

## **Compensation Committee Charter**

The CNA Surety Compensation Committee will be responsible for:

- The review and approval of all compensation policies, annual goals, salary actions and compensation decisions relating to the Company's CEO, CFO and other officers named in the Summary Compensation Table of the Company's Proxy;
- The review and discussion of succession planning and developmental activities for key employees;
- The administration and approval of all stock option grants made under the CNA Surety Corporation 1997 Long-Term Equity Compensation plan and the 2006 Long-Term Equity Compensation Plan;
- The review and approval of benefit programs for the company.

The Committee can expect to be briefed about other policies and programs that may affect broader segments of the employee population, to the extent that they may have a material impact on the overall performance of the company.