

**DARWIN PROFESSIONAL UNDERWRITERS, INC.
COMPENSATION COMMITTEE CHARTER**

I. FUNCTION:

The Compensation Committee of the Board of Directors of Darwin Professional Underwriters, Inc. (the "Corporation") is charged with reviewing the compensation policies and practices of the Corporation; making annual determinations with respect to the compensation of the Chief Executive Officer of the Corporation; reviewing the annual recommendations of the Chief Executive Officer concerning the compensation of the other officers of the Corporation and making determinations with respect thereto; to the extent provided herein, administering the Corporation's 2006 Stock Incentive Plan, the Corporation's Amended and Restated Long-Term Incentive Plan and any successors thereto; and producing a report on executive compensation as required by the Securities and Exchange Commission to be included in the Corporation's annual proxy statement.

II. ORGANIZATION:

A. The Compensation Committee (the "Committee") shall be composed of two or more directors appointed by the Board of Directors of the Corporation (the "Board"), each of whom shall be independent, as determined by the Board consistent with the requirements of the NYSE Arca exchange, and one of whom shall be a director representing Alleghany Corporation. Subject to the foregoing, the Board may remove and replace members of the Committee in its discretion. The Board shall designate one of the members as Chair.

B. The Committee shall meet at such times and upon such notice as it may determine.

C. A majority of the members then in office shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

D. The Committee shall have the authority to delegate its responsibilities to a subcommittee of its members.

III. RESPONSIBILITY AND AUTHORITY:

A. The Committee shall review and approve the corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of such goals and objectives, and determine and approve the Chief Executive Officer's compensation based on such evaluation, including all adjustments to incentive compensation plans, retirement plans, other compensation plans and fringe benefits in which the Chief Executive Officer would participate, and shall report to the Board with respect thereto. In determining any long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider, among other things, the Corporation's performance and relative stockholder

return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Chief Executive Officer in past years.

B. The Committee shall review the recommendations submitted to it by the Chief Executive Officer with respect to adjustment of the compensation of the officers of the Corporation other than the Chief Executive Officer, including all recommended adjustments to incentive compensation plans, retirement plans, other compensation plans and fringe benefits in which such persons would participate; shall determine and approve the compensation of such officers of the Corporation; and shall report to the Board with respect thereto.

C. The Committee shall make such recommendations (if any) to the Board as it shall deem appropriate with respect to incentive compensation and equity-based plans that are subject to approval of the Board.

D. Unless another committee composed of two or more directors shall be designated by the Board to administer the Corporation's 2006 Stock Incentive Plan (any such committee, the "Special Committee"), the Committee shall be responsible for the administration of the 2006 Stock Incentive Plan. In the event that a Special Committee is appointed by the Board, any award granted under the Corporation's 2006 Stock Incentive Plan shall be forfeited unless thereafter ratified by the Committee. The Committee shall be responsible for the administration of the Corporation's Amended and Restated Long-Term Incentive Plan and any successor thereto, and any other compensation plans to which the Board of Directors has delegated authority to the Committee.

E. The Committee shall have, as an important objective, ensuring that the compensation practices of the Corporation and its subsidiaries are competitive and are effectively designed to attract, retain, and motivate highly qualified personnel.

F. The Committee shall produce a report on executive compensation as required by the Securities and Exchange Commission to be included in the Corporation's annual proxy statement.

G. The Committee shall annually review the compensation of the directors, including compensation for service on Committees of the Board, and shall propose changes, as appropriate, to the Board.

H. The Committee may retain and employ professional firms and experts to assist in the discharge of its duties. If a compensation consultant is to assist in the evaluation of director, Chief Executive Officer or senior executive compensation, the Committee shall have sole authority to retain and terminate the consulting firm, including sole authority to approve the firm's fees and other retention terms.

I. The Committee shall annually evaluate its performance, the qualifications of its members and the adequacy of its Charter, and report thereon to the Board.

J. The Committee shall keep regular minutes of its proceedings and shall report regularly to the Board of Directors.

Amended and Restated Compensation Committee Charter effective as of May 17, 2006