

XL GROUP PLC
Form DEF 14A
March 07, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

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XL GROUP
Public Limited Company
(Name of Registrant as Specified in Its Charter)
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XL GROUP PLC

**NOTICE OF ANNUAL GENERAL MEETING OF HOLDERS OF ORDINARY
SHARES TO BE HELD ON FRIDAY, MAY 6, 2011**

Dublin, Ireland

March 7, 2011

To the Holders of Ordinary Shares of XL Group plc:

Notice is hereby given that the Annual General Meeting of Holders (the Shareholders) of ordinary shares of XL Group plc (the Company) will be held at The Merrion Hotel, located at Upper Merrion Street, Dublin 2, Ireland, on Friday, May 6, 2011 at 8:30 a.m. local time for the following purposes:

1. To elect four Class I Directors to hold office until 2014;
2. To ratify the appointment of PricewaterhouseCoopers LLP, New York, New York, to act as the independent registered public accounting firm of the Company for the year ending December 31, 2011;
3. To provide a non-binding, advisory vote approving the Company's executive compensation;
4. To provide a non-binding, advisory vote on the frequency of future executive compensation votes;
5. To approve the increase in the number of shares available for issuance under the Company's 1991 Performance Incentive Program; and

6. To transact such other business as may properly come before the meeting or any adjournments thereof.

Only shareholders of the Company at the close of business on March 3, 2011 are entitled to notice of, and to vote at, the annual meeting. For instructions on voting, please refer to the instructions on the enclosed proxy card.

By Order of The Board of Directors,

Kirstin Romann Gould

Secretary

Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting of Shareholders to be held on May 6, 2011. Our Proxy Statement for the 2011 Annual General Meeting of Shareholders and the Annual Report to Shareholders for the fiscal year ended December 31, 2010 are available at www.envisionreports.com/XL if you are a shareholder of record, and www.edocumentview.com/XL if you are a beneficial owner.

Your vote is important. Whether or not you plan to attend the 2011 Annual General Meeting of Shareholders, please vote as promptly as possible by telephone, through the Internet or by requesting a paper proxy card to complete, sign and return by mail.

XL GROUP PLC

**PROXY STATEMENT FOR THE ANNUAL GENERAL MEETING OF HOLDERS OF
ORDINARY SHARES TO BE HELD ON MAY 6, 2011**

GENERAL INFORMATION

The accompanying proxy is solicited by the Board of Directors of XL Group plc to be voted at the Annual General Meeting of holders (the Shareholders) of the Company s ordinary shares (the Shares) to be held on May 6, 2011 and any adjournments thereof. Pursuant to the rules of the U.S. Securities and Exchange Commission (the SEC), the Company has elected to provide access to its proxy materials over the Internet, except that hard copy versions of such materials will be provided to Shareholders pursuant to their previous request. Accordingly, the Company is sending the Notice of Internet Availability of Proxy Materials (the Notice) to Shareholders. The Notice, the Proxy Statement, the Notice of Annual General Meeting and the proxy card are first being made available to Shareholders on or about March 7, 2011. The Company has made available with this Proxy Statement the Company s Annual Report on Form 10-K (the Annual Report to Shareholders), although the Annual Report to Shareholders should not be deemed to be part of this Proxy Statement. All Shareholders will have the ability to access the proxy materials on a website referred to in the Notice. Shareholders may also request to receive a printed set of the proxy materials. In addition, Shareholders may specify how they would prefer to receive proxy materials in the future, including receiving proxy materials by e-mail or in hard copy format. By sending you the proxy materials over the Internet or by e-mail, the Company saves the cost of printing and mailing documents to you and reduces the impact of the Company s Annual Meetings on the environment. If you elect to receive future proxy materials by e-mail, you will receive an e-mail with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by e-mail will remain in effect until you terminate it. Additionally, if you choose to receive future proxy materials by mail, your election to receive proxy materials by mail will remain in effect until you terminate it.

When such proxy is properly executed, the Shares it represents will be voted at the meeting on the following proposals: (1) the election of the four nominees for Class I Directors identified herein, (2) the ratification of the appointment of PricewaterhouseCoopers LLP, New York, New York (the Independent Auditor), to act as the independent registered public accounting firm of the Company for the year ending December 31, 2011; (3) approval of the Company s executive compensation through a non-binding (advisory) vote; (4) the frequency of future executive compensation votes through a non-binding (advisory) vote; and (5) the increase in the number of Shares available for issuance under the Company s 1991 Performance Incentive Program.

Any Shareholder giving a proxy has the power to revoke it prior to its exercise by giving notice of such revocation to the Secretary of the Company in writing to XL House, One Bermudiana Road, Hamilton HM 08, Bermuda, by attending and voting in person at the Annual General Meeting or by executing a subsequent proxy, provided that such action is taken in sufficient time to permit the necessary examination and tabulation of the subsequent proxy or revocation before the votes are taken.

Shareholders of record as of the close of business on March 3, 2011 will be entitled to vote at the Annual General Meeting. As of March 3, 2011, there were 309,127,160 outstanding Shares entitled to vote at the Annual General Meeting, with each Share entitling the holder of record thereof to one vote at the Annual General Meeting (subject to certain limitations set forth in the Company s Articles of Association see footnote 1 under the heading Security Ownership of Certain Beneficial Owners, Management and Directors).

Under Irish companies law, we are required to provide you with our Irish Statutory Accounts for our 2010 fiscal year, including the reports of our Directors and auditors thereon, which accounts have been prepared in accordance with Irish law. The Irish Statutory Accounts will be made

available on the Company's website at www.xlgroup.com/financialreports/irish2010 and will be laid before the Annual General Meeting. Other than the presentation of the Company's 2010 financial statements and the minutes of the 2010 Annual General Meeting, the Company knows of no specific matter to be brought before the Annual General Meeting that is not referred to in the Notice of Annual General Meeting. If any such matter comes before the Annual General Meeting, including any Shareholder proposal properly made, the proxy holders intend to vote proxies in accordance with their judgment.

The election of each nominee for Director and the ratification of the appointment of the Independent Auditor require the affirmative vote of a majority of the votes cast on such proposals at the Annual General Meeting, provided there is a quorum (consisting of two or more Shareholders present in person or by proxy and holding Shares representing at least fifty percent (50%) of the issued Shares carrying the right to vote at the Annual General Meeting). For purposes of determining a quorum, abstentions and broker non-votes present in person or by proxy are counted as represented. The increase in the number of Shares available for issuance under the Company's 1991 Performance Incentive Program requires the affirmative vote of a majority of votes cast provided that the total vote cast on the proposal represents over 50% in interest of all securities entitled to vote on the proposal.

Although the non-binding (advisory) vote approving the Company's executive compensation is non-binding, approval of a majority of the votes cast on this proposal is required, and to the extent there is any significant negative vote, the Board intends to consult directly with Shareholders as necessary to better understand the concerns that influenced the vote.

Although the non-binding (advisory) vote on the frequency of future executive compensation votes is non-binding, approval of a majority of the votes cast on this proposal is required. The Board intends to carefully consider the results of this proposal in determining the frequency of future executive compensation advisory votes.

With respect to proposal I, the election of directors; proposal III, a non-binding (advisory) vote approving the Company's executive compensation; and proposal IV, a non-binding (advisory) vote on the frequency of future executive compensation votes, abstentions and broker non-votes with respect to such proposals will not be considered votes cast with respect to such proposals. Therefore, abstentions and broker non-votes will have no effect on the outcome of proposals.

With respect to proposal II, the ratification of the appointment of the Independent Auditor, Shares owned by Shareholders electing to abstain from voting on a proposal will not be considered votes cast with respect to such proposal and, therefore, will have no effect on the outcome of the proposal.

With respect to proposal V, approval of the increase in the number of shares available for issuance under the Company's 1991 Performance Incentive Program, in accordance with the rules of the New York Stock Exchange, abstentions will be considered votes cast and therefore will have the effect of a vote against the proposal. Broker non-votes will not be considered votes cast and therefore will have no effect on the outcome of proposal.

On July 1, XL Group plc and XL Group Ltd. (formerly known as XL Capital Ltd) completed a redomestication transaction in which all of the ordinary shares of XL Group Ltd. were exchanged for all of the Shares of XL Group plc. For periods prior to July 1, 2010, references herein to the Company are to XL Group Ltd. For periods on and subsequent to July 1, 2010, references herein to the Company are to XL Group plc.

**XL GROUP PLC
PROXY STATEMENT**

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PROPOSALS UNDER VOTE

I. ELECTION OF DIRECTORS

At the Annual General Meeting, four Class I Directors are to be elected to hold office until the 2014 Annual General Meeting of Shareholders. All of the nominees are currently serving as Directors and were appointed or elected in accordance with the Company's Articles of Association. The persons designated as proxies will vote FOR the election of each of the nominees, unless otherwise directed. All of the nominees have consented to serve if elected, but if anyone becomes unavailable to serve, the persons named as proxies may exercise their discretion to vote for a substitute nominee.

The name, principal occupation and other information concerning each nominee and each continuing Director, including the reasons for the view of the Board of Directors (sometimes hereinafter referred to as the Board) that each of the nominees for election, and each of the continuing directors, should serve as directors at this time, are set forth below.

Nominees for Whom Proxies will be Voted

Class I Directors whose terms will expire in 2014:

Herbert N. Haag, age 64, has been a Director of the Company since June 2006. Mr. Haag was the founding President and Chief Executive Officer (CEO) of Bermuda-based reinsurer PartnerRe Ltd. from 1993 until his retirement in December 2000. From December 2000 to 2002, Mr. Haag served as Senior Advisor of PartnerRe Ltd. Mr. Haag's insurance industry career spans approximately 40 years, including 24 years with Swiss Reinsurance Company where he held various senior positions, lastly as Executive Vice President responsible for Swiss Re Zurich's reinsurance business for the Americas, Asia, Africa and Southern Europe. Mr. Haag is the President of the Swiss-Japanese Society in Switzerland.

Having served as the President and CEO of PartnerRe Ltd., Mr. Haag brings to the Board a wealth of management experience with focus on the opportunities and challenges facing the insurance and reinsurance industry on a worldwide basis. Mr. Haag's approximately 40 years of global reinsurance operations experience contributes to the Board's risk oversight role, particularly relating to oversight of Company policies and procedures in the area of enterprise risk management.

Michael S. McGavick, age 53, was appointed as a Director of the Company in April 2008, shortly prior to his commencement as the Company's CEO on May 1, 2008. Previously, Mr. McGavick was President & CEO of Seattle-based insurer Safeco Corporation from January 2001 to December 2005, and was Chairman of Safeco's board of directors from January 2002 to December 2005. Prior to joining Safeco, Mr. McGavick spent six years with Chicago-based CNA Financial Corporation, where he held various senior executive positions before becoming President and Chief Operating Officer of the Company's largest commercial insurance operating unit. Mr. McGavick's insurance industry experience also includes two years as Director of the American Insurance Association's Superfund Improvement Project in Washington D.C. where he became the Association's lead strategist in working to transform U.S. Superfund environmental laws. Mr. McGavick is a member of the boards of the American Insurance Association and the Insurance Information Institute, and the Second Deputy Chair of the board of the Association of Bermuda Insurers and Reinsurers.

Upon joining the Company in 2008, Mr. McGavick pioneered and has led the successful implementation of the Company's strategy to simplify its organizational structure, focus on its core property, casualty and specialty insurance and reinsurance businesses and enhance its enterprise risk management capabilities. Mr. McGavick provides innovative leadership and knowledge of all aspects of the Company's business, and has a proven track record in the insurance industry, especially relating to turnaround management. The Company's ongoing strategy initiatives,

including the creation of the new Office of Strategic Growth, are examples of Mr. McGavick's innovative leadership in action. In addition, Mr. McGavick's previous political and public affairs experience augments the range of knowledge and experience he brings to the Company and the Board.

Ellen E. Thrower, age 64, has been a Director of the Company since 1995. Dr. Thrower is a Professor of Risk Management and Insurance at St. John's University in New York, and was Executive Director of St. John's School of Risk Management, Insurance, and Actuarial Science from June 2001 to December 2010. She is President *Emeritus* of the College of Insurance, where she served as President from June 1988 to June 2001 (when the College merged with St. John's University). Previously she was a Professor of Insurance at Drake University in Des Moines, Iowa, where she also served as Director of The Insurance Center. Dr. Thrower has been a director of The Risk Foundation since 2003, and currently serves as chair of its board. She has also served as a director of United Educators Insurance since 1996.

With extensive academic experience in the area of insurance and risk management, Dr. Thrower is a noted specialist in insurance and risk management. She is of significant assistance in the Board's oversight and development of sound policies, procedures and practices for the Company's insurance and reinsurance operations. In addition, the Board benefits from Dr. Thrower's current and previous experience from serving on the boards of other insurance companies, including SBLI USA Mutual Life Insurance Company, Inc. (2003-2010) and SCOR, U. S. (1995-2004).

Sir John M. Vereker, age 66, has been a Director of the Company since November 2007. Sir John Vereker was the Governor and Commander-in-Chief of Bermuda from April 2002 to October 2007. Prior to that, he was the U.K.'s Permanent Secretary of the Department for International Development and of its predecessor, the Overseas Development Administration, from 1994 to 2002. Over the years, Sir John Vereker's career has included working at the World Bank, serving as Private Secretary to three U.K. Ministers of Overseas Development, working on public sector issues in the Policy Unit of the British Prime Minister's Office and serving as Deputy Secretary for the Department of Education and Science. He has been a Board Member of the British Council, the Institute of Development Studies and the Institute of Manpower Studies and Voluntary Service Overseas. He has served on the Advisory Councils for the Centre for Global Ethics and for the British Consultancy and Construction Bureau. He has also been an adviser to the U.N. Secretary-General's Millennium Development Project and a member of the Volcker panel, which investigated the World Bank's institutional integrity. Sir John Vereker is an independent director of MWH Global, whose principal business is wet infrastructure engineering, and a Trustee of the Ditchley Foundation.

As a result of his extensive career in the public sector, Sir John Vereker provides valuable insights to the Board in the areas of government relations and external affairs. In particular, Sir John Vereker's significant public sector experience and previous leadership positions in Bermuda and the U.K., brings depth to the Board's oversight of public policy matters on a global basis.

Your Board of Directors recommends that Shareholders vote FOR the nominees for Class I Directors for terms to expire in 2014.

Directors Whose Terms of Office Do Not Expire at This Meeting

Class II Directors whose terms will expire in 2012:

Ramani Ayer, age 63, was appointed as a Director of the Company in February 2011. Previously, Mr. Ayer served as the Chairman of the board and CEO of Hartford Financial Services Group Inc. from February 1997 to October 2009. In addition, Mr. Ayer is the former Chairman of the American Insurance Association, the Property & Casualty CEO Roundtable and the Insurance Services Office. He is currently a member of the board and past chairman of the Hartford Hospital, as well as a board member of the Maharishi University of Management and the David Lynch Foundation.

During his 36 year career with The Hartford, Mr. Ayer held progressively senior roles until 2009. Mr. Ayer's long tenure as the chairman of the board and CEO of The Hartford, during which time he built the company into a recognized leader in Property and Casualty Insurance, provides him a wealth of experience with respect to the varied and complex issues that confront large (re)insurers such as the Company. In particular, the Board expects that Mr.

Ayer's vast knowledge and experience in the Property & Casualty space will complement the existing expertise of the Board and will benefit the Company as it continues to build on its solid foundation, global platform

and depth of underwriting talent. In accordance with the Company's Articles of Association, which provide for a newly appointed director to constitute a member of the class represented by the person that he replaces and for each class of directors to consist as nearly as possible of one-third of the total number of directors, Mr. Ayer replaces Mr. Hutton as a Class II director.

Dale R. Comey, age 69, has been a Director of the Company since 2001. Mr. Comey served as alternate lead director of the Board from February 2008 to April 2009. Mr. Comey was a director of St. Francis Hospital and Medical Center, Hartford, Connecticut from 1988 to 2006. Prior to his retirement, Mr. Comey was Executive Vice President at the corporate headquarters of the ITT Corporation from 1990 to 1996, where he was responsible for directing the operations of several ITT business units, including ITT Hartford and ITT Financial Corporation. From 1988 to 1990, Mr. Comey was President of ITT Hartford's Property & Casualty Insurance Business.

Mr. Comey brings an actuarial background and extensive operational and business leadership skills to the Board. Through his experience serving in various senior leadership positions with ITT Corporation, he has first-hand knowledge of the varied and complex financial, operational and governance issues that confront large (re)insurers such as the Company. This experience makes him well-suited to serve as Chair of the Nominating, Governance and External Affairs Committee. In addition, Mr. Comey's experience gained from serving as a director of a non-profit institution adds to the depth and breadth of his knowledge of operational, strategic and governance issues that may confront the Company.

Robert R. Glauber, age 71, has been the non-executive Chairman of the Board since April 2009 and a Director of the Company since September 2006, having originally served on the Company's Board from 1998 to May 2005. Mr. Glauber served as lead director of the Board from February 2008 to April 2009. Mr. Glauber is presently a Lecturer at the Harvard Kennedy School of Government and a Visiting Professor at the Harvard Law School. Most recently, Mr. Glauber served as CEO of the National Association of Securities Dealers, Inc. from November 2000 to August 2006 and, in addition, as Chairman from September 2001 to August 2006. Mr. Glauber is currently a director of Northeast Bancorp, Moody's Corporation and the Federal Home Loan Mortgage Corp. (Freddie Mac) and a trustee of the International Accounting Standards Committee Foundation. He previously served on the boards of Quadra Realty Trust, the Federal Reserve Bank of Boston, a number of Dreyfus mutual funds and the Investment Company Institute. From 1989 to 1992, he served as Under Secretary of the Treasury for Finance and, prior to that, was a Professor of Finance at the Harvard Business School. He is a Senior Advisor to Peter J. Solomon Company.

Mr. Glauber's strong management background in both the public and private sectors, and his expertise in financial services regulation, public policy and corporate governance provides him the consensus-building and leadership skills necessary to chair the Board. In addition, Mr. Glauber's variety of experience serving as a director of several large financial companies adds to the depth and range of his contribution to the Board.

Class III Directors whose terms will expire in 2013:

Joseph Mauriello, age 66, has been a Director of the Company since 2006. Mr. Mauriello was formerly Deputy Chairman and Chief Operating Officer of KPMG LLP (United States) and KPMG Americas Region from 2004 to 2005 and a director of KPMG LLP (United States) and KPMG Americas Region from 2004 to 2005. During his 40 years at KPMG, Mr. Mauriello held numerous leadership positions, including Vice Chairman of Financial Services from 2002 to 2004. He is a Certified Public Accountant (Retired) in New York and is a member of the American Institute of Certified Public Accountants. He has also been a member of the board of overseers of the School of Risk Management, Insurance and Actuarial Science of the Peter J. Tobin College of Business at St. John's University since 2002, a trustee of the St. Barnabas Medical Center in New Jersey since 2003 and the St. Barnabas Health Care System since 2008, a member of the board of directors of the Alliance for Lupus Research since 2006, a member of the board of directors of Arcadia Resources, Inc. since March 2007, and a member of the board of trustees of Fidelity Funds since July 2007. From July 2006 to July 2007, he served as a member of the board of directors of the Hamilton Funds of the Bank of New York.

Mr. Mauriello's significant experience in the independent public accounting and financial services industries, including a 40 year tenure in senior positions with the leading international accounting firm of KPMG, makes him well-qualified to serve in his current position as Chair of the Audit Committee. He has in-depth familiarity with financial accounting practices and reporting responsibilities, including those unique to property, casualty and specialty insurance and reinsurance companies. In addition, the Board benefits from Mr. Mauriello's breadth of experience serving on the boards of directors of other publicly traded companies.

Eugene M. McQuade, age 62, has been a Director of the Company since 2004. Mr. McQuade is the CEO of Citibank, N.A., a role he assumed in August 2009. He is also a member of Citigroup's Executive Committee and serves on the board of directors of Citibank, N.A. From February 2008 to February 2009, Mr. McQuade was Vice Chairman and President of Merrill Lynch Banks (U.S.). Mr. McQuade was President and Chief Operating Officer of Freddie Mac from September 2004 to September 2007 and a director of Freddie Mac from November 2004 to August 2007. Mr. McQuade was President and a director of Bank of America Corporation from April 2004 to June 2004. He previously had been President and Chief Operating Officer at FleetBoston Financial Corporation from 2002 to March 2004. Mr. McQuade served as Vice Chairman and Chief Financial Officer of FleetBoston Financial Corporation from 1997 to 2002. He also served as a director of FleetBoston Financial Corporation from 2003 until April 2004 (when FleetBoston Financial Corporation merged into Bank of America Corporation). Mr. McQuade is a Certified Public Accountant.

Mr. McQuade has extensive experience and financial expertise through his service in management positions such as CEO, president, vice chairman, chief financial officer and chief operating officer of several global, publicly traded financial institutions. This expertise makes him well-qualified to serve as Chair of the Risk and Finance Committee. In addition, the Board derives valuable insight and benefit from Mr. McQuade's judgment and experience as a current or former member of the board of directors of several financial institutions.

Clayton S. Rose, age 52, was appointed a Director of the Company in December 2009 after review of a number of candidates recommended by the Board's search consultant. Dr. Rose is a Professor of Management Practice at the Harvard Business School, and has been a member of its faculty since July 2007. Previously, he was an adjunct professor at the Stern School of Business at New York University (2002-2004) and at the Graduate School of Business at Columbia University (2002-2006). In addition to his responsibilities at Harvard, Dr. Rose is currently a director of Freddie Mac and a member of its Business and Risk and Compensation Committees. He is a trustee of the Howard Hughes Medical Institute and the National Opinion Research Center at the University of Chicago, and is a director of Public/Private Ventures. Dr. Rose previously chaired the Board of Managers of Highbridge Capital Management, a hedge fund owned by JP Morgan Chase (2007-2010), and served as a director of Mercantile Bancshares (2001-2007) and Lexicon Pharmaceuticals (2003-2007).

Dr. Rose is a former executive of J.P. Morgan & Co., where he headed each of the Global Investment Banking and the Global Equities Divisions, and served as a member of the firm's executive committee. During his career at J.P. Morgan, he held management roles in various securities, derivatives and corporate finance businesses. This range of experience in the financial services industry, together with his academic role at three leading U.S. business schools, where he teaches or has taught courses on financial services, managerial responsibility, ethics and strategy provides expertise in the areas of finance, investments, management, corporate governance and strategy. In addition, the Board derives benefit from Dr. Rose's experience as a current or former director of three publicly traded companies.

II. RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR

The Audit Committee of the Board is required by law and applicable NYSE rules to be directly responsible for the appointment, compensation and retention of the Company's Independent Auditor. The Audit Committee has appointed PricewaterhouseCoopers LLP, New York, New York as the Company's Independent Auditor for the year ending December 31, 2011. While Shareholder ratification is not required by the Company's Articles of Association or otherwise, the Board of Directors is submitting the appointment of PricewaterhouseCoopers LLP to the Shareholders

for

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ratification as part of good corporate governance practices. If the Shareholders fail to ratify the appointment, the Audit Committee may, but is not required to, reconsider whether to retain PricewaterhouseCoopers LLP. Even if the appointment is ratified, the Audit Committee in its discretion may direct the appointment of a different independent auditor at any time during the fiscal year if it determines that such a change would be in the best interest of the Company and its Shareholders.

The Board recommends a vote FOR the proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's Independent Auditor to audit the Company's consolidated financial statements for the year ending December 31, 2011. The persons designated as proxies will vote FOR the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's Independent Auditor, unless otherwise directed. Representatives of PricewaterhouseCoopers LLP are expected to be present at the Annual General Meeting, with the opportunity to make a statement should they choose to do so and are expected to be available to respond to questions, as appropriate.

Your Board of Directors recommends that Shareholders vote FOR the proposal to ratify the appointment of PricewaterhouseCoopers LLP.

III. NON-BINDING (ADVISORY) VOTE APPROVING EXECUTIVE COMPENSATION

This proposal gives Shareholders the opportunity to express their views on the compensation paid to our named executive officers by voting for or against the following resolution. This resolution is required pursuant to Section 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act). While the affirmative vote of a majority of the votes cast on this proposal is required and the vote is non-binding and advisory in nature, the Board and intends to carefully consider any significant negative shareholder vote resulting from the proposal to better understand the concerns that influenced the vote.

The Board has developed the executive compensation program that is described more fully in the Executive Compensation section of this proxy statement, including the Compensation Discussion and Analysis and the related tables and narrative. The program promotes a performance-based culture and aligns executives' interests with those of shareholders by linking a substantial portion of compensation to the Company's performance and by requiring executives to hold 50% of equity grants made on or after February 28, 2010 for five years. It balances short- and long-term compensation features to encourage the achievement of annual goals and objectives while also rewarding executives for production of value for the Company's shareholders over the long term. The program is also designed to attract and retain highly talented executives who are critical to the successful implementation of the Company's strategy.

More specifically:

Incentive-based pay on average represents approximately 85% of Total Direct Compensation, as defined under Executive Compensation Compensation Discussion and Analysis Role of Compensation Benchmarking, for those named executive officers still serving in such capacity as of March 7, 2011;

Salary on average represents only approximately 15% of such named executive officers' Total Direct Compensation;

For our Chief Executive Officer specifically, incentive based pay represents 89% of his Total Direct Compensation, with approximately 67% tied to the creation of long-term shareholder value and approximately 22% tied to achievement of challenging

annual performance goals;
and

The Management
Development and
Compensation Committee
(the Compensation
Committee) carefully
reviews executive
compensation practices and
has implemented a
compensation program that:

Helps the
Company reach
its short-term
and long-term
strategic
objectives;

Bases annual
compensation
decisions
primarily on an
assessment of
each executive's
achievement of
qualitative and
quantitative
goals that are
critical for the
creation of
long-term
shareholder
value;

Requires
executive
officers to
maintain certain
equity
ownership
levels;

Claws back
incentive
payments paid
to an executive
who engages in
willful
misconduct that

results in a
financial
restatement due
to material
non-compliance
with financial
reporting
requirements;
and

Avoids
perquisites that
exceed levels
customary to the
markets in
which
executives
reside.

For the reasons discussed above, the Board recommends that Shareholders approve the executives' compensation by approving the following resolution:

RESOLVED, that the shareholders approve the compensation of the Company's named executive officers, as disclosed in the Compensation Discussion and Analysis, the compensation tables and the related disclosure contained in this proxy statement.

Your Board of Directors recommends that Shareholders vote FOR the approval of the resolution set forth above.

IV. NON-BINDING (ADVISORY) VOTE ON THE FREQUENCY OF FUTURE EXECUTIVE COMPENSATION VOTES

The Company is presenting the following proposal to give Shareholders the opportunity to inform the Company as to how often you wish the Company to include the resolution set forth in Proposal III above in our proxy statement. This resolution is required pursuant to Section 14A of the Exchange Act. While our Board intends to carefully consider the frequency approved by the shareholders, the final vote will not be binding on us and is advisory in nature.

RESOLVED, that the shareholders identify in an advisory, non-binding vote, whether a non-binding vote on the compensation of the Company's named executive officers pursuant to Section 14A of the Securities Exchange Act should occur every:

year;

two
years;
or

three
years.

After careful consideration of the frequency alternatives, the Board believes that conducting an advisory vote on executive compensation on an annual basis is appropriate for the Company and its Shareholders at this time.

Your Board of Directors recommends that Shareholders vote to hold an advisory, non-binding vote on executive compensation on an annual basis.

V. APPROVAL OF INCREASE IN THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE UNDER THE 1991 PERFORMANCE INCENTIVE PROGRAM

The Board of Directors of the Company has amended and restated the XL Group plc 1991 Performance Incentive Program (the Program), subject to Shareholder approval, to increase the number of Shares available for issuance under the Program.

Without taking into account the amendment of the Program, 6,274,767 Shares are available for grants of new awards under the Program after February 28, 2011. (See Equity Compensation Plan Information below for further information regarding Shares available for issuance under the Company's compensation plans at December 31, 2010.) The Company believes that it will be at a competitive disadvantage in its efforts to attract and retain its employees if it does not have the flexibility to issue equity-based compensation awards to targeted individuals. Accordingly, the Program has been amended, subject to shareholder approval, to increase the number of shares that may be issued by 13 million Shares. The Program provides for grants of stock options, restricted stock, restricted stock units, stock appreciation rights (SARs), performance share awards and performance unit awards. The Company recognizes that restricted stock, restricted stock units, SARs and performance share awards generally have a greater cost to the Company than stock options. Accordingly, the number of available shares under the Program is reduced by two for each restricted stock, restricted stock unit, SAR, performance share award or performance unit award issued. Any restricted stock, restricted stock unit, performance share award or performance unit award granted to executive officers of the Company as a regular annual grant vests only if the criteria specified in the award are met. The Program has provided for a maximum number of shares that can be granted to any individual during a calendar year in the form of performance shares, performance units or shares of restricted stock and restricted stock units intended to qualify as qualified performance-based compensation under applicable provisions of the United States Internal Revenue Code (the Code) as well as stock options and SARs of 300,000 shares (or in the case of performance units, an amount of

cash equal to the value of 300,000 Shares), and of one million with respect to options and SARs that may be granted to any individual participant during any calendar year.

The Shareholders are requested to approve the increase in the number of Shares available for issuance under the Program. The following summary of the amended and restated Program is qualified in its entirety by express reference to the Program, which is attached as Appendix A to this proxy statement.

General

The Program is intended to provide incentives to attract, retain and motivate employees of the Company and its subsidiaries and affiliates in order to achieve the Company's long-term growth and profitability objectives. The Program provides for the grant to eligible employees of stock options, SARs, restricted stock, restricted stock units, performance shares, and performance units (the Awards). After amendment of the Program, 19,274,767 Shares will be available for issuance under the Program after February 28, 2011, plus Shares that subsequently become available as a result of forfeitures, cancellations or expiration of Awards under the Program. However, for each restricted stock, restricted stock unit, SAR or performance share or unit award issued, the number of Shares available under the Program is reduced by two Shares. In the event that an award issued under the Program expires or is terminated unexercised as to any Shares covered thereby, or Shares are forfeited for any reason under the Program, such Shares shall thereafter be again available for issuance under the Program. Forfeited awards will result in the addition to Shares available for issuance under the Program. In addition, the Program provides that the maximum number of Shares with respect to which options and SARs may be granted to any individual participant during any calendar year is 1,000,000, and the number of performance shares, performance units and shares of restricted stock and restricted stock units intended to qualify as qualified performance-based compensation under applicable provisions of the Code that can be granted to any individual during a calendar year is 300,000 Shares (or in the case of performance units, an amount of cash equal to the value of 300,000 Shares). Any benefits payable under a performance unit award are payable in cash. Each of the share limits referred to above is subject to anti-dilution adjustments in the event of certain changes in the Company's capital structure.

Eligibility and Administration

Officers and other employees of the Company and its subsidiaries and affiliates are eligible to be granted Awards under the Program. The Program is administered by the Compensation Committee or such other Board committee or subcommittee (or the entire Board) as may be designated by the Board. The Compensation Committee determines which eligible employees receive Awards, the types of Awards received and the terms and conditions thereof. The Compensation Committee has authority to waive conditions relating to an Award or accelerate vesting of Awards. Historically, approximately 160 employees have received awards under the Program. Since selection for participation in the Program is in the sole discretion of the Compensation Committee, it is not possible to determine the number of employees who will receive awards under the Program in the future.

Awards

Incentive stock options (ISOs) intended to qualify for special tax treatment in accordance with the Code, nonqualified stock options not intended to qualify for special tax treatment under the Code and SARs may be granted for such number of Shares as the Compensation Committee determines. The Compensation Committee is authorized to set the terms relating to an option or SAR, including the exercise price and the time and method of exercise. The exercise price of stock options and SARs cannot be less than the fair market value per share on the date of grant. The terms of ISOs comply with the provisions of Section 422 of the Code. Options and SARs may not be repriced or exchanged for another Program Award without Shareholder approval.

Awards of restricted stock and restricted stock units are subject to such restrictions on transferability and other restrictions, if any, as the Compensation Committee may impose. Such restrictions lapse under circumstances as the Compensation Committee may determine in each Award Agreement. Except as otherwise determined by the Compensation Committee, eligible employees granted restricted stock have all of the rights of a stockholder, including the right to vote restricted stock and receive dividends thereon. Restricted stock units provide for the delivery of a number of Shares equivalent to the number of restricted stock units at the time and subject to the terms and conditions set forth in the applicable award agreement.

Awards of restricted stock, restricted stock units, performance shares and performance units may not be exchanged for other Program Awards without Shareholder approval.

Performance shares and performance units provide for future issuance of Shares or payment of cash to the recipient upon the attainment of corporate performance goals established by the Compensation Committee over specified performance periods. Prior to payment of performance shares or performance units, the Compensation Committee will certify that the performance objectives were satisfied. Performance objectives may vary from employee to employee.

If the Compensation Committee determines that an award of performance shares, performance units, shares of restricted stock or restricted stock units should qualify under the performance-based compensation exception to the \$1 million cap on deductibility under Section 162(m) of the Code, the grant, vesting and/or settlement of such awards shall be contingent upon achievement of pre-established performance goals based on one or more of the following business criteria for the Company, on a consolidated basis, and/or for specified subsidiaries or business units of the Company (except with respect to the total stockholder return and earnings per share criteria): earnings per share; revenues; cash flow; cash flow return on investment; return on assets; return on investment; return on capital; return on equity; economic value added; operating margin; net income; pretax earnings; pretax earnings before interest, depreciation and amortization; pretax operating earnings after interest expense and before incentives, service fee, and extraordinary or special items; operating earnings; total stockholder return; and any of the above goals as compared to the performance of a published or special index deemed applicable by the Compensation Committee including, but not limited to, the Standard & Poor's 500 Stock Index.

Amendment and Termination

The Board of Directors may, at any time and from time to time, suspend or terminate the Program in whole or amend it from time to time in such respects as the Board of Directors may deem appropriate, but any such amendment will be subject to the approval of Shareholders if required by applicable law or the rules of any stock exchange on which the Shares may then be listed. In addition, without the consent of an affected participant, no amendment, suspension, or termination of the Program may adversely affect the rights of such participant under any Award theretofore granted to him or her.

Market Value

The per share closing price of the Company's Shares on March 4, 2011 was \$22.95.

EQUITY COMPENSATION PLAN INFORMATION

As required by Item 10 of Schedule 14A, the following table summarizes the Company's equity compensation plan information as of December 31, 2010:

(a)	(b)	(c)
Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding

**securities
reflected in column
a)**

Plan Category				
Equity compensation plans approved by security holders (1)	13,783,813	\$	50.72	11,828,515 (2)
Equity compensation plans not approved by security holders (3)	0	\$	0	169,407
Total	13,783,813	\$	50.72	11,997,922

(1) Pertains to the Company's 1991 Performance Incentive Program, the Company's Directors Stock & Option Plan, and the Company's NAC Re Corp. 1989 Stock Option Plan. Includes for the Company's 1991 Performance Incentive Program, 13,629,376 securities to be issued upon exercise of outstanding options, warrants and rights, a \$51.02 weighted average exercise

price of
outstanding
options,
warrants and
rights, and
11,563,471
securities
remaining
available for
future
issuance

under equity
compensation
plans
(excluding
securities
reflected in
column a).
Includes for
the Company's
Directors
Stock &
Option Plan,
150,000
securities to
be issued
upon exercise
of outstanding
options,
warrants and
rights, a
\$23.56
weighted
average
exercise price
of outstanding
options,
warrants and
rights, and
265,044
securities
remaining
available for
future
issuance
under equity
compensation
plans
(excluding
securities
reflected in
column a).
Includes for
the Company's
NAC Re
Corp. 1989
Stock Option
Plan, 4,437
securities to
be issued
upon exercise
of outstanding

options,
warrants and
rights, a
\$36.78
weighted
average
exercise price
of outstanding
options,
warrants and
rights, and no
securities
remaining
available for
future
issuance
under equity
compensation
plans
(excluding
securities
reflected in
column a).

- (2) In relation to
the 1991
Performance
Incentive
Program, of
such
maximum
number of
Shares at
December 31,
2010,
1,000,000 can
be issued as
any form of
Award, except
that the
number of
Shares
available
under the
Program will
be reduced by
two Shares for
each share of
restricted
stock that
vests and each

share issued upon the vesting of restricted stock units, SARs or performance shares.

- (3) The Company's 1999 Performance Incentive Program for Employees provided for grants of non-statutory stock options, restricted stock, performance shares and performance units to employees of the Company and its subsidiaries who were not subject to the reporting requirements of Section 16(a) of the Exchange Act. The Company does not intend to make any further grants pursuant to this plan.

Federal Income Tax Consequences

The following is a summary of the U.S. federal income tax consequences of the Program, based upon current provisions of the Code, the Treasury regulations promulgated thereunder and administrative and judicial interpretations thereof, and does not address the consequences under any state, local or foreign tax laws. Many of the Company's officers and employees are not subject to U.S. personal income taxation and may be subject to taxation under the laws of jurisdictions other than the United States.

Stock Options. In general, the grant of an option will not be a taxable event to the recipient and will not result in a deduction to the Company or its subsidiaries. The tax consequences associated with the exercise of an option and the subsequent disposition of Shares acquired on the exercise of such option depend on whether the option is a nonqualified stock option or an ISO.

Upon the exercise of a nonqualified stock option, the participant will recognize ordinary taxable income equal to the excess of the fair market value of the Shares received upon exercise over the exercise price, and the participant's employer will generally be able to claim a deduction in an equivalent amount (this is generally relevant only if the employer is a U.S. subsidiary of the Company). Any gain or loss upon a subsequent sale or exchange of the Shares will be capital gain or loss, long-term or short-term, depending on the holding period for the Shares.

Generally, a participant will not recognize ordinary taxable income at the time of exercise of an ISO and no deduction will be available to the participant's employer, provided the option is exercised while the participant is an employee or within three months following termination of employment (longer, in the case of disability or death). If an ISO granted under the Program is exercised after this period, the exercise will be treated for United States federal income tax purposes as the exercise of a nonqualified stock option. Also, an ISO granted under the Program will be treated as a nonqualified stock option to the extent it (together with other ISOs granted to the participant by the Company) first becomes exercisable in any calendar year for Shares having a fair market value, determined as of the date of grant, in excess of \$100,000.

If Shares acquired upon exercise of an ISO are sold or exchanged more than one year after the date of exercise and more than two years after the date of grant of the option, any gain or loss will be long-term capital gain or loss. If Shares acquired upon exercise of an ISO are disposed of prior to the expiration of these one-year or two-year holding periods, the participant will recognize ordinary income at the time of disposition, and the participant's employer will generally be entitled to a deduction, in an amount equal to the excess of the fair market value of the Shares at the date of exercise over the exercise price. Any additional gain will be treated as capital gain, long-term or short-term, depending on how long the Shares have been held.

Although the exercise of an ISO as described above would not produce ordinary taxable income to the participant, it would result in an increase in the participant's alternative minimum taxable income and may result in an alternative minimum tax liability.

If an option is exercised through the use of Company Shares previously owned by the participant, such exercise generally will not be considered a taxable disposition of the previously

owned Shares and, thus, no gain or loss will be recognized with respect to such previously owned Shares upon such exercise. The amount of any built-in gain on the previously owned Shares generally will not be recognized until the new Shares acquired on the option exercise are disposed of in a sale or other taxable transaction.

Restricted Stock. A participant who receives shares of restricted stock will generally recognize ordinary income at the time that they vest, i.e., when they are not subject to a substantial risk of forfeiture. The amount of ordinary income so recognized will be the fair market value of the Shares at the time the income is recognized (determined without regard to any restrictions other than restrictions which by their terms will never lapse), less the amount, if any, paid for the Shares. This amount is generally deductible for federal income tax purposes by the participant's employer. Dividends paid with respect to shares that are not vested will be ordinary compensation income to the participant (and generally deductible by the employer). Any gain or loss upon a subsequent sale or exchange of the shares measured by the difference between the sale price and the fair market value on the date restrictions lapse will be capital gain or loss, long-term or short-term, depending on the holding period for the shares. The holding period for this purpose will begin on the date following the date restrictions lapse.

In lieu of the treatment described above, a participant may elect immediate recognition of income under Section 83(b) of the Code. In such event, the participant will recognize as ordinary income the fair market value of the restricted stock at the time of grant (determined without regard to any restrictions other than restrictions that by their terms will never lapse), and the participant's employer will generally be entitled to a corresponding deduction. Dividends paid with respect to shares as to which a proper Section 83(b) election has been made will not be deductible. If a Section 83(b) election is made and the restricted stock is subsequently forfeited, the participant will not be entitled to any offsetting tax deduction.

SARs and Other Awards. With respect to SARs, restricted stock units, performance shares and performance units, generally, when a participant receives payment with respect to any such Award granted under the Program, the amount of cash and the fair market value of any other property received will be ordinary income to such participant and will be allowed as a deduction for federal income tax purposes to the employer.

Deductibility Limit on Compensation in Excess of \$1 Million. Section 162(m) of the Code generally limits the deductible amount of annual compensation paid (including, unless an exception applies, compensation otherwise deductible in connection with Awards granted under the Program) by a public company to a covered employee (i.e., the CEO and three other most highly compensated executive officers of the Company other than the Chief Financial Officer) to no more than \$1 million. While the Company does not require that all compensation awarded to its named executive officers in furtherance of its overall corporate goals be awarded in a tax deductible manner, and instead strives to maintain flexibility in this regard, it does attempt to structure stock options granted under the Program to comply with an exception to non-deductibility under Section 162(m) of the Code in order to maximize the tax deductions available to U.S.-based subsidiaries of the Company.

New Program Benefits

The amount of benefits that will be granted under the Program cannot be determined at this time. For information regarding grants made to the named executive officers under the Program during 2010, see Grants of Plan-Based Awards Table herein. For a description of grants made to the named executive officers under the Program for 2011, see Executive Compensation Compensation Discussion and Analysis.

Your Board of Directors recommends that Shareholders vote FOR the proposal to increase the number of Shares available for issuance under the Program.

CORPORATE GOVERNANCE

The Company's Board of Directors and management have a strong commitment to effective corporate governance. The Company has in place a comprehensive corporate governance framework for its operations which, among other things, takes into account the requirements of the Sarbanes-Oxley Act of 2002, the SEC and the New York Stock Exchange (NYSE). The key components of this framework are as follows:

Board of Directors

The size of the Board is fixed currently at ten members. The Company's Articles of Association provide that the Board of Directors shall be divided into three classes, designated Class I , Class II and Class III , with each class consisting as nearly as possible of one-third of the total number of Directors constituting the entire Board of Directors.

The term of office for each Director in Class I expires at the 2011 Annual General Meeting; the term of office for each Director in Class II expires at the 2012 Annual General Meeting; and the term of office for each Director in Class III expires at the 2013 Annual General Meeting. At each Annual General Meeting, the successors of the class of Directors whose term expires at that meeting are elected to hold office for a term expiring at the Annual General Meeting to be held in the third year following the year of their election.

In 2010, there were five meetings of the Board. Each director attended 75% or more of the total number of such meetings of the Board and of the Committees on which each such director served. See Committees below for the number of meetings held by each of the Company's committees during 2010. The Company expects Directors to attend the Annual General Meeting and all ten of the Company's then Directors attended the 2010 Annual General Meeting.

Leadership Structure

The Board has a preference with respect to the separation of the office of Chairman of the Board from that of the Chief Executive Officer. The Board believes that this item is part of the succession planning process and should be regularly reviewed as appropriate. Accordingly, Robert R. Glauber has served as the non-executive Chairman of the Board since April 2009.

The Board regularly considers the qualifications necessary for its members. In this regard, the Board believes that its members should be persons with superior business judgment and integrity who have distinguished themselves in their chosen fields of endeavor and who have knowledge or experience in the areas of insurance, reinsurance, financial services or other aspects of the Company's business, operations or activities. In addition, the Board believes its members should have the talent and vision to provide oversight and direction in the areas of strategy, operating performance, corporate governance and risk management in order to maximize the interests of Shareholders while maintaining the highest standards of ethical business conduct. The Board believes that each of its Directors contributes a strong background and set of skills to enable the Board to meet its responsibilities.

Board Role in Risk Management

The Company is focused on enhancing its risk management capabilities throughout all facets of its operations.

The Company's Chief Enterprise Risk Officer (CERO) chairs the Company's Enterprise Risk Management Committee, which is comprised of the most senior risk management executives of the Company, and assists with the efficient identification, assessment, monitoring and reporting of key risks across the Company. The CERO reports directly to the Company's CEO and acts as a liaison between the Company's Enterprise Risk Management Committee, the Board and the Risk and Finance Committee and other Board committees with respect to risk matters. All of the Company's employees are expected to assist in the appropriate and timely identification and management of risks and to enhance the quality and effectiveness of enterprise risk management.

During 2009, the Board formed a Special Committee on Enterprise Risk Management to assist with the Board's enterprise risk management oversight responsibilities. The Special Committee was charged by the Board with recommending, no later than October 2010, whether it should become a permanent Committee or move its responsibilities into other Committees. On the Special Committee's recommendation, the Board determined in July 2010 to consolidate the oversight of the Company's risk management responsibilities into the Finance Committee and rename such Committee the Risk and Finance Committee. The Risk and Finance Committee's enterprise risk management responsibilities include, among other things, review of the methodology for establishing the Company's risk capacity, review and approval of enterprise risk limits and review of the Company's overall risk profile and monitoring of key risks across the Company's organization as a whole, which may involve coordination with other committees of the Board from time to time as appropriate.

With respect to compensation risk oversight and assessment, the Compensation Committee, which is responsible for oversight of the Company's executive compensation programs, in consultation with management and Meridian Compensation Partners, LLC, the Compensation Committee's independent compensation consultant (Meridian), reviewed the impact of the Company's executive compensation programs, and the incentives created by the compensation programs that it administers, on the Company's risk profile. To aid the Compensation Committee in its review, in October 2010 management completed an evaluation of each of the Company's significant compensation programs to determine whether the arrangements were designed and operated in a prudent manner.

During the evaluation process, management considered whether each program's administration, oversight, structure and processes possessed a formal and consistently applied design and approval process, and provided for accurate and timely payouts and ongoing plan monitoring and oversight. Moreover, management evaluated the performance metrics utilized in these arrangements to determine whether they were consistent with the Company's risk profile and incentivized appropriate risk-taking behaviors.

Management provided the results of its evaluation to the Compensation Committee in October 2010. The evaluation demonstrated that the inherent risks in the Company's compensation programs are appropriately mitigated in several ways. The compensation programs evaluated generally have multiple performance measures and/or vesting provisions that require employees to take into account both the short-term and long-term interests of the Company. With respect to equity-based awards, share ownership guidelines (discussed in greater detail in Executive Compensation Compensation Discussion and Analysis Executive Share Ownership Guidelines) require executives to hold equity grants for specified periods of time. These practices encourage our executives to focus on the long-term creation of shareholder value.

The employee behaviors that drive the achievement of various performance goals under the Company's incentive arrangements are subject to rigorous oversight by management's enterprise risk management process, including reviews by the Company's Operational Risk and Anti-Fraud Sub-Committees. This is in addition to the application of the Company's framework for finance internal controls and its underwriting, claims and actuarial guidelines and processes. The accuracy and timing of incentive arrangement payouts is monitored and overseen by various internal and external audit functions.

Finally, the Compensation Committee's reservation of discretion to take into account all relevant factors in determining the amounts of annual bonus and other incentive payments or awards mitigates the risk that a formulaic calculation of these payments or awards based on pre-established performance metrics could result in payouts that are not aligned with the creation of shareholder value and the overall financial performance of the Company. See

Executive Compensation Compensation Discussion and Analysis. For example, the Compensation Committee has discretion to consider factors in addition to our achievement of specified performance goals, including but not limited to macro market forces, extraordinary items of income or loss and the Company's general performance relative to its peers, which mitigates the risk of anomalous awards that may result from reliance on formulaic calculations only.

Executive Sessions of Independent Directors

The Company's independent Directors meet as a group in executive session at regularly scheduled meetings of the Board without any member of management in attendance. Mr. Glauber, the non-executive Chairman of the Board and, in his absence, Mr. Comey, presides at such executive sessions of the Board.

Independence Standards

The Board has adopted director independence standards to assist it in making determinations as to whether Directors have any material relationships with the Company for purposes of determining independence under the listing standards of the NYSE and the Exchange Act. The director independence standards are attached as Appendix B to this Proxy Statement. In accordance with these standards, the Board of Directors determined (i) in February 2011, that each of Messrs. Comey, Glauber, Haag, Mauriello and McQuade, Drs. Rose and Thrower and Sir John Vereker is independent in accordance with such standards and (ii) that no transactions or relationships existed that were inconsistent with a determination that each such Director is independent.

In reaching its conclusion with respect to each of the independent directors, the Board considered the information contained in this proxy statement as well as that (i) a Director (Mr. Mauriello) receives a pension from a company that has done business with the Company during the past three years, and (ii) a Director (Mr. McQuade) has a family member who in 2008 and 2009 was employed by an investment bank that participated in certain of the Company's credit facilities, but the family member was not involved in respect of such credit agreements.

Board Diversity

The Company's corporate governance guidelines provide that the Nominating, Governance and External Affairs Committee considers diversity among other factors in assessing the skills and characteristics of Director candidates and the Board as a whole. This consideration includes a broad evaluation of diversity of skills, experience, background, viewpoints and other demographics represented on the Board as a whole. This discussion and evaluation of diversity occurs at the Board and committee levels.

Committees

The Board has established an Audit Committee, a Compensation Committee, a Nominating, Governance and External Affairs Committee and a Risk and Finance Committee. In addition, special committees of the Board may be created from time to time to oversee special projects, financings and other initiatives. The Audit Committee is comprised entirely of directors who meet the independence, financial experience and other qualification requirements of the NYSE and applicable securities laws. In addition, each member of the Compensation Committee, the Nominating, Governance and External Affairs Committee and the Risk and Finance Committee meets the independence requirements of the NYSE. The members of the Compensation Committee are non-employee directors as defined by Rule 16b-3 under the Exchange Act and are outside directors as defined by Section 162(m) of the Code.

Audit Committee

The Audit Committee's primary purpose is to assist in the Board's oversight of the integrity of the Company's financial statements, including its system of internal controls, the Independent Auditor's qualifications, independence and performance, the performance of the Company's internal audit function and the Company's compliance with legal and regulatory requirements. The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the Independent Auditor in preparing or issuing an audit report or performing other audit, review or attestation services for the Company. Messrs. Mauriello (Chairman) and Comey, Dr. Thrower and Sir John Vereker comprise the Audit Committee. The Audit Committee met seven times during 2010. The Board has determined that Mr. Mauriello is an audit committee financial expert (as that term is defined in Item 407(d)(5)(ii) of

Regulation S-K).

Compensation Committee

The Compensation Committee reviews and approves the goals, objectives and the performance of the CEO, as well as oversees executive management development and succession planning. In addition, the Compensation Committee is responsible for approving the compensation of all executive officers and other key executives and approving the overall compensation structure of the Company including compensation and benefit plans. Messrs. Haag (Chairman), Ayer, Mauriello and McQuade comprise the Compensation Committee. The Compensation Committee met six times during 2010.

All material compensation arrangements are established or overseen by the Compensation Committee. As part of its oversight of the Company's executive compensation programs, and in consultation with management and Meridian, the Compensation Committee reviewed the impact of the Company's executive compensation programs, and the incentives created by the compensation programs that it administers, on the Company's risk profile. To aid the Compensation Committee in its review, in October 2010, management completed an evaluation of each of the Company's significant compensation programs to determine whether the arrangements were designed and operated in a prudent manner. For additional information regarding the Compensation Committee's review, see Board Role in Risk Management.

Nominating, Governance and External Affairs Committee

The Nominating, Governance and External Affairs Committee makes recommendations to the Board as to nominations to the Board and Board committee memberships and compensation for Board and Board committee members, as well as structural, governance and procedural matters. The Nominating, Governance and External Affairs Committee also reviews the performance and charters of the Board and of each standing committee of the Board, reviews public policy and reputation management issues of significance to the Company, and oversees the Company's program of charitable giving and political contributions. Messrs. Comey (Chairman) and Glauber, Drs. Thrower and Rose, and Sir John Vereker comprise the Nominating, Governance and External Affairs Committee. The Nominating, Governance and External Affairs Committee met five times during 2010.

(i) Identifying and evaluating nominees

The Nominating, Governance and External Affairs Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole. For each Director, this assessment includes review of his or her qualification as independent, as well as consideration of diversity of skills, viewpoints, background and experience in the context of the needs of the Board.

When the Board determines to seek a new member, whether to fill a vacancy or otherwise, the Nominating, Governance and External Affairs Committee utilizes third-party search firms and considers recommendations from Board members, management and others, including Shareholders. In general, the Nominating, Governance and External Affairs Committee looks for new members possessing superior business judgment and integrity who have distinguished themselves in their chosen fields of endeavor and who have knowledge or experience in the areas of insurance, reinsurance, financial services or other aspects of the Company's business, operations or activities. In addition, the Board believes its members should have the talent and vision to provide oversight and direction in the areas of strategy, operating performance, corporate governance and risk management in order to maximize the interests of Shareholders while maintaining the highest standards of ethical business conduct.

(ii) Nominees recommended by Shareholders

The Nominating, Governance and External Affairs Committee will consider, for Director nominees, persons recommended by Shareholders, who may submit recommendations to the Nominating, Governance and External Affairs Committee in care of the Company's Secretary at XL House, One Bermudiana Road, Hamilton HM 08,

Bermuda. To be considered by the Nominating, Governance and External Affairs Committee, such recommendations must be accompanied by the

information regarding the nominating Shareholder and the proposed candidate required pursuant to Article 61 of the Company's Articles of Association, which includes all information that would be required in connection with a solicitation of proxies for the election of directors in a contested election pursuant to Section 14A of the Exchange Act, and a written statement from the proposed candidate that he or she is willing to be nominated and desires to serve if elected. Nominees for Director who are recommended by Shareholders to the Nominating, Governance and External Affairs Committee will be evaluated in the same manner as any other nominee for Director. See Shareholder Proposals for 2012 Annual General Meeting.

Risk and Finance Committee

The Risk and Finance Committee reviews and oversees, among other matters, the Company's capital structure, debt and equity issuances, dividend policy, acquisitions and divestitures, significant strategic investments, overall investment policy and performance, the quarterly and annual financial results and enterprise risk management matters, including review of the methodology for establishing the Company's risk capacity, review and approval of enterprise risk limits and review of the Company's overall risk profile and monitoring of key risks across the Company's organization as a whole. Messrs. McQuade (Chairman), Ayer, Comey, Glauber, Haag and Mauriello and Dr. Rose comprise the Risk and Finance Committee. The Risk and Finance Committee met five times during 2010.

Until July 2010, the Company also had a Special Committee on Enterprise Risk Management, which reviewed and oversaw the management of enterprise-wide key risks, including risk identification, assessment, monitoring, management and reporting, recommended risk policies and limits to the Board, assessed the integrity and adequacy of the Company's risk management function and ensured that sound policies, procedures and practices are in place for the enterprise-wide management of the Company's key risks. Messrs. Hutton (Chairman), Haag, Mauriello and McQuade comprised the Special Committee on Enterprise Risk Management. The Special Committee on Enterprise Risk Management met five times during 2010, prior to the Board's determination to consolidate the oversight of the Company's risk management responsibilities into the Finance Committee and rename such committee the Risk and Finance Committee.

Compensation Committee Interlocks and Insider Participation

For the period from January 1, 2010 to July 23, 2010, Messrs. Glauber (Chairman), Haag, Mauriello and McQuade comprised the Compensation Committee. For the period from July 23, 2010 to December 31, 2010 Messrs. Haag (Chairman), Mauriello and McQuade comprised the Compensation Committee.

Since August 2009, Mr. McQuade has served as the CEO of Citibank, N.A (Citibank). Citibank and its affiliates were during 2010 and continue to be lenders and letter of credit issuers under certain of the Company's credit facilities. As of December 31, 2010, these affiliates had commitments of \$1.18 billion, of which \$1.18 billion were outstanding under the credit agreements, and had issued \$0.591 million of outstanding but undrawn letters of credit on behalf of the Company. The Company paid approximately \$3.2 million in commitment and letter of credit fees during 2010. In addition, affiliates of Citibank provided the following services to the Company in 2010: cash management services for which the Company paid fees of approximately \$0.6 million; and foreign exchange related services for which the Company paid fees of approximately \$0.2 million.

The Company believes all of these transactions were entered into in the ordinary course of business on customary terms.

Communications with Members of the Board of Directors and its Committees

Shareholders and other interested persons may communicate directly with one or more Directors (including the Chairman or all non-management Directors as a group) by writing to them in care of the Company's Secretary at XL House, One Bermudiana Road, Hamilton HM 08, Bermuda and specifying the intended recipient(s). All such

communications will be forwarded to the

appropriate Director(s) for review, other than communications that are advertisements or other commercial solicitations or communications.

Code of Conduct

The Company has adopted a Code of Conduct that applies to all of the Company's Directors, officers (including the CEO) and employees. The Company will post on its website at *www.xlgroup.com* any amendment to or waiver under the Code of Conduct granted to any of its Directors or executive officers that relates to any element of the code of ethics definition set forth in Item 406 of Regulation S-K of the Securities Act of 1933, as amended.

Website Access to Governance Documents

The Company's Director Independence Standards, Corporate Governance Guidelines, Code of Conduct, the charters for the Audit Committee, Compensation Committee, Nominating, Governance and External Affairs Committee and Risk and Finance Committee and other Company ethics and governance materials are available free of charge on the Company's website located at *www.xlgroup.com* or by writing to Investor Relations, XL Group plc, XL House, One Bermudiana Road, Hamilton HM 08, Bermuda.

Procedures for Approval of Related Person Transactions

The Company's Board of Directors has written policies and procedures relating to the approval or ratification of transactions with Related Persons, as defined below. Under these policies and procedures, management must present to the Nominating, Governance and External Affairs Committee any Related Person Transactions proposed to be entered into by the Company and any Ordinary Course Related Person Transactions known to management, including the aggregate value of such transactions, if applicable. In reviewing proposed Related Person Transactions, the Committee must consider, among other things, if such transactions are on terms comparable to those that could be obtained in arm's length dealings with an unrelated third person and must review such transactions to ensure that the terms are arm's length or otherwise fair to the Company. In instances where an Ordinary Course Related Person Transaction is reviewed, the Committee must determine whether such proposed transaction is in the ordinary course of business and on terms no more favorable than are made to other unrelated persons. After review, the Committee shall approve or disapprove such transactions. Management must, at each subsequent Nominating, Governance and External Affairs Committee meeting, update the Committee as to any material change to those transactions that have been approved by the Nominating, Governance and External Affairs Committee. No Director may participate in any approval of a Related Person Transaction or Ordinary Course Related Person Transaction in which he or she is a Related Person.

Under these policies and procedures, a Related Person Transaction is any transaction, including proposed charitable contributions or pledges of charitable contributions, in which the Company was or is a participant, the amount involved exceeds \$120,000 and a Related Person had or will have a direct or indirect material interest. A Related Person Transaction does not include the Company's providing insurance and/or reinsurance to Shareholders or their affiliates, or to employers or entities associated with a Related Person in the ordinary course of business, on terms no more favorable to the (re)insureds than are made available to other customers (collectively, Ordinary Course Related Person Transaction(s)). A Related Person is a senior officer, director or nominee for director of the Company, a greater than 5% beneficial owner of the Company's outstanding Shares, any immediate family member (as that term is defined by Item 404 of Regulation S-K) of any of the foregoing or an entity in which a person listed in the foregoing has a substantial interest in, or control of, such entity or which employs a person listed in the foregoing.

Related person transactions during 2010 are discussed under the heading Related Person Transactions.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

1. Introduction

Our overriding goal for 2010 was to continue to build on the momentum of our 2009 turnaround and create a foundation for delivering long-term value to our shareholders. We continued to focus on our core strengths: our strong global market presence, operating performance, and capitalization. We delivered solid operating results in 2010 despite lower levels of business activity in general, intense competition in the property and casualty industry, and significantly lower investment yields. Some examples of our successes in 2010 are as follows:

We increased our book value per ordinary share by 23%.

Our Share price increased 19.04% from December 31, 2009 (\$18.33) to December 31, 2010 (\$21.82).

We prudently managed capital and improved our capital position. During 2010, we purchased and canceled 25.7 million Shares under our share buyback programs for \$520 million. In November 2010, we announced the Board's authorization of a new \$1 billion ordinary share buyback program. As of December 31, 2010, shareholders equity was up 13% over year-end 2009. This increase was due

to improved investment portfolio fair values and higher net income, partially offset by share buyback activity.

In November 2010, Standard & Poor's (S&P) revised its outlook on XL Group Ltd. and its operating subsidiaries to Stable from Negative and affirmed the financial strength ratings for XL's core insurance subsidiaries. Fitch Ratings also affirmed the ratings of XL Group Ltd. and its property and casualty insurance and reinsurance subsidiaries and revised its rating outlook to Stable from Negative in July 2010. The actions of our ratings agencies reflect improvements in our capitalization, reduced financial leverage, lower investment risk and stabilization of our competitive position, all of which relate to our NEOs' 2010 qualitative goals.

We continued to cultivate a strong risk culture throughout the organization and enhance our risk management capabilities, demonstrating improvements in capital modeling, strategic risk management, and controls. This culminated in an upgrade to a Strong rating from S&P on our enterprise risk management activities (upgraded from a rating of Adequate With Positive Trend).

In the face of continuing soft markets, we have focused on hiring senior-level underwriting talent with the intent of broadening our specialty offerings and building upon our recognized competitive advantage in these business lines based on our underwriting expertise and product design. Recent hires in our new construction and surety lines of business, our North American Property and

Casualty business and our Bermudian Reinsurance operations will help ensure that we are well-positioned in these product and geographic areas when the markets harden. Other key new hires were made to our Enterprise Risk Management team and our new Office of Strategic Growth. Details of our success in attracting and retaining key talent during 2010 are provided below.

We redomesticated our parent holding company from the Cayman Islands to Ireland in July, which we expect will reduce certain risks that may impact us. In anticipation of the redomestication, we actively supported the index management committees at S&P and Russell Investments during their reviews of and updates to domicile criteria for inclusion in U.S. index families. We were

subsequently
retained in both of
their benchmark
U.S. indices.
Contemporaneous
with this effort, we
completed the
rebranding of the
XL Capital name
to XL Group.

These accomplishments are examples of the efforts of our named executive officers (NEOs) as well as other members of the Leadership Team (direct reports to the Chief Executive Officer)

during 2010. Our compensation programs for 2010 were designed to help us achieve these results by motivating our NEOs to achieve the following goals:

Reaching our short-term goals of profitable underwriting activities and achieving our long-term strategy of creating and maintaining a culture of underwriting excellence.

Using capital effectively while maintaining appropriate levels of liquidity.

Optimizing our investment portfolio and making it more closely resemble the portfolio of a traditional property and casualty insurance company.

Improving the quality of services to our clients.

Increasing the efficiency of our corporate support

activities
while
managing
costs.

2. Executive Compensation Philosophy and Core Principles

Our philosophy for our executive compensation programs is based on the following principles and tenets:

Rewarding
senior
executives
based on their
contribution to
the Company's
overall
performance in
any given year.

Attracting and
retaining high
quality
executives
who will
develop and
implement our
business
strategies
effectively.

Motivating
senior
executives to
maximize the
long-term
creation of
shareholder
value.

Designing
incentive
programs that
incorporate
qualitative
components
and enabling
the
Compensation
Committee to
exercise
judgment and

its discretion in determining the level of compensation paid to our NEOs, even in formula-based calculations, in both annual and long-term incentive programs.

Consideration of factors besides peer market data in setting target levels of executive compensation for a particular year, including each executive's performance during the prior year, relevant experience and skill-sets, the significance of the executive's role to our business strategy, and his or her achievement of particular short- and long-term goals.

Consideration of the mix of different forms of compensation, and the appropriate allocation of

total
compensation
among annual
base salary,
annual cash
incentives and
long-term
incentives.

See Executive Compensation Process and Oversight below.

3. Role of Compensation Benchmarking

The Compensation Committee conducts a review of peer group market data on an annual basis to ensure that compensation levels for our executives are reasonable. Specifically, they ensure that target compensation is in line with the levels of compensation paid by our peer group of companies to individuals in positions requiring the same primary skill sets as our Leadership Team. In February 2010, the Compensation Committee reviewed market data in the process of determining 2010 Total Direct Compensation for NEOs. Total Direct Compensation is defined as annual base salary, target bonus and the grant date value of long-term incentive award opportunities.

Our 2010 peer group, which was the same as for 2009, was comprised of property and casualty insurers and reinsurers with whom we compete in the global marketplace for employees, business and capital. In terms of relative sales, assets, and market capitalization, XL is slightly above median when compared to these companies. The 2010 companies are:

ACE Limited	Endurance Specialty Holdings Ltd.	ParterRe Ltd.
Arch Capital Group, Ltd.	Everest Re Group, Ltd.	RenaissanceRe Holdings Ltd.
Axis Capital Holdings Limited	The Hartford Financial Services Group, Inc.	The Travelers Companies, Inc.
Chubb Corporation		

The Compensation Committee reviewed and refreshed our compensation peer group for 2011, adding an additional seven companies to the group. See [The 2011 Long-Term Incentive Program](#) below for a discussion of the Compensation Committee's rationale for the change. We did not change 2010 annual base salary compensation levels for the NEOs from 2009 levels. For all of our NEOs except for Simon Rich, the Controller and interim Chief Financial Officer from January 1, 2010 until May 17, 2010, annual base salaries were consistent with the 50th percentile for similar jobs in our 2010 Peer Group. Because Mr. Rich's tenure as CFO was on an interim basis, his compensation was not changed when he assumed that role, and his compensation was not benchmarked to the compensation for CFOs in our 2010 Peer Group.

With respect to Total Direct Compensation for 2010, in February 2010 the Compensation Committee approved compensation between the 50th and 75th percentile of the 2010 Peer Group for four NEOs—David Duclos, Irene Esteves, Sarah Street and James Veghte. With regard to Messrs. Duclos and Veghte, incentive compensation opportunities at above median levels were due to the strategic importance of their roles as the heads of our Insurance and Reinsurance segments, respectively, and their experience in those positions. With regard to Ms. Street, our Chief Investment Officer, her Total Direct Compensation for 2010 was between the 50th and 75th percentile in order to align her compensation with that of investment managers at large, stand-alone investment companies with whom we compete for her talent. Similarly, at her hire date, we set Total Direct Compensation levels for Ms. Esteves, our Chief Financial Officer, above the 50th percentile to align her compensation with that of CFOs at S&P 500 companies, with whom we compete for her talent. Mr. McGavick's Total Direct Compensation was at the median for 2010. We do not set separate target competitive levels for individual pay components; rather, we focus on the competitive position of total compensation.

4. Executive Compensation Components

For 2010, our NEO compensation programs contained both fixed and variable, or "at risk", components. The fixed components were base salary, perquisites and supplemental benefits. The variable components were annual incentives and long-term incentives.

In general, our goal is for Mr. Duclos, Mr. Veghte and Ms. Street, the NEOs leading our Insurance segment, Reinsurance segment and Investment group, respectively, and for Mr. McGavick, our CEO, to receive the smallest portion of their compensation in the form of fixed pay. In 2010, our CEO received approximately 11% of his Total Direct Compensation in the form of base salary, 22% in the form of an annual bonus, and 67% as long-term incentive grants, or 11% fixed and 89% based on variable pay. Mr. Veghte, Ms. Street and Mr. Duclos received between 15% and 18% of Total Direct Compensation in the form of annual base salary, and 82% to 85% in variable pay in the form of bonus or long-term incentive grants. For Ms. Esteves, who led the Finance function beginning in May 2010, approximately 19% of her Total Direct Compensation was in the form of annual base salary or fixed pay, and 81% was in the form of variable pay. The fact that such a large portion of compensation paid to NEOs is at risk based on our financial performance creates and reinforces a direct relationship between our financial results and the creation of long-term shareholder value and pay.

We reinforce a strong focus on our long-term financial health by utilizing a combination of performance and time-vested equity based awards for our long-term incentive programs. Our share ownership and holding requirements, and the clawback provisions applicable to our NEO incentive and equity awards, also keep our NEOs focused on our long-term financial strength. Long-term equity programs also help us to retain high quality executives who will develop and implement our business strategy over time and maximize the long-term creation of shareholder value.

In evaluating the appropriate mix of compensation vehicles to be used for 2010, the Compensation Committee considered data from our 2010 Peer Group (as described above under [Role of Compensation Benchmarking](#)), to better understand current market trends in this area.

4.1 Base Salaries

Generally, the Compensation Committee undertakes a review of senior executive base salaries annually or when triggered by a change in the executive's role or job responsibilities. Base salaries are intended as compensation for executing the basic responsibilities of the job or position. Due to the fixed nature of base salaries, our goal is to pay near the median of our 2010 Peer Group (see the discussion above under *Role of Compensation Benchmarking*). No salary changes were made for NEOs during 2010 or to date in 2011.

For further discussion of the other fixed components of NEO compensation, please see sections 4.5 and 4.6 entitled *Supplemental Benefits* and *Perquisites*, respectively.

4.2 Annual Incentives

We established performance metrics for our 2010 annual bonus with specific goals for our business segments, Investment group and corporate functions that were intended to drive and reward excellent performance. Before approving the final NEO bonus amounts for 2010, the Compensation Committee reviewed with the CEO our results against the pre-established performance metrics in the broader context of the year's market conditions, our performance relative to our peers generally, and the accomplishments of each of the NEOs relative to their 2010 qualitative goals. The Board and the Compensation Committee also reviewed the CEO's achievements with respect to his 2010 qualitative goals before approving his bonus amount.

The Performance Metrics Applicable to the NEOs and their Segment, Group or Function.

For our CEO and Irene Esteves and Simon Rich, the NEOs leading the Finance function during the year:

60% of the annual bonus funding, if any, is based on the enterprise combined ratio, and

40% is based on specified qualitative measures.

For David Duclos and James Veghte, our Insurance and Reinsurance segment heads, respectively:

24% of the annual bonus funding, if any, is based on

the
enterprise
combined
ratio,

36% is
based on
their
respective
business
segment s
combined
ratio, and

40% is
based on
qualitative
metrics
specific to
that
segment.

For Sarah Street, our Chief Investment Officer and head of our Investment group:

24% of the
annual
bonus
funding, if
any, is
based on
the
enterprise
combined
ratio,

36% is
based on
Investment
group
financial
results, and

40% is
based on
qualitative
metrics
specific to
the
Investment
group.

(A) *Combined Ratio*. Delivering a combined ratio consistent with our 2010 financial plan was a significant component of our 2010 annual bonus program for the business segments and corporate functions this past year. The combined ratio is a measure of the underwriting profitability used by property and casualty insurers and reinsurers. The combined ratio measure is an absolute, not relative measure, and is calculated by taking the sum of the net losses incurred and underwriting expenses as a ratio of the net premiums earned by our Insurance and Reinsurance segments. A combined ratio of less than 100% indicates an underwriting profit and greater than 100% reflects an underwriting loss. Management believes that the combined ratio is a key measure of our success in 2010 because it demonstrates the impact of our calendar year underwriting results, our management of expenses and the long-term performance of our historical underwriting and reserving practices.

The 2010 annual bonus program's combined ratio quantitative goals were set with reference to our internal financial plans for our Insurance and Reinsurance segments, specifically, as well as on an enterprise-wide basis. Because our major competitors publish their combined ratio results quarterly, the Committee can also evaluate the relative profitability of our underwriting activities using this metric. The Company delivered a solid combined ratio of 94.8% for 2010 which resulted in a performance factor of 95.6%. Details about the specific combined ratio results for our Insurance

and Reinsurance segments are set forth in the charts below. The goals and payout range established for the enterprise combined ratio measure are:

Enterprise Combined Ratio	Threshold*	Target	Maximum
<i>Goal</i>	103.0%	94.0%	82.0%
<i>Payout Range</i>	50%	100%	200%

* Performance falling short of the threshold goal of 103.0% results in no payout for this metric.

(B) *Qualitative Goals.* 40% of the annual bonus payout calculation for each of our NEOs was based on performance against specific qualitative goals. For NEOs other than the CEO, the CEO set the 2010 qualitative goals in collaboration with the relevant NEO. All NEOs' qualitative goals were discussed by the Compensation Committee. In addition, the Board discussed the CEO's goals. The separate goals were consistent with the enterprise-wide goals described in the Introduction above with each NEO contributing to the overall achievement of those goals from his or her segment or function's perspective. For example, each of our NEOs had set qualitative goals related to risk management this focused our collective energies on improving the breadth and sophistication of our risk management strategies during 2010. Qualitative goals also concentrated on increasing operational efficiencies and technological infrastructure, developing bench strength in our businesses through recruitment and talent development, and improving access to relevant data throughout segments and functions. The payout range established for the qualitative goals for our NEOs is:

Qualitative Goal Achievement	Threshold*	Target	Maximum
<i>Payout Range</i>	50%	100%	150%

* Performance falling short of the threshold goal results in no payout for this metric.

Qualitative Goals for Mr. McGavick, Chief Executive Officer of XL Group plc.

Strategy. Following our turnaround of 2009, our CEO was asked to create a sustainable, long-term strategy that appropriately allocated resources and capital in the best interests of our shareholders. Under Mr. McGavick's guidance, our executives designed, developed and began implementing our refined strategy in mid-2010. Our new Office of Strategic Growth was announced in late October, led by Gregory Hendrick with well-defined work streams each headed by members of our Leadership Team. The refined strategy takes a comprehensive and broad view of the economy, our businesses, relevant marketplaces and the individuals that are capable of transforming our company through innovation and technology.

Culture. Culture change was an important part of Mr. McGavick's work during 2010. Specifically, our CEO was asked to drive a high performance culture by setting goals and targets for the Leadership Team that support our key objectives and strategy, to promote employee engagement generally and to hold all employees accountable for their results. Mr. McGavick focused on creating and enforcing a culture of underwriting excellence during 2010. He incorporated metrics and goals that measured underwriting profitability (the combined ratio) into our incentive programs and reinforced accountability by paying for results.

Our management has worked with Towers Watson (formerly Towers Perrin) since 2004 to regularly conduct employee surveys aimed at measuring employee engagement over time, and to benchmark our employee responses against external norms. The two benchmarks that we use are the Towers Watson Global Financial Services Companies norm, which is composed of a weighted average of employee survey results from a cross-section of financial services organizations, and the Towers Watson Global High Performance Norm, which is composed of a weighted average of employee survey results from a cross-section of industry sectors for operations globally. Towers Watson's research, and the research of similar consulting organizations, has shown the correlation between an organization's performance and levels of employee engagement.

In our 2010 employee engagement survey, our overall level of employee engagement increased under Mr. McGavick's leadership. We saw significant increases in almost every category when comparing the results with the data provided by a similar survey conducted in 2009. There were especially large increases in favorable responses for leadership, collaboration and decision-making. When compared to the Towers Watson Financial Services benchmarks, our employees responded more favorably in eight out of ten categories. When compared to the Towers Watson High Performance benchmarks, we met or exceeded results in five out of eight categories.

Finally, the CEO and the Leadership Team designed and implemented a new leadership model to use as we hire and promote. The model creates new standards of behavior which are intended to drive superior underwriting results in the next few years.

People. In early 2010, the Board emphasized for the CEO the continued importance of attracting and retaining key talent and expanding the strength and capabilities of the Leadership Team and their direct reports. High on this list was hiring a new Chief Financial Officer, which Mr. McGavick accomplished in May 2010 with Ms. Esteves's arrival. Driven by our refined strategy, during 2010 we also expanded our talent base by adding accomplished individuals and teams in key areas. These individuals and teams are already contributing to our overall performance. For example, in February, we announced the appointment of Patrick Tannock as President of XL Insurance (Bermuda) Ltd and Bermuda Country Manager. In August, Seraina Maag joined the Insurance segment as the head of our North America Property and Casualty division. Ms. Maag has already added two business lines to her team: Construction and Surety. In addition, the re-hire of Charles Cooper in 2010 strengthened our Bermudian Reinsurance operations.

For 2010, additional accomplishments for the CEO included the following:

Achieving an overall property and casualty combined ratio of 94.8%, which demonstrates that we managed expenses and engaged in disciplined underwriting during the persistent soft market.

Winning back customers and attracting new clients.

Overseeing enterprise-wide efforts that resulted in the S&P and Fitch ratings outlook

upward
revisions.

Reorganizing
our
international
professional
insurance group
in October
2010. We
believe that this
reorganization
will help us to
achieve the
same market
position
internationally
that we have in
the United
States.

Expanding our
presence in
Asia. Building
on our Beijing
representative
office, in
December 2010,
we obtained a
license from the
China Insurance
Regulatory
Commission to
operate as a
property and
casualty
insurance
insurer in
Shanghai,
China. This
represents a
significant step
in the
implementation
of our long-term
strategy to
increase our
presence in
emerging
markets.

During 2010 our CEO built a solid foundation targeted at repositioning us to reemerge as an industry leader. At the conclusion of the year, the Compensation Committee recommended, and the Board approved, a qualitative performance factor of 107.0% for our CEO. The Compensation Committee believes that the activities and progress made during 2010 will take time to translate into shareholder value, but wanted to recognize that our CEO's efforts during the year contributed to a 19.04% increase in our share price during 2010.

Based on this factor and the combined ratio results, as summarized in the chart below, Mr. McGavick received a cash bonus of \$2,000,000 (formulaic results have been rounded down) representing 100% of his target bonus amount (\$2,000,000).

Michael McGavick

Measure	Weight	Threshold*	Target	Max	Actual	Funding as a % of Target
Quantitative Metrics						
Goals: Enterprise Combined Ratio	60 %	103.0 %	94.0 %	82.0 %	94.8 %	95.6 %
<i>Payout Range</i>		<i>50.0 %</i>	<i>100.0 %</i>	<i>200.0 %</i>		
Total Quantitative Funding	60 %					
Qualitative Component						
Goals: Qualitative	40 %	50.0 %	100.0 %	150.0 %		
<i>Payout Range</i>		<i>50.0 %</i>	<i>100.0 %</i>	<i>150.0 %</i>	107.0 %	107.0 %
Total Qualitative Funding	40 %					
Performance Factor						100 %

* There is no payout for performance below the 50% threshold on the qualitative goals.

Our CEO collaborated with each of our NEOs to establish unique qualitative metrics and goals to measure the performance of the segment, group or function each NEO led during 2010. Achievement of key goals is discussed below.

Qualitative Goals for Mr. Duclos, Executive Vice President and Chief Executive of Insurance Operations.

Growth & Development. Mr. Duclos and the Insurance segment were charged with a variety of goals that included building out new and existing businesses in the Asia-Pacific, as well as in other geographic regions, and implementing key distribution strategies in four Insurance segment business lines. During 2010, Mr. Duclos and his team completed a five-year business plan for expanding our operations in China, obtained a license from the China Insurance Regulatory Commission to operate as a property and casualty insurance insurer in Shanghai, China, staffed our China office, and made necessary systems and product changes to support this new business opportunity. The Insurance segment also completed an overall strategy for growth in emerging markets. Under Mr. Duclos's leadership, we implemented new broker strategies for all business units, including implementation of improved broker technologies. For International Property and Casualty specifically, we aligned broker management and implemented standard broker reporting. For our Professional group, we focused on developing relationships with international brokers, and, for

Specialty, we achieved expanded growth in several areas of distribution.

Service & Profitability Metrics. Mr. Duclos also led the Insurance segment in meeting goals set around operational excellence by improving efficiencies and enhancing capabilities to monitor service metrics. He and his team have also made progress towards goals related to implementing profitability actions.

Global Claims System. The Insurance segment was also charged with implementing a global claims system. Under Mr. Duclos's leadership, the Insurance segment completed that project on time and under budget, while delivering the anticipated cost savings.

At the conclusion of the year, our CEO recommended, and the Compensation Committee approved, a qualitative performance factor of 94.0% for Mr. Duclos. Based on this factor and the combined ratio results, as summarized in the chart below, Mr. Duclos received a cash bonus of \$700,000 (formulaic results have been rounded down) representing 86.2% of his target bonus amount (\$812,500).

David Duclos

Measure	Weight	Threshold*	Target	Max	Actual	Funding as a % of Target
Quantitative Metrics						
Goals:						
Enterprise						
Combined Ratio	24 %	103.0 %	94.0 %	82.0 %	94.8 %	95.6 %
<i>Payout Range</i>		50.0 %	100.0 %	200.0 %		
Goals: Segment						
Combined Ratio	36 %	104.0 %	97.0 %	87.0 %	101.0 %	71.4 %
<i>Payout Range</i>		50.0 %	100.0 %	200.0 %		
Total Quantitative Funding	60 %					81.1 %
Qualitative Component						
Goals:						
Qualitative		50.0 %	100.0 %	150.0 %	94.0 %	94.0 %
<i>Payout Range</i>		50.0 %	100.0 %	150.0 %		
Total Qualitative Funding	40 %					
Performance Factor						86.2 %

* There is no payout for performance below the 50% threshold on the qualitative goals.

Qualitative Goals for Mr. Veghte, Executive Vice President & Chief Executive of Reinsurance Operations and Chief Executive Officer of XL Reinsurance America Inc.

Emerging Markets Strategy. One of Mr. Veghte's goals was to develop a strategy for entry into the Middle Eastern market. During 2010, Mr. Veghte and his team conducted an in-depth analysis of the Middle Eastern market and intend to hire an officer with significant experience in the region. Similarly, under Mr. Veghte's leadership, the Reinsurance segment finalized its strategy for developing business in the Chinese marketplace and hired an officer tasked with increasing premium in China during 2011.

Data Access. Mr. Veghte was also asked to improve the management of and access to data within the Reinsurance segment. At his direction, the Reinsurance segment improved access to data and enhanced our services in four areas: underwriting exposure process standardization; claims e-mail integration; e-Commerce messaging expansion; and automation of technical payments requests.

Risk Management. The Reinsurance segment also achieved its goal of enhancing processes for tracking exposed limits and premium by class of business and monitoring emerging risks and key zone exposures.

Collateral Management. Our CEO challenged Mr. Veghte and his team to reduce the segment's collateral usage. During 2010, Mr. Veghte and his team made significant progress with respect to this goal.

At the conclusion of the year, our CEO recommended, and the Compensation Committee approved, a qualitative performance factor of 147.0% for Mr. Veghte. Based on this factor and the combined ratio results, as summarized in the chart below, Mr. Veghte received a cash bonus of \$1,000,000 (formulaic results have been rounded down) representing 133.5% of his target bonus amount (\$750,000).

James Veghte

Measure	Weight	Threshold*	Target	Max	Actual	Funding as a % of Target
Quantitative Metrics						
Goals: Enterprise Combined Ratio	24 %	103.0 %	94.0 %	82.0 %	94.8 %	95.6 %
<i>Payout Range</i>		50.0 %	100.0 %	200.0 %		
Goals: Segment Combined Ratio	36 %	100.0 %	88.0 %	70.0 %	80.1 %	143.9 %
<i>Payout Range</i>		50.0 %	100.0 %	200.0 %		
Total Quantitative Funding	60 %					124.6 %
Qualitative Component						
Goals: Qualitative		50.0 %	100.0 %	150.0 %	147.0 %	147.0 %
<i>Payout Range</i>		50.0 %	100.0 %	150.0 %		
Total Qualitative Funding	40 %					
Performance Factor						133.5 %

* There is no payout for performance below the 50% threshold on the qualitative goals.

Qualitative Goals for Ms. Street, Executive Vice President and Chief Investment Officer for XL Group plc and Chief Executive Officer of XL Capital Investment Partners Inc.

Financial Metrics. In addition to the 24% of annual bonus funding based on the enterprise combined ratio, 36% was based on various financial results for the Investment group, broken down as follows:

10% was based on meeting net investment income (NII)

and affiliate
earnings
budgets;

20% was
based on the
total
investment
portfolio
performance,
excluding
certain
specified
legacy assets,
exceeding
established
benchmarks
by 25 basis
points; and

6% was
based on
achieving
target
reduction in
our runoff
portfolio,
which
includes
legacy
financial
guarantee and
similar
exposures, by
December 31,
2010.

Under Ms. Street's leadership, the Investment group exceeded its equity earnings goal, though it fell slightly short of its goal regarding contributions to earnings through NII due to foreign exchange impact. Investment portfolio performance significantly exceeded benchmark targets. Finally, the Investment group exceeded objectives relating to the run off portfolio; exposures in this portfolio at the end of 2010 were approximately \$900 million, significantly lower than the \$1.3 billion target set at the beginning of the year. The combined performance achieved for the quantitative portion for Ms. Street was 143.5%.

The remaining 40% of annual bonus funding was based on various qualitative metrics, broken down as follows:

10% was based
on risk
management
deliverables;

20% was based on streamlining and improving performance and accounting systems and generally re-engineering Investment group processes; and

10% was based on performance of overall activities supporting corporate initiatives.

Risk Management. After de-risking and stabilizing our property and casualty investment portfolio in 2009, the Investment group continued to focus on optimizing the investment portfolio in 2010, and continued to monitor the portfolio for outsized risks. The Investment group's risk management goals consisted of completing and implementing a comprehensive limit and hedging framework for the investment portfolio, implementing a new credit risk analytics and reporting framework, developing risk adjusted return parameters and enhancing operational risk management processes. During 2010, the Investment group achieved each of these goals. It contributed to the new

credit risk analytics and reporting work led by our CERO, developed an improved process for stress-testing investment positions and exposures and implemented enhanced risk analytics.

Systems and Processes. Although the Investment group made excellent progress with respect to the reengineering of its structure and reporting processes, longer than expected implementation for certain accounting systems resulted in delays with respect to operating systems projects that were expected to be completed by the end of 2010. The Investment group's work with respect to these projects is continuing in 2011.

Support of Corporate Initiatives. Contribution to general corporate initiatives during 2010 included rebalancing the investment portfolio, which helped optimize our overall liquidity position. The Investment group also contributed to our goal of creating and enforcing a culture of underwriting excellence by enhancing yield pricing assumption processes used in our underwriting models. In addition, the Investment group provided support relating to the ongoing implementation of regulatory requirements, such as Solvency II.

At the conclusion of the year, our CEO recommended, and the Compensation Committee approved, a qualitative performance factor of 85.0% for Ms. Street. Based on these results, the financial result, and the combined ratio results, as summarized in the chart below, Ms. Street received a cash bonus of \$1,620,000 (formulaic results have been rounded down) representing 120.1% of her target bonus amount (\$1,350,000).

Sarah Street

Measure	Weight	Threshold*	Target	Max	Actual	Funding as a % of Target
Quantitative Metrics						
Goals: Enterprise Combined Ratio	24.0 %	103.0 %	94.0 %	82.0 %	94.8 %	95.6 %
<i>Payout Range</i>		50.0 %	100.0 %	200.0 %		
Goals: Financial Results (\$ in billions)	36.0 %					
(a)NII Budget & Affiliate Income	10.0 %	\$ 1.12	\$ 1.28	\$ 1.39	\$ 1.31	111.7 %
<i>Payout Range</i>		50.0 %	100.0 %	150.0 %		
(b)Portfolio Performance Relative to Quarterly Weighted Strategic Asset Allocation Benchmark (bps)	20.0 %	-25.0	25.0	92.0	118.0	200.0 %
<i>Payout Range</i>		50.0 %	100.0 %	200.0 %		
(c)Runoff Portfolio Size as	6.00 %	\$ 2.3	\$ 1.3	\$ 1.0	\$ 0.9	200.0 %

of 12/31/2010

Payout Range

50.0 %

100.0 %

200.0 %

**Total
Quantitative
Funding**

60 %

143.5

**Qualitative
Component**

Goals: Qualitative

(a)Risk
Management
Deliverables

Index

10.0 %

50.0 %

100.0 %

150.0 %

125.0 %

125.0 %

Payout Range

50.0 %

100.0 %

150.0 %

(b)Re-engineering
Index including
performance
system
implementation &
investment data
warehouse

20.0 %

50.0 %

100.0 %

150.0 %

55.0 %

55.0 %

Payout Range

50.0 %

100.0 %

150.0 %

(c)Overall
activities
including
supporting
corporate
initiatives

10.0 %

50.0 %

100.0 %

150.0 %

100.0 %

100.0 %

Payout Range

50.0 %

100.0 %

150.0 %

**Total Qualitative
Funding**

40 %

85.0

**Performance
Factor**

120.1

* There is no payout for performance below the 50% threshold on the qualitative goals.

Qualitative Goals for Ms. Esteves, Chief Financial Officer since May 17, 2010, and **Mr. Rich**, Controller and acting Chief Financial Officer from January 1, 2010 until May 17, 2010.

The 2010 goals established for Ms. Esteves and Mr. Rich focused on strategic planning, capital management, rating agency relationships, supporting our redomestication to Ireland and risk management and operational systems enhancements.

Strategy. The Finance function provided significant analytical support necessary to complete the design, development and ongoing implementation of our refined strategy. Ms. Esteves and Mr. Rich also made significant strides toward the successful integration of the strategy into budgeting processes, which is intended to provide for appropriate financial resources to implement the strategic plan.

Capital Management. Capital management achievements included the share buyback activities described under Introduction above, the successful implementation of legal entity liquidity stress testing as part of our enterprise risk management practices, enhancements in our liquidity monitoring practices through the use of collateral dashboards and continued progress towards achieving coverage and leverage consistent with that of our 2010 Peer Group.

Redomestication. The Finance function's team was integral to our completion of the redomestication to Ireland. This work included managing our shareholder engagement and outreach efforts, obtaining the tax and Irish court rulings relating to our operations in Switzerland and Ireland and the support of the index committees described above that resulted in XL's retention in the S&P 500 and Russell benchmark U.S. indices following the redomestication.

Risk Management. During 2010, the Finance function made many contributions to our continued efforts to enhance our enterprise risk management operations. These contributions included the implementation of operational risk assessments and evaluations, development of a global risk inventory to support risk management efforts at the enterprise and legal entity levels, the development of systems and processes to provide financial data necessary for our economic capital models and upgrades to IT systems used to manage and report enterprise-wide data. Ms. Esteves and Mr. Rich also managed work streams relating to the ongoing implementation of regulatory requirements such as Solvency II.

Operational Systems. Ms. Esteves's and Mr. Rich's team made significant strides in support of our goal of centralizing and standardizing our financial reporting platform in order to improve processing efficiency and expense data management.

At the conclusion of the year, our CEO recommended, and the Compensation Committee approved, a qualitative performance factor of 121.0% for Ms. Esteves and 128.0% for Mr. Rich. Based on these factors, and the combined ratio results, as summarized in the charts below, Ms. Esteves received a cash bonus of \$900,000 representing 105.7% of her target bonus amount (\$852,000), and Mr. Rich received a cash bonus of \$250,000 representing 108.6% of his target bonus amount (\$230,400). For both, formulaic results have been rounded down.

Irene Esteves

Measure	Weight	Threshold*	Target	Max	Actual	Funding as a % of Target
Quantitative Metrics						
Goals: Enterprise Combined Ratio	60 %	103.0 %	94.0 %	82.0 %	94.8 %	95.6 %
<i>Payout Range</i>		50.0 %	100.0 %	200.0 %		
Total Quantitative Funding	60 %					
Qualitative Component						
Goals: Qualitative		50.0 %	100.0 %	150.0 %	121.0 %	121.0 %
<i>Payout Range</i>		50.0 %	100.0 %	150.0 %		
Total Qualitative Funding	40 %					
Performance Factor						105.7 %

* There is no payout for performance below the 50% threshold on the qualitative goals.

Simon Rich

Measure	Weight	Threshold*	Target	Max	Actual	Funding as a % of Target
Quantitative Metrics						
Goals: Enterprise Combined Ratio	60 %	103.0 %	94.0 %	82.0 %	94.8 %	95.6 %
<i>Payout Range</i>		50.0 %	100.0 %	200.0 %		
	60 %					

**Total
Quantitative
Funding**

**Qualitative
Component**

Goals:					
Qualitative	50.0 %	100.0 %	150.0 %	128.0 %	128.0 %
<i>Payout Range</i>	<i>50.0 %</i>	<i>100.0 %</i>	<i>150.0 %</i>		

**Total
Qualitative
Funding** **40 %**

**Performance
Factor**

108.6 %

* There is no payout for performance below the 50% threshold on the qualitative goals.

4.3 2010 Long-Term Incentives. For 2010, the Compensation Committee, in consultation with its compensation consultant, established a new long-term incentive program (the 2010 LTIP) utilizing a combination of equity awards permitted under the XL Group plc 1991 Performance Incentive Plan. As a first step in determining the size of the awards made to our NEOs under the 2010 LTIP, the Compensation Committee reviewed an analysis of our 2010 Peer Group.

In determining the cash value amount of each NEO s award opportunity, the Compensation Committee also considered:

The scope of each executive s role in relation to our short- and long-term strategy;

The importance of retaining and motivating the executive; and

The NEO s individual performance

as viewed by
the CEO
and/or the
Board.

Fifty percent of the cash-denominated value was awarded in the form of stock options, and fifty percent was awarded as performance units. The stock options generally vest pro-rata over a 3-year period. Performance units only vest if the financial performance goals are achieved over the next three years. More detail about the vesting of these awards, including the 2010 performance units, is provided in the tables and accompanying narrative following this discussion.

(i) *2010 Performance Units*. On February 28, 2010, as part of the an