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

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**As Amended and Restated by the Board of Directors  
(November 2, 2023)**

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 organizational, governance and communication structures; and (d) 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 an interim chairperson by majority vote of the Committee. 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 may also, in its discretion, delegate a portion of its duties and responsibilities to one or more members of the Committee, who may from time-to-time act outside a meeting of the Committee or any established subcommittees so long as such actions and responsibilities are subsequently notified to or ratified by the Committee.

A majority of Committee members shall constitute a quorum for any meeting of the 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 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 at least three times per year and may have such additional meetings as the Committee chairperson or a majority of the Committee's members deem necessary or desirable; 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.

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. 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.

#### **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.

##### *Board Succession Planning*

- (a) The Committee shall oversee succession planning for the Board and Board leadership appointments, including committee chairs, in accordance with the Company's Corporate Governance Policies established and reviewed by the Committee from time to time.
- (b) 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.
- (c) The Committee shall actively seek and identify individuals qualified to become Board members for recommendation to the Board consistent with the director qualification criteria set forth in the Company's Corporate Governance Policies established and reviewed by the Committee from time to time. The Committee may consider director candidates proposed by shareholders, management or others, and shall evaluate such candidates using the same criteria as other candidates considered by the Committee. The Committee shall have the authority to: (i) adopt procedures for the submission of director candidate recommendations by shareholders, management and others as it deems appropriate; and (ii) conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
- (d) The Committee shall recommend to the Board the director nominees for the next

annual meeting of shareholders. In doing so, the Committee shall review the suitability for continued service of any director whose term is set to expire at the next annual meeting of shareholders and recommend to the Board whether the director should be re-nominated. In the case of a vacancy on the Board (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy, as needed.

- (e) The Committee shall retain, oversee and terminate, in its sole discretion, any search firm used to identify director candidates, and to approve the fees and other retention terms for such firms and consultants.
- (f) The Committee shall oversee the orientation of newly elected or appointed directors.

#### *Board Committees*

- (g) 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.

#### *Board Performance*

- (h) The Committee shall oversee and approve the process and guidelines for the annual evaluation of the performance and effectiveness of the Board and its committees, including the communication of the results of such evaluations to the full Board. The Committee shall make any recommendations it determines appropriate for improving the Board's effectiveness and monitor progress against any improvement plans or recommendations approved by the Board.

#### *Corporate Governance Policies and Documents*

- (i) The Committee shall annually review and assess the adequacy of the Company's Corporate Governance Policies, including without limitation its governance and communication framework, director qualification criteria and diversity policy, and, if appropriate, recommend changes or additions to the Corporate Governance Policies to the Board.
- (j) 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.
- (k) The Committee shall review any significant shareholder relations issues or proposals relating to corporate governance together with management's proposed response to such issues or proposals.

#### *Group Governance Oversight*

- (l) The Committee shall establish and oversee the group's organizational, governance and communication structures and periodically confirm their operating effectiveness.
- (m) The Committee shall periodically review the composition and effectiveness of the group's material subsidiary boards.
- (n) The Committee shall monitor and review evolving corporate governance trends and best practices, and as it determines appropriate, consider other matters of corporate governance and make recommendations to the Board regarding, or take action with respect to, such matters.

#### *Environmental, Social Responsibility and Other Governance Matters ("ESG")*

- (o) The Committee shall, as it determines appropriate and in coordination with other committees of the Board and in accordance with the Company's ESG framework, policies and objectives, consider ESG

matters when relevant to the scope of the Committee's duties and responsibilities and make recommendations to the Board regarding, or take action with respect to, such matters.

#### *Other Authority*

- (p) 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. 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.