

The Navigators Group, Inc.

Executive Committee

of the

Board of Directors

Charter

I. PURPOSE

The Executive Committee (the “Committee”) is a committee of the Board of Directors of The Navigators Group, Inc. (the “Company”). The Committee shall function as the Board of Directors during the periods between regular board meetings, and under circumstances: (a) where time is of the essence, and it is impractical to assemble the full Board; (b) where business circumstances make such function necessary and/or desirable; and (c) to provide advice and guidance on matters raised by the Chairman between Board meetings.

II. COMPOSITION

The Committee shall be composed of three or more directors, one of whom shall be designated as the Committee’s Chairman. The members of the Committee shall be elected by the Board at the annual meeting of the Board and shall serve until their respective successors shall be elected and qualified. The Board may designate one or more members of the Board as alternate members of the Committee, who may replace any absent member of the Committee at any meeting.

III. FUNCTIONS

The Committee shall exercise, subject to the By-laws of the Company, all the powers and authority of the Board of Directors in the management of the business and affairs of the Company, and may authorize the seal of the Company to be affixed to all papers which may require it. However, it shall not have the authority or the power to take or approve any action or matter required to be submitted to stockholders pursuant to Delaware law. The Committee may, at its sole discretion, engage legal counsel or other advisers as it deems necessary to carry out its functions.

IV. ADMINISTRATIVE

The Committee shall meet either in person or telephonically as often as required at a time and place determined by the Chairman of the Committee, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed appropriate or desirable by the Committee. Members of senior management or others may attend meetings of the Committee at the invitation of the Chairman of the Committee and shall provide pertinent information as necessary. The Chairman of the Committee shall set the agenda for each meeting and arrange for the distribution of the agenda, together with supporting materials, to the Committee members prior to each meeting. The Chairman of the Committee will also cause minutes of each meeting to be prepared and circulated to the Committee members. A majority of the members of the Committee shall constitute a quorum for all purposes.

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