

PELAGOS INSURANCE CAPITAL LIMITED

Nomination and Corporate Governance Committee Terms of
Reference

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1. Introduction

There shall be a nomination and corporate governance committee (the “**Committee**”) of the board of directors (the “**Board**”) of Pelagos Insurance Capital Limited (the “**Company**” or “**PLGO**”), with the purpose, authority, duties and responsibilities, as set out in this document (the “**Terms of Reference**”).

2. Purpose

The primary purpose of the Committee shall be to review, develop and make recommendations to the Board on matters concerning corporate governance, Board and committee structure and composition, identification, selection or recommendation of director candidates, oversight of Board, committee and management evaluation and evaluation of shareholder proposals.

The Company shall provide appropriate funding, as determined by the Committee, to permit the Committee to perform its duties under these Terms of Reference, including to compensate its advisors.

3. Membership

Except as otherwise permitted under the rules of the New York Stock Exchange (“**NYSE**”), the members of the Committee will be as determined by the Board and shall consist of at least three or more directors, each of whom shall be determined by the Board to satisfy the independence qualifications set out in the NYSE Listed Company Manual and other applicable rules, and shall be familiar with general corporate governance principles applicable to publicly traded companies (or shall become familiar therewith within a reasonable period of time after his or her appointment to the Committee).

Each member of the Committee, and the chairperson of the Committee (the “**Chair**”), shall be appointed by the Board, and shall serve until their successor is duly appointed by the Board or until such member’s resignation or removal from the Board or the Committee. Committee members and the Chair of the Committee may be removed by the Board at its discretion.

The Committee may invite such other individuals as they deem appropriate from time to time to attend meetings of the Committee and present additional information. The additional attendees will not be granted a vote.

The Committee may establish and delegate authority to subcommittees consisting of one or more of its members as the Committee deems appropriate to carry out its responsibilities and exercise its powers except to the extent prohibited under the rules and regulations of the SEC or the NYSE.

4. Meetings

The Committee will meet as frequently as it determines is appropriate to carry out its responsibilities under these Terms of Reference, but at least annually based on annual reporting and business management cycle.

Formal action to be taken by the Committee shall be by the affirmative vote of at least a majority of the members present at a meeting at which a quorum is present or by unanimous written consent (which may include electronic consent) in lieu of a meeting to the extent permitted by the Company’s bye-laws. A majority

of Committee members will constitute a quorum. In the event of a tied vote, the Chair has the right to cast a deciding vote.

It is preferred that all proceedings of the Committee take place in accordance with the PLGO tax residence guideline. Under exceptional circumstances (such as travel restrictions or quarantining requirements resulting from any epidemic, pandemic or any other public health crisis, or otherwise), members of the Committee may be permitted to dial in to the meeting, provided that the Group Head of Legal in coordination with the Group Chief Financial Officer has confirmed that it would be permissible to do so and members of the Committee having given advance notice to the PLGO company secretary of their intention to do so.

Subject to the above, provided that all proceedings of the Committee are to be conducted in accordance with the tax operating guidelines applicable to PLGO from time to time, meetings may be conducted in person, by telephone and/or by videoconference.

The Committee will maintain written minutes of its meetings, which will be kept for at least seven years, if not permanently, in an accessible form.

The Committee shall make regular reports to the Board on its findings, recommendations and other matters it deems appropriate, or as the Board may request from time to time. This may include a verbal or written report detailing the matters discussed, conclusions drawn, and approved actions.

5. Duties and Responsibilities

The Committee performs functions that are consistent with its purpose, applicable law, rules and regulations and as the Board or Committee deem appropriate.

In performing its duties and responsibilities, the Committee shall consult with the Chairperson of the Board and the Chief Executive Officer, as appropriate, and may reasonably rely on (a) the integrity of those persons within the Company and any experts, advisers, and other professionals whom it may consult or receive information from, and (b) the accuracy of the information provided to the Committee by such persons.

In addition to any other responsibilities and duties that may be properly assigned by the Board, the Committee shall perform the following principal duties and responsibilities:

a) Corporate Governance

- (i) To develop and recommend to the Board a set of corporate governance guidelines applicable to PLGO, to review these principles at least once a year and to recommend any changes to the Board;
- (ii) To determine the manner in which shareholders may send communications to the Board (as a whole or individually), as well as the process by which shareholder communications will be relayed to the Board and what the Board's response (if any) should be;
- (iii) To review any shareholder proposals properly submitted for action at the annual general meeting of the Company and recommend proposed Board response;

- (iv) To oversee compliance by the Board and its committees with applicable laws and regulations, including as promulgated by the U.S. Securities and Exchange Commission (the “SEC”) and NYSE;
 - (v) To review the disclosure included in the Company’s annual report on Form 20-F regarding the Company’s corporate governance practices, including its Board nomination process and the operation of the Committee;
 - (vi) To review the Company’s actions in furtherance of its corporate social responsibility, including considering the impact of Company procedures and processes on employees, citizens and communities;
 - (vii) To oversee PLGO’s corporate governance practices and procedures, including identifying best practices, reviewing its reporting on such topics, and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in PLGO’s corporate governance framework, including its bye-laws and these Terms of Reference;
 - (viii) Consider and make appropriate recommendations to the full Board, as applicable, regarding any other corporate governance issues that arise from time to time.
- b) Board, Committee and Senior Management Nomination
- (i) Review the leadership needs of PLGO with a view to ensuring the continued ability of PLGO to compete effectively in its relevant markets;
 - (ii) Prepare, recommend to the Board for its approval, and periodically reassess, a list of selection criteria for Board and committee membership, which shall include a description of any specific qualifications that the Committee believes must be met by a director nominee, and a description of any specific qualities or skills the Committee believes one or more of the directors should possess, having regard to the strategic objectives of PLGO;
 - (iii) Recommend to the Board plans for successions in respect of the Board and the boards of PLGO’s operating subsidiaries (as defined below) , including non-executive and independent directors of PLGO’s operating subsidiaries (as defined below);
 - (iv) Recommend to the Board plans for successions in respect of management;
 - (v) To review each Board committee’s structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairperson annually;
 - (vi) Evaluate the independence of the Company’s directors and director nominees against the independence requirements of the SEC and NYSE rules and any other applicable laws, and make recommendations to the Board regarding the same.

(vii) If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by shareholders or appointment by the Board; and

(viii) The Committee will reserve sufficient time to discuss each PLGO entity separately, if needed, and has been delegated responsibility to provide suggestions to the boards of directors of each of PLGO, PICB, PICUK and PICI (collectively, PICB, PICUK and PICI are referred to as “**operating subsidiaries**” and each an “**operating subsidiary**”). The operating subsidiary boards will consider the strategic direction of PLGO when making their own decisions, however, each of the operating subsidiary boards retains responsibility for any decisions made.

c) Annual Board and Committee Performance Evaluation

(i) To develop, subject to approval by the Board, a process for an annual self-evaluation of each of the Board, including individual directors and its committees, and management, and to oversee the conduct of this annual evaluation.

d) Self-evaluation

(i) Review and reassess the adequacy of the Committee’s own performance and the adequacy of these Terms of Reference at least annually and recommend any proposed changes to the Board for approval.

6. Modification of these Terms of Reference

These Terms of Reference, including the policies and procedures herein, may be modified at any time by the Board.

7. Conflicts of Interest

Any conflicts of interest must be notified as soon as an individual is aware. They will then either be required to leave the room or abstain from the vote. Any decision on the actions taken to manage the conflict is the responsibility of the Committee’s Chair.

Wellesley House South
4th Floor, 90 Pitts Bay Road
Pembroke HM 08
Bermuda

T: +1 441 279 2590
pelagosinsurancecapital.com