



**Charter of the Executive Committee
of the Board of Directors of
Enstar Group Limited**

As Adopted by the Board of Directors
(June 13, 2017)

This Charter sets forth, among other things, the purpose, membership and duties and responsibilities of the Executive 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 exercise the power and authority of the Board when the entire Board is not available to meet.

2. Membership

The Committee shall consist of at least four members. The members of the Committee shall be appointed by the Board. Members of the Committee shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The Chairman of the Board shall be a required member of the Committee. For so long as the Chief Executive Officer of the Company serves as a member of the Board, he or she shall be a required member of the Committee. The other members of the Committee shall be non-employee directors.

3. Structure and Operations

The Committee shall meet as required from time to time. All Committee members shall strive to be present at all Committee meetings.

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 Committee chairperson shall be entitled to cast a vote to resolve any ties.

A majority of Committee members, acting in person or by duly authorized representative, shall constitute a quorum. The unanimous vote of Committee members attending any meeting of the Committee is necessary for the adoption of any resolution.

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) To exercise the power and authority of the Board when the entire Board is not available to meet, except that the Executive Committee may not authorize the following acts:
 - (i) the issuance of equity securities of the Company;
 - (ii) the merger, amalgamation, or other change in control transaction of the Company;
 - (iii) the sale of all or substantially all of the assets of the Company;
 - (iv) the liquidation or dissolution of the Company;
 - (v) any transaction that, in the aggregate, exceeds 10% of the Company's total assets;
 - (vi) any action that requires approval of the entire Board by the Company's Memorandum of Association or the Company's Bye-laws; or
 - (vii) any action prescribed by applicable law, rule or regulation, including but not limited to those prescribed by listing rules or SEC regulations (such as those powers granted to the Compensation, Audit, and Nominating and Governance Committees and requiring independent director decisions).
- (b) To provide guidance and advice, as requested, to the Chairman of the Board and the Chief Executive Officer regarding business strategy and long range business planning
- (c) Reports to Board; Review of Committee Performance and Charter

The Committee shall report its actions to the Board as promptly as possible after each Committee meeting. Upon request of the Board, from time to time, the Committee shall undertake and review with the Board a performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter. The Committee shall review and reassess the adequacy of the Committee's charter on an as-needed basis and recommend to the Board any appropriate changes.