the independence requirements of the following regulations: Federal securities’ laws including the Sarbanes-Oxley Act of 2002, Securities Exchange Commission regulations and NASDAQ (collectively, the “Regulations”). All members of the Committee shall be financially literate, and at least one member shall have accounting or related financial management expertise, as required by the Regulations. No Committee member may serve on more than three public company audit committees. The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve until the next annual meeting or until their respective successors shall be duly elected and qualified.

III. MEETINGS

The Committee shall meet at least three times annually, once to review the audit plan of the outside auditors, once to review the Company’s annual audited financial statements prior to their issuance, and once to review the post-audit findings of the outside auditors. A quorum for these meetings shall be a majority of the members.

The Committee shall also meet at least three times annually to confer with the outside auditors and management to review the Company’s interim financial statements and reports prior to the public announcement of financial results and the filing of the reports with the Securities and Exchange Commission. A quorum for these meetings shall be one of the members.

The Committee may also hold any special meetings as may be called by the Chairman of the Committee or at the request of outside auditors or management. Members of senior management, the outside auditors or others may attend meetings of the Committee at the invitation of the Committee and shall provide pertinent information as necessary. The Committee shall meet with the outside auditors and management in separate executive sessions to discuss any matters that the Committee or these groups believe should be discussed privately with the Committee.

The Chairman of the Committee shall set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the Committee members prior to each meeting. The Chairman will also cause minutes of each meeting to be prepared and circulated to the Committee members. The Committee may meet via telephone conference calls.

The Committee shall report regularly to the Board as to its activities.

IV. RELATIONSHIP WITH OUTSIDE AUDITORS

The outside auditors are ultimately accountable to the Board and the Committee, as representatives of the Company's shareholders, but shall report directly to the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of the outside auditors (including resolution of disagreements between management of the Company and the outside auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. All audit services and non-audit services provided to the Company by the outside auditors shall be preapproved by the Committee in accordance with such rules or limitations the Committee adopts. The Committee may delegate, subject to any rules or limitations it may deem appropriate, to one or more designated members of the Committee the authority to grant such preapprovals; provided, however, that the decisions of any member to whom authority is so delegated to preapprove an activity shall be presented to the full Committee at its next scheduled meeting.

V. FUNCTIONS

The Committee's primary functions include:

Documents/Reports Review

- (1) Review and assess the adequacy of this Charter at least annually.
- (2) Discuss all public announcements of financial results and quarterly and annual financial statements and reports prior to any filing with the Securities and Exchange Commission or any release to the public or investors.
- (3) Recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for filing with the Securities and Exchange Commission.

Outside Auditors

- (4) Approve the appointment and compensation of the outside auditors prior to any engagement.
- (5) Review all relationships the outside auditors have with the Company to determine their independence and obtain and review a report from the outside auditors concerning the auditors' internal quality control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the outside auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the outside auditing

firm, and any steps taken to deal with any such issues. The outside auditors shall annually provide to the Committee a written statement delineating all such relationships.

- (6) Review the annual audit plan of the outside auditors and evaluate their performance.
- (7) Review the experience and qualifications of the senior members of the outside auditors team.
- (8) Obtain and review a report from the outside auditors at least annually as to (a) all critical accounting policies to be used, (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management of the Company, the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the outside auditors, and (c) other material written communications between the outside auditors and management of the Company, including management letters and schedules of unadjusted differences.
- (9) Require the rotation of the outside auditors' partners on a regular basis in accordance with the Regulations.
- (10) Review the Company's hiring of employees or former employees of the outside auditors who participated in any capacity in the audits of the Company in accordance with the Regulations.

Financial Reporting Processes

- (11) Consult with the outside auditors concerning the completeness and accuracy of the Company's financial statements.
- (12) Consult with the outside auditors concerning the quality of the Company's accounting principles as applied in its financial statements and reporting.
- (13) Review any significant judgments made in management's preparation of the financial statements and the view of the outside auditors as to the appropriateness of such judgments.
- (14) Review any significant difficulties encountered during the course of the audit or review, including any restrictions on the scope of the outside auditors' work or access to reviewed information.
- (15) Review any disagreements between management and the outside auditors in connection with any public announcements of financial results and quarterly and annual financial statements and reports.
- (16) Review changes to the Company's accounting principles as recommended by the outside auditors or management.
- (17) Review with the outside auditors the adequacy of the Company's system of internal controls and disclosure controls and procedures, including computerized information system controls and security, and any related significant findings and recommendations of the outside auditors, together with management's responses thereto.

- (18) Review periodically with the Company's general counsel, legal and regulatory matters that could have a significant effect on the Company's financial statements.
- (19) Discuss with management and the outside auditors the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.

Internal Audit

- (20) The Committee shall annually, or as frequently as deemed appropriate by the Committee:
 - a) review the internal audit budget, staffing and audit plan;
 - b) review material findings of internal audit reviews and management's response, including any significant changes required in the internal auditor's audit plan or scope and any material difficulties or disputes with management encountered during the course of the audit;
 - c) perform an annual evaluation of the internal audit function.

Other

- (21) Review periodically the Company's compliance with its Conflict of Interest policy.
- (22) Establish procedures in accordance with the Regulations for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- (23) Discuss the Company's policies with respect to risk assessment and risk management.
- (24) Investigate any other matter brought to the attention of the Committee within the scope of its duties which it deems appropriate for investigation.
- (25) Ensure inclusion of the Committee's Charter in the Company's Proxy Statement as required.
- (26) Prepare the annual Committee report for inclusion in the Proxy Statement as required.
- (27) The Committee shall have such other functions as are provided by NASDAQ, the Securities and Exchange Commission and the Federal securities laws.

The Committee shall have the authority to engage outside legal, accounting, actuarial or other advisors as it determines necessary to carry out its functions.

Limitation of the Committee's Role

The Company's management has the primary responsibility for the financial statements and the reporting process, including the Company's system of internal controls and disclosure controls and procedures. The outside auditors audit the Company's financial statements and express an opinion on the financial statements based on the audit. The Committee oversees (i) the accounting and financial reporting processes of the Company and (ii) the audits of the financial statements of the Company on behalf of the Board of Directors.

While the Committee has the functions set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. The responsibility to plan and conduct audits is that of the outside auditors. The Company's management has the responsibility to determine that the Company's disclosures and financial statements are complete and accurate and in accordance with generally accepted accounting principles. It is also not the duty of the Committee to assure the Company's compliance with laws and regulations or compliance with the Company's Code of Ethics and Conduct. The primary responsibility for these matters rests with the Company's management.