



**Charter of the Nominating and Governance Committee  
of the Board of Directors of  
Enstar Group Limited**

As Adopted by the Board of Directors  
(November 6, 2018)

This Charter sets forth, among other things, the purpose, membership and duties and responsibilities of the Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Enstar Group Limited (the "Company").

**1. Purpose**

The purpose of the Committee is to: (a) identify individuals qualified to become Board members; (b) recommend to the Board individuals to serve as directors of the Company; (c) establish and oversee the group's governance and communication structures; and (c) advise the Board with respect to corporate governance-related matters.

**2. Membership**

The Committee shall consist of at least three members. The members of the Committee shall be appointed by the Board and shall serve at the pleasure of the Board for such term or terms as the Board may determine.

Each member of the Committee shall satisfy the director independence requirements of the NASDAQ Stock Market LLC. A member shall promptly notify the Committee and the Board if the member believes he/she no longer qualifies as an independent director.

Determinations of independence shall be made by the Board as the Board interprets such qualifications in its business judgment and in accordance with applicable law and SEC and Nasdaq rules, regulations and standards.

**3. Structure and Operations**

The Board shall designate one member of the Committee as its chairperson. If a chairperson is not designated by the Board, or if the designated chairperson is not in attendance at a Committee meeting, the members of the Committee may designate a chairperson by majority vote of the full Committee. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any

resolution. The Committee may create one or more subcommittees and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittees.

The Committee shall have at least two regularly scheduled meetings per year, at such times and places as shall be determined by the Committee chairperson, and may have such additional meetings as the Committee chairperson or a majority of the Committee's members deem necessary or desirable. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications arrangements by means of which all persons participating in the meeting can hear each other. The Committee may invite such members of management to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of discussions.

#### **4. Duties and Responsibilities**

The Committee's duties and responsibilities shall include each of the items enumerated in this Section 4 and such other matters as may from time to time be delegated to the Committee by the Board.

(a) The Committee shall establish director qualification criteria and evaluate the suitability of potential director nominees.

(b) The Committee shall seek to identify candidates for director, and in doing so may retain or terminate any director search firm to be used to identify director candidates.

(c) The Committee shall: (i) review potential nominees proposed by management, shareholders or others; (ii) have the authority to adopt procedures for the submission of recommendations by shareholders as it deems appropriate; and (iii) have the authority to conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.

(d) The Committee shall review the suitability for continued service as a director of each Board member when his or her term expires, and recommend to the Board whether the director should be re-nominated.

(e) The Committee shall make recommendations to the Board for appointments to fill vacancies of any unexpired term on the Board.

(f) The Committee shall annually recommend to the Board nominees for submission to shareholders for approval at the Annual General Meeting of Shareholders.

(g) The Committee shall periodically review the composition of the Board as a whole and the size of the Board, and recommend, if necessary, measures to be taken to ensure the Board has the ability to serve the needs of the Company and the interests of the shareholders;

(h) The Committee shall periodically review the composition and functions of the committees of the Board and recommend to the Board individuals to serve on the committees of the Board and any changes to the functions of the committees, including recommending the creation or elimination of committees.

(i) The Committee shall periodically review the adequacy of the Bye-laws of the Company and recommend to the Board, as conditions dictate, that it propose any appropriate and desired amendments for consideration by the shareholders.

(j) The Committee shall periodically consult with and support the Chief Executive Officer and other executive officers regarding succession planning for the Company's executive officer positions.

(k) The Committee shall review any significant shareholder relations issues.

(l) The Committee shall consider any corporate governance issues that may arise from time to time, and develop recommendations to the Board with respect thereto.

(m) The Committee shall establish and oversee the group's governance and communication frameworks and confirm the operating effectiveness of both.

(n) The Committee shall periodically review and approve policies related to the governance of the Company.

(o) The Committee shall undertake and review with the Board an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year. The Committee shall conduct such performance evaluation in such manner as the Committee deems appropriate, and may report the results of its performance evaluation through an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

(p) The Committee shall annually review and reassess the adequacy of this Charter and recommend to the Board for approval such changes as the Committee believes are appropriate.

(q) The Committee shall report to the Board periodically on all matters for which the Committee has responsibility.

(r) The Committee shall exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

## **5. Authority and Resources**

The Committee may, in its sole discretion, retain or terminate any director search firm to be used to assist with the execution of its duties and responsibilities as set forth in this Charter and shall have sole authority to approve the search firm's fees and other retention terms. The Committee may also, in its sole discretion, retain and obtain the advice and assistance of legal counsel and such other advisors as it deems necessary to assist with the execution of its duties and responsibilities as set forth in the Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any director search firm or advisor retained by it.

The Company shall pay to any director search firm or outside legal counsel or other advisor retained by the Committee pursuant to the preceding paragraph such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee.