

The Navigators Group, Inc.

Finance Committee

of the

Board of Directors

Charter

I. PURPOSE

The Finance Committee (the “Committee”) is a committee of the Board of Directors. The Committee shall be responsible for overseeing: (a) the Company’s capital and financial resources; (b) the Company’s investment strategy, guidelines, transactions, and performance; and (c) such other matters as are delegated to the Committee by the Board from time to time.

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 have the following functions:

To review and provide guidance to the Board on significant financial policies and corporate finance activities including dividend policy, share repurchases, debt and equity issuance, and mergers and acquisitions.

To review the criteria for consideration as an investment adviser, portfolio manager, financial consultant, custodial bank, trust company, or other experts as needed (collectively, the “experts”) for the corporation’s assets, the Money Purchase Plan, and the 401(k) Plan.

To review performance benchmarks, standards, and goals for all such retained experts, which may vary from expert to expert as the Committee determines.

To review the retention or termination of the services of any such expert.

To review revisions to the investment guidelines of the corporation.

To review investment options available to participants in the Money Purchase Plan and 401(k) Plan.

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 at least four times each year 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 material, 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.

The Committee shall review and reassess this Charter annually.