

Markel Corporation

Nominating/Corporate Governance Committee Charter

The following shall constitute the Nominating/Corporate Governance Committee Charter (the “Charter”) of the Board of Directors of Markel Corporation (the “Corporation”):

I. Organization

There shall be constituted a standing committee of the Board of Directors of the Corporation (the “Board”) to be known as the Nominating/Corporate Governance Committee (the “Committee”).

II. Composition and Selection

The Committee shall be comprised of three or more directors all of whom shall satisfy the independence requirements of the New York Stock Exchange as then in effect.

The members of the Committee shall be appointed by the Board at the Board’s annual meeting and may be removed by the Board. The members of the Committee shall serve for one year or until their successors are duly elected and qualified. The Chairman of the Committee shall be elected by the full Board, but in his or her absence, the remaining members of the Committee may designate by majority vote a member to serve as acting Chair.

III. Statement of Purpose

The Committee is appointed by the Board to (1) identify individuals qualified to become Board members, consistent with criteria approved by the Board; (2) assist the Board in reviewing, on an annual basis, the requisite independence, skills and characteristics of Board members as well as the size, composition and leadership structure of the Board as a whole and its committees; (3) recommend to the Board the director nominees for the next annual meeting of shareholders and to fill any vacancies on the Board; (4) recommend to the Board director nominees for each committee of the Board; (5) oversee the governance of the Corporation, including recommending to the Board Corporate Governance Guidelines for the Corporation; (6) receive comments from all directors on the Board’s performance and lead the Board in its annual review of the Board’s performance; and (7) annually review the Committee’s own performance. In considering candidates to serve on the Board, the Committee should seek a mix of skills and experience on the part of Board members that will maximize the Board’s effectiveness. Among attributes the Committee should take into account are integrity; leadership and policy making experience; business and financial expertise; government or community service; diversity of experience and of background; and the ability to act in the best interests of all shareholders.

IV. Committee Authority and Responsibilities

The Committee shall have the sole authority to retain and terminate a search firm, if any, to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Committee also shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors and to approve the fees and retention terms of such advisors.

The Committee may form and delegate authority to subcommittees when appropriate.

The Committee shall report regularly to the Board (i) following meetings of the Committee, (ii) with respect to those matters that are relevant to the Committee’s discharge of its responsibilities, and (iii) with respect to those recommendations that the Committee may deem appropriate.



V. Meetings

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment and that of the Board. The Chairman or a majority of the members of the Committee may call meetings of the Committee upon reasonable notice to all members of the Committee. The Committee shall meet as may be necessary to allow for the timely presentment of any nominees to the Board for consideration.

VI. Amendment

This Charter may be amended or altered by the Board by affirmative vote of a majority of the number of Directors fixed in accordance with the Bylaws.