

**CHARTER
OF
THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
ENDURANCE SPECIALTY HOLDINGS LTD.**

(ADOPTED AS OF AUGUST 8, 2013)

I. PURPOSE OF THE COMMITTEE

The purposes of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Endurance Specialty Holdings Ltd. (the "Company") shall be to assist the Board in identifying qualified candidates for positions on the Board and developing and monitoring appropriate corporate governance policies and practices for the Company.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of three or more directors. Each member of the Nominating and Corporate Governance Committee shall qualify as an independent director under the listing standard of the New York Stock Exchange and any other applicable laws, rules and regulations. The members of the Committee shall be elected annually to one-year terms by the affirmative vote of a majority of the Board members at the first meeting of the Board to be held following the annual general meeting of shareholders or as soon thereafter as practicable. Vacancies on the Committee shall be filled by like vote of the Board at the next meeting of the Board following the occurrence of the vacancy or as soon thereafter as practicable. A member may be removed from the Committee at any time, with cause, by like vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Board shall designate one member of the Committee as its Chairperson. The Committee shall fix its own rules of procedure, which shall be consistent with the Bye-Laws of the Company and this Charter. The Committee shall establish a regular meeting schedule, which shall be at least two times annually or more frequently as circumstances require. The Chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. All actions of the Committee will require the vote of a majority of its members present at a meeting of the Committee at which a

quorum is present. The Committee shall maintain minutes of its meetings and shall regularly report on its actions to the Board.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee shall have access to any of the books and records of the Company that the Committee shall consider relevant to carrying out its duties and may require any officer or employee of the Company to attend meetings of the Committee and provide to it any information available to the Company relevant to the Committee's activities, except as the Board may otherwise direct.

IV. COMMITTEE RESPONSIBILITIES

The Committee shall have the following goals and responsibilities with respect to the Board and the Company's corporate governance:

(a) to develop and recommend to the Board specific guidelines and criteria for selecting nominees to the Board;

(b) to identify, interview and screen potential director candidates for consideration in the event of a vacancy in the Board;

(c) to review the qualifications of and recommend to the Board (i) those persons to be nominated for membership on the Board who shall be submitted to the shareholders for election or re-election at each annual general meeting of shareholders, and (ii) the nominees for directors to be elected by the Board to fill vacancies and newly created directorships;

(d) to oversee the development and implementation of a process for the Board to evaluate its own performance;

(e) to make recommendations to the Board concerning (i) the size and composition of the Board, (ii) the creation and continuation of the standing committees of the Board, (iii) the size and membership of each standing committee of the Board, and (iv) the term of membership on the Board;

(f) to evaluate Company policies relating to directors, including directors and officers insurance and Company indemnification, and make recommendations to the Board, or any appropriate committee, regarding such matters;

(g) to evaluate the independence of the members of the Board, including compliance by applicable members of the constituent committees of the Board with the requirements of the New York Stock Exchange, the Securities Exchange Act of 1934, as amended, and the Internal Revenue Code of 1986, as amended;

(h) to review periodically the Company's Corporate Governance Guidelines, Code of Business Conduct and Ethics and related policies of the Company and make recommendations to the Board for any changes deemed appropriate;

(i) to review any requests from directors and executive officers of the Company for waivers from the application of the Company's Code of Business Conduct and Ethics and related policies of the Company, to make recommendations to the Board concerning such requests or to grant or deny such requests on behalf of the Board, as appropriate, and to review any public disclosures related to such waivers;

(j) to review periodically with the Company's management policies and programs in such areas as charitable contributions, political action and legislative affairs; and

(k) to perform such other responsibilities regarding the Board, the Company's corporate governance or other matters as the Board may from time to time assign the Committee.

V. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such director recruiting firm, independent counsel, consultant or other adviser as it deems necessary for the proper performance of its responsibilities. The Committee shall have the sole authority to retain or terminate any such recruiting firm, counsel, consultant or adviser retained at the direction of the Committee to assist the Committee in carrying out its responsibilities, including sole authority to approve the fees or other compensation, and other retention terms, of such recruiting firm, counsel, consultant or adviser, such fees or other compensation to be borne by the Company.

VI. EVALUATION OF THE COMMITTEE'S PERFORMANCE

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information received by the Committee and presented by the Committee to the Board, and the adequacy of the Committee's deliberations regarding the matters reported to and acted upon by the Committee and of the deliberations of the Board regarding the matters reported to and recommended to the Board by the Committee. The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any

recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.