

## **COMPLAINT PROCEDURES FOR ACCOUNTING AND AUDITING MATTERS**

Any employee of Darwin Professional Underwriters, Inc. (the "Company"), or its subsidiaries, may submit a good faith complaint regarding accounting or auditing matters to the Company without fear of dismissal or retaliation of any kind. The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. The Company's Audit Committee will oversee treatment of complaints and employee concerns in this area.

In order to facilitate the reporting of complaints, the Company's Audit Committee has established the following procedures for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters ("Accounting Matters") and (2) the confidential, anonymous submission by employees of concerns regarding questionable Accounting Matters.

### **Receipt of Employee Complaints**

Employees with concerns regarding Accounting Matters may report their concerns on a confidential basis to the General Counsel of the Company or to the Chairman of the Audit Committee. If employees wish, they may submit their concerns anonymously.

Employees may forward complaints to the General Counsel through telephone, fax, e-mail or regular mail as follows:

Mark I. Rosen, Esq.  
Senior Vice President and General Counsel  
Darwin Professional Underwriters, Inc.  
9 Farm Springs Road  
Farmington, CT 06032  
mrosen@darwinpro.com  
(860) 284-1951  
(860) 284-1950 (fax)

Complaints may also be forwarded to the Chairman of the Audit Committee by mail in a sealed envelope addressed to the Chairman of the Audit Committee c/o the General Counsel. The General Counsel will deliver the envelope unopened to the Chairman of the Audit Committee.

### **Scope of Matters Covered by These Procedures**

These procedures relate to employee complaints relating to any questionable Accounting Matters, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;

- deficiencies in or noncompliance with the Company's internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- deviation from full and fair reporting of the Company's financial condition.

### **Treatment of Complaints**

Upon receipt of a complaint, the General Counsel or the Chairman of the Audit Committee will (i) determine whether the complaint actually pertains to Accounting Matters and (ii) when possible, acknowledge receipt of the complaint to the sender.

Complaints relating to Accounting Matters will be reviewed under Audit Committee direction and oversight by the General Counsel or such other persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.

Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.

The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee, or tolerate any threats or harassment of any employee, who in good faith reports any complaint regarding Accounting Matters or otherwise.

### **Reporting and Retention of Complaints and Investigations**

The General Counsel will maintain a log of all complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof for the Audit Committee. Copies of complaints and such log will be maintained in accordance with the Company's record management policies.