

Finance Committee Charter for XL Group plc

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Purpose

The Finance Committee is appointed by the Board to oversee the Board's responsibilities relating to the financial affairs of the Company and to recommend to the Board financial policies, debt and credit exposure policies, equity issuances, dividends, acquisitions and divestitures, joint ventures, minority investments and overall investment policy, including benchmark setting and investment performance metrics. The Committee's responsibilities shall be discharged taking into account the relevant authorization levels and risk limits as approved by the Board and/or the Special Committee on Enterprise Risk Management (the "Special Committee") from time to time.

Committee Membership

The Finance Committee shall consist of no fewer than four members, each of whom shall have knowledge or experience relating to corporate and other financial matters. The members of the Finance Committee shall be appointed annually by the Board on the recommendation of the Nominating, Governance and External Affairs Committee. Finance Committee members may be replaced by the Board at any time if necessary or appropriate.

Committee Authority and Responsibilities

1. The Finance Committee shall review and make recommendations to the Board on financial policies for the Company, including, but not limited to, those relating to guarantees, collateral monitoring, liquidity and regulatory capital management. The Finance Committee shall oversee the Company's compliance with these policies subsequent to Board approval.
2. The Finance Committee shall review and make recommendations to the Board on all capital structure and credit facility related issues, including:
 - a. Capital Planning and Allocation;
 - b. Long-Term Debt Issuances;
 - c. Common and Preferred Equity Issuances;
 - d. Stock and Debt Redemptions or Buybacks; and
 - e. Significant Credit, Letter of Credit and Other Financial Facilities.
3. The Finance Committee shall monitor developments with rating agencies and the Company's ratings.
4. The Finance Committee shall review the annual business plan and related financial plan of the Company and make recommendations to the Board as to its adoption (as defined by Corporate Transactions Authorizations).
5. The Finance Committee shall review and recommend to the Board dividend policy and declarations.

6. The Finance Committee shall review and recommend to the Board all significant acquisitions and divestitures, joint ventures and minority investments.
7. The Finance Committee shall review the Company's quarterly and annual financial results.
8. The Finance Committee shall monitor developments and make recommendations to the Board with respect to the Company's tax status.
9. The Finance Committee shall review the Company's exposure to changes in foreign exchange rates and activities to manage such exposures.
10. The Finance Committee shall, in consultation with the Special Committee, review and recommend to the Board the following investment portfolio policies:
 - a. Overall investment policies for the management of the Company's investment portfolio;
 - b. The strategic asset allocation framework including setting appropriate risk tolerance levels and tactical allocation parameters;
 - c. Overall investment benchmarks to assess investment performance against expectations; and
 - d. Investment portfolio guidelines.

The Finance Committee shall oversee the Company's compliance with the above investment portfolio policies subsequent to Board approval. The Finance Committee shall review the Company's investment performance against the approved benchmarks as well as other key investment performance metrics.

11. The Finance Committee shall, in consultation with the Special Committee, review and recommend to the Board the following credit exposure policies:
 - a. Overall credit risk framework and policy;
 - b. Industry credit risk limits; and
 - c. Individual issuer credit risk limits.
12. The Finance Committee will provide guidance to the Special Committee in connection with establishing risk limits and policies other than as set forth in Sections 10 and 11 above, all of which must be recommended by the Special Committee to the Board for approval.
13. Subsequent to Board approval, the Finance Committee shall oversee the Company's compliance with any risk limits, authorities and policies outlined in Sections 10 and 11 above. The Finance Committee shall also evaluate, in consultation with the Special Committee, what actions to take with respect to such limits, authorities and policies. The Finance Committee shall also approve any exceptions to the above from time to time.
14. The Finance Committee may form and delegate authority to sub-committees when appropriate.
15. The Finance Committee shall review and recommend to the Board the relevant authorization levels as contained in the Company's Corporate Transactions Authorizations schedule.
16. The Finance Committee shall review and approve significant contracts and agreements of the Company as set forth in the Corporate Transactions Authorizations schedule.

17. The Finance Committee shall annually review its own performance.
18. The Finance Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Nominating, Governance and External Affairs Committee and ultimately to the Board for approval.

As of July 1, 2010