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

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**As Amended and Restated by the Board of Directors  
(November 3, 2021)**

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 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 an interim chairperson by majority

vote of the Committee.

A majority of Committee members shall constitute a quorum for any meeting of the Committee; all Committee members shall strive to be present at all Committee meetings. The affirmative vote of all members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution at a meeting. A resolution signed by all members of the Committee, which may be in counterparts, shall be as valid as if it had been passed at a meeting of the Committee duly called and constituted, such resolution to be effective on the date on which the last member signs the resolution.

The Committee shall meet as required from time to time and may have such additional meetings as the Committee chairperson or a majority of the Committee’s members deem necessary or desirable; it is not unexpected for the Committee to hold no meetings in a given year, as it is only used in situations where the full Board cannot reasonably be convened. The Committee shall approve and maintain a record of its proceedings and report to the Board periodically on all matters for which the Committee has responsibility. Members of the Committee and

any invitees may participate in a meeting of the Committee by means of conference call, video conference or similar communications arrangements by means of which all persons participating in the meeting can hear each other. The Committee may, as it deems desirable or appropriate, invite such directors, members of management, employees of the Company, or other persons whose advice and counsel are sought by the Committee, to attend any meeting of the Committee and/or provide such pertinent information as the Committee requests, consistent with the maintenance of the confidentiality of discussions.

Upon request of the Board, from time to time, 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. 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. The Committee shall review and reassess the adequacy of this Charter on an as needed basis and recommend to the Board for approval such changes as the Committee believes are appropriate.

#### **4. Authorities, 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 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) The Committee shall 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.

#### **5. Resources**

The Committee shall have the authority to conduct or authorize investigations into or studies of matters within the scope of the Committee's duties and responsibilities.

The Committee may, in its sole discretion, retain and obtain the advice and assistance of legal counsel and such other advisors and service providers as it deems necessary or appropriate to assist with the execution of its duties and responsibilities as set forth in the Charter. The Committee shall have the sole authority to approve the fees and terms of any such

engagement.

The Company shall pay to any counsel, advisor or service provider 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. The Company shall pay ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.