



**ARCH CAPITAL GROUP LTD.
Nominating and Governance Committee Charter**

Organization

The Nominating and Governance Committee (the "Committee") of the Board of Directors of Arch Capital Group Ltd. (the "Company") shall consist of no fewer than three members. The members of the Committee shall meet the then independence criteria of (i) The NASDAQ Stock Market LLC ("NASDAQ") (except as otherwise permitted by the then independence requirements of NASDAQ) and (ii) the U.S. Securities and Exchange Commission (the "SEC") (except as otherwise permitted by the rules of the SEC) and shall otherwise be independent of management and the Company and free of any relationship which, in the opinion of the Board of Directors, would interfere with the Director's exercise of independent judgment as a Committee member.

The members of the Committee shall be appointed by and may be replaced by the Board of Directors.

Purpose

The Committee, in its capacity as a committee of the Board of Directors, shall assist the Board of Directors by identifying individuals qualified to become Board members and recommend to the Board of Directors the director nominees for the next annual meeting of shareholders, and by advising the Board on corporate governance and related matters, as well as the Company's environmental, social and governance ("ESG") initiatives. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board of Directors.

Meetings

The Committee shall meet on a regular basis and is empowered to hold special meetings as circumstances require.

Committee Authority and Responsibilities

Nomination of Directors and Related Matters. The Committee shall:

1. Actively seek individuals qualified to become Board members for recommendation to the Board of Directors when requested by the Board and also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's charter documents.

2. Make recommendations to the Board of Directors regarding the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders or to fill vacancies on the Board.
3. Have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
4. Review the Board's committee structure and composition and make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen.
5. Review any director resignation letter tendered in accordance with the Company's director resignation policy set out in the Company's corporate governance guidelines, and evaluate and recommend to the Board whether such resignation should be accepted.

Corporate Governance. The Committee shall:

6. On behalf of the Board of Directors, review letters from shareholders concerning the Company's annual general meeting and make recommendations to the Board of Directors in respect thereof.
7. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles at least once a year and to recommend any changes to the Board.
8. Oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.
9. Develop, subject to approval by the Board, a process for periodic evaluations of the Board and its committees and to oversee, in combination with the Chairman of the Board, the conduct of such evaluations.

Other Matters. The Committee:

10. Will oversee the establishment, management and processes related to the Company's ESG initiatives.
11. Is authorized to engage independent counsel and other advisers as it determines to be necessary or appropriate to carry out its duties.
12. May form and delegate authority to subcommittees when appropriate.

13. May review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
14. Shall review and assess compliance with all applicable rules and regulations of the SEC and NASDAQ specifically applicable to the composition and responsibilities of the Committee.
15. Shall perform such other activities as the Board of Directors may from time to time deem necessary or appropriate.