ASSURED GUARANTY LTD.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

1. PURPOSE OF THE NOMINATING AND GOVERNANCE COMMITTEE

The committee was established by the Board of Directors (the "Board") of Assured Guaranty Ltd. (the "Company") to assist the Board in (a) identifying individuals qualified to become Board members and recommending to the Board director nominees for the next annual general meeting of shareholders or to fill vacancies; and (b) developing and recommending to the Board appropriate corporate governance, including appropriate governance guidelines.

2. AUTHORITY OF THE NOMINATING AND GOVERNANCE COMMITTEE

(a) The committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have the sole authority to approve the search firm's fees and other retention terms.

(b) The committee shall have the authority to retain special legal, accounting, or other consultants to advise and assist the committee, including to assist in the evaluation of the compensation of directors.

(c) The committee may request any other director, officer or employee of the Company or the Company's outside counsel to attend a meeting of the committee or to meet with any members of, or consultants to, the committee.

(d) The committee may form and delegate authority to subcommittees when appropriate.

(e) The committee shall have authority to conduct a search for, and to make a recommendation to the Board regarding, a new chief executive officer.

(f) The committee shall have authority to make a recommendation to the Board regarding the termination of the Company's chief executive officer.

(g) The committee shall review and approve the appointment of non-management directors of subsidiaries of the Company and the director fees payable to such persons.

3. NOMINATING AND GOVERNANCE COMMITTEE COMPOSITION

(a) The committee shall consist of at least three members, including a chair, each selected from, and appointed by, the Board. Any committee member may be removed by the Board.

(b) Each member of the committee shall be "independent" as defined under applicable U.S. Securities and Exchange Commission and New York Stock Exchange rules, as such requirements are interpreted by the Board in its business judgment.

4. DUTIES AND RESPONSIBILITIES OF THE NOMINATING AND GOVERNANCE COMMITTEE

Nominations and Board Composition

(a) The committee shall develop qualification criteria for Board members, and actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board in accordance with the Corporate Governance Guidelines. The committee shall recommend to the Board potential nominees to the Board, and the re-nomination of incumbent directors, as appropriate. The committee shall consider potential nominees recommended by shareholders, but the committee has no obligation to recommend such candidates for nomination. The chair of the committee, on behalf of the Board, shall invite new directors to join the Board upon approval by the Board.

(b) The committee shall review annually, or more often if appropriate, the directors who are members (including qualifications and requirements) and structure (including authority to delegate) of committees of the Board (including reporting to the Board), and make recommendations to the Board, as appropriate.

(c) The committee shall review the compensation of directors and make recommendations to the Board on any recommended changes.

(d) The committee shall review the Company's share ownership guidelines applicable to directors and make recommendations to the Board on any recommended changes.

(e) The committee shall review annually, or more often if appropriate, the qualification of directors as "independent" within the meaning of U.S. Securities and Exchange Commission and New York Stock Exchange rules and make recommendations to the Board with respect to such determinations.

(f) The committee shall review annually, or more often if appropriate, the qualification of Audit Committee members as "financially literate" and as having accounting or related financial management expertise within the meaning of New York Stock Exchange rules and as audit committee financial experts within the meaning of U.S. Securities and Exchange Commission rules and make recommendations to the Board with respect to such determinations.

(g) The committee shall review planning for regular and emergency succession to the position of chair of the Board and other Board positions and recommend successors as necessary.

Corporate Governance

(a) The committee shall serve in an advisory capacity to the Board and chair of the Board on matters of organizational and governance structure of the Company and the conduct of the Board.

(b) The committee shall assist the Board in conducting a self-evaluation to determine whether the Board and its committees are functioning effectively. The committee shall review comments received from directors and report annually to the Board with an assessment of the Board's performance. The Board shall discuss the evaluation report to determine what, if any, action could improve Board and Board committee performance.

(c) The committee shall review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and the Executive Committee Charter and recommend any proposed changes thereto.

(d) The committee shall designate which director or directors shall preside at each executive session of the Board or shall designate a process by which it shall be determined which director or directors shall preside at each executive session of the Board.

(e) The committee shall have the authority to designate the officers of the Company and officers who are deemed to be the executive officers of the Company for the purposes of U.S. Securities and Exchange Commission reporting requirements.

(f) The committee shall work with the Company's chief executive officer (i) to make appropriate plans for such chief executive officer's succession, including upon retirement, death or disability and (ii) on any proposed plans to reorganize the Company's senior leadership team structure, and in each case shall consult with the Compensation Committee on such work. The committee also shall consult with the Compensation Committee on the Compensation Committee's evaluation of succession planning for the members of the senior leadership team other than the chief executive officer. The senior leadership team is composed of the chief executive officer, the other executive officers, and other officers reporting directly to the chief executive officer.

(g) The committee shall review and approve or disapprove of all proposed transactions, prior to such transactions, with executive officers and directors that, if entered into, would be required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (or any successor provision). The committee will disapprove such a transaction if it determines it to be inconsistent with the interests of the Company and its shareholders. No member of the committee having an interest in a transaction being reviewed shall participate in any decision regarding such transaction.

(h) The committee shall review reports, to be provided periodically, and not less often than annually, by the Company's general counsel, regarding transactions with executive officers and directors (other than compensation) that:

(i) Have resulted, or could result, in expenditures that are required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (or any successor provision); or

(ii) Have resulted, or could result, in expenditures that the Company's general counsel has determined are not required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (or any successor provision).

No member of the committee having an interest in a transaction being reviewed shall participate in any decision regarding such transaction.

(i) The committee shall review compliance with applicable anti-corruption and anti-bribery laws.

(j) The committee shall review shareholder proposals (if any) and significant shareholder relation issues and engagement.

(k) The committee shall review policies and practices with respect to political contributions and lobbying expenses by the Company and/or its subsidiaries.

(l) The committee shall review the Company's corporate insurance program.

Other

(a) The committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

(b) The committee shall annually review its own performance.

(c) The committee shall have such other duties, responsibilities and authorities consistent with this charter, the Company's bye-laws, or as the Board may from time-to-time delegate.

5. **REPORTING RESPONSIBILITIES**

(a) The committee shall keep a record of its proceedings.

(b) The committee shall report to the Board.

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