

W. R. BERKLEY CORPORATION

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) to act on behalf of the Board in discharging its responsibilities to stockholders regarding compensation of the Company’s senior executive officers and directors.

Committee Membership, Meetings and Authority

The Committee shall be comprised of three or more members, as determined by the Board, each of whom shall (a) meet the independence requirements of the New York Stock Exchange (the “NYSE”) and (b) be a “non-employee director” within the meaning of Section 16 of the Securities Exchange Act of 1934. Members of the Committee shall be appointed by the Board on recommendation of the Nominating and Corporate Governance Committee of the Board, and may be replaced by the Board.

All members of the Committee shall have a basic understanding of the components of executive compensation and of their role in a comprehensive program linking compensation to corporate and individual performance in support of corporate objectives.

The Committee shall meet at least four times a year and as frequently as circumstances require to allow the Committee to carry out its responsibilities under this Charter. The Committee Chair will chair all meetings of the Committee; however in the absence of the Committee Chair, if a quorum is present, the members in attendance shall select a chair of the meeting. The Committee Chair will set the agendas for Committee meetings. The action of a majority of those present at a meeting at which a quorum is present shall be the action of the Committee. The Committee may take action by unanimous written consent.

The Committee shall have the sole authority to (i) retain and terminate compensation consultants to assist in matters pertaining to the compensation of the CEO, senior executive officers or directors and (ii) approve any compensation consultant’s fees (which shall be borne by the Company) and other terms of retention. The Committee shall also have authority to obtain, at the Company’s expense, advice and assistance from internal or external legal, accounting or other advisors and to meet, or otherwise coordinate its activities, with other committees of the Board as appropriate. The Committee shall annually evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. In addition, periodically and prior to hiring or obtaining advice from any compensation consultant or any external legal, accounting or other advisors retained by the Committee (other than internal legal counsel and other advisors as permitted by applicable rules and regulations of the NYSE), the Committee shall assess the independence of such consultant or advisor, including consideration of the factors specified in Rule 10C-1(b)(4) under the Securities Exchange Act of 1934 and applicable rules and regulations of the NYSE.

Committee Responsibilities

- Each year the Committee shall evaluate (i) the effectiveness of the several components that comprise, respectively, the Company's executive compensation/benefit programs and the directors' compensation program against their stated objectives and (ii) the success of each program in furthering the Company's strategic goals.
- Each year the Committee shall review and approve corporate goals and objectives, and any applicable individual goals, relevant to CEO compensation, evaluate the Company's and CEO's performance against those goals and determine the CEO's compensation accordingly. In determining the incentive component of the CEO's compensation, the Committee may consider such factors and metrics as it deems appropriate, including the Company's relative performance and shareholder return, and the value of similar incentive awards to chief executive officers at comparable companies and awards to the CEO in prior years.
- Each year the Committee shall oversee the performance evaluation of other executive officers who were "named executive officers" in the preceding year's proxy statement for the annual meeting of stockholders, or could be "named executive officers" in the next such proxy statement (hereinafter referred to as "NEOs") and determine their compensation after considering the recommendations of the CEO.
- The Committee shall endeavor to ensure that the Company's compensation plans promote long term stockholder value and are competitive in order to position the Company to attract and retain the best qualified personnel.
- The Committee shall approve any significant changes to the executive compensation system, benefit levels, or plans.
- The Committee shall review perquisites that are provided to the Company's CEO and senior executive officers.
- Each year the Committee shall direct the preparation and production of the Report of the Compensation Committee, as well as review and discuss with management the Compensation Discussion and Analysis on executive compensation required by Securities and Exchange Commission proxy rules to be included in the Company's proxy statement for each year's annual meeting of stockholders.
- The Committee shall make recommendations to the Board with respect to incentive compensation plans and equity-based plans.
- The Committee shall review and, if appropriate, approve or recommend to the Board that it approve management's compensation-related proposals to be voted upon by stockholders, including those relating to compensation plans.
- The Committee shall approve the frequency with which the Company will include in its proxy statement a management proposal permitting stockholders to have an advisory vote on executive compensation ("Say on Pay"). This review should take into account the most recent stockholder advisory vote on the frequency of Say on Pay resolutions at the Company.

- The Committee shall review the results of the Company's most recent advisory vote on executive compensation and consider its implications.
- The Committee may participate in the engagement of, and communications with, stockholders and proxy advisory firms on executive compensation matters, including with respect to stockholder votes on executive compensation.
- The Committee shall approve the terms and grant of equity-based awards and other long-term incentive awards to senior executive officers.
- The Committee shall administer plan-based equity and incentive compensation awards, including the recovery of compensation awarded to employees where necessary or appropriate.
- The Committee shall consider, approve and oversee any stock ownership guidelines for the Company's senior executive officers and directors as it deems appropriate.
- The Committee shall review and approve employment, severance, and change in control arrangements for the NEOs.
- The Committee shall oversee management's efforts to keep the Company's compensation plans and programs from encouraging excessive or inappropriate risk-taking. The Committee shall review and discuss with the Company's management any disclosure in respect of such risks required to be included in the Company's Annual Report on Form 10-K and proxy statement, as applicable.
- The Committee shall oversee Company procedures established to ensure regulatory compliance including, as relevant, determination of policy with respect to the structuring of senior executive officer compensation to preserve or not preserve tax deductibility.
- The Committee shall approve the adoption or modification of any clawback policy allowing the Company to recoup remuneration paid to senior executive officers and other employees to the extent required by law or NYSE listing rules or as the Committee otherwise considers appropriate, provided that any such policy shall provide that the decision to seek to recoup remuneration shall be made by the non-management Directors of the Company unless delegated by the Board to the Committee.
- The Committee shall approve the adoption or modification of policies regarding the pledging or hedging of Company securities and monitor compliance with respect to any adopted policy on pledging and hedging.
- The Committee shall periodically review and recommend compensation for members of the Board and Board committees.
- The Committee shall maintain minutes of its meetings and report regularly to the Board on its significant actions and activities.
- Each year the Committee shall review its own performance.

- The Committee shall provide for the orientation of new members of the Committee.
- Annually, the Committee shall review the adequacy of this Charter and recommend any proposed revisions to the Board for approval.