

**CHARTER OF THE NOMINATION, COMPENSATION AND  
GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF GLOBAL INDEMNITY GROUP, LLC**

**Adopted January 3, 2022**

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**I. PURPOSE OF THE COMMITTEE**

The purposes of the Nomination, Compensation and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Global Indemnity Group, LLC, a Delaware limited liability company (the “Company”), are to identify and recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; to advise the Board with respect to the Board composition, procedures and committees; to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; to oversee the Company’s compensation and employee benefit plans and practices, including its executive compensation plans and its incentive-compensation and equity-based plans; to review and discuss with management the Company’s compensation discussion and analysis (“CD&A”) to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the U.S. Securities and Exchange Commission (the “SEC”); to prepare the Compensation Committee Report as required by the rules of the SEC; to develop, recommend and advise the Board with respect to the corporate governance principles applicable to the Company; to oversee the evaluation of the Board and the Company’s management; and to perform such further functions as may be consistent with this charter of the Committee (this “Charter”) or assigned by applicable law, rule or regulation, the Company’s certificate of formation or limited liability company agreement (the “LLC Agreement”), in each case, as amended from time to time, or the Board.

**II. COMPOSITION OF THE COMMITTEE**

Except as otherwise required or prohibited by applicable listing standards of the New York Stock Exchange (the “NYSE”), including the “controlled company” exemption, the Committee shall be comprised of two or more directors, as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to applicable NYSE listing standards and any additional requirements that the Board deems appropriate.

The chairperson of the Committee (the “Chairperson”) shall be designated by the Chairman of the Board, *provided* that if the Chairman of the Board does not so designate a Chairperson, the members of the Committee, by a majority vote, may designate a Chairperson. In the event a vacancy on the Committee needs to be filled, such new member shall be selected by majority vote of the Board. Any director serving on the Committee may be removed from the Committee at any time by the Board.

### **III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet (which may be telephonically or otherwise as set forth below) at least one time annually or more frequently as it shall determine is reasonably necessary to carry out its duties and responsibilities. The Chairperson or a majority of the members of the Committee may call special meetings of the Committee. The Committee, in its discretion, may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee and/or provide such pertinent information as the Committee requests. Subject to the limited liability company agreement of the Company, a majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. If the Chairman of the Board is a Committee member, the Chairman of the Board must be part of the majority to constitute a quorum (the "Participation Requirement"). The Chairman of the Board may waive, in writing, the Participation Requirement.

The Committee may form subcommittees (including ad hoc committees) for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and, *provided further*, that the Committee shall not delegate to a subcommittee any power or authority required by applicable law, regulation or listing standard to be exercised by the Committee as a whole.

Following each of its meetings, the Committee shall, as appropriate, deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

The Committee shall fix its own rules of procedure, which shall be consistent with applicable law and rules and regulations, the Company's limited liability company agreement and this Charter, in each case, as amended from time to time.

### **IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

#### **A. *Board Candidates and Nominees***

The Committee shall have the following goals and responsibilities with respect to Board candidates and nominees, subject to the provisions of the LLC Agreement dealing with "Designated Directors" (as defined in Section 5.3(a) thereof) (the "Designated Director Provisions"):

(i) To identify, recruit and, if appropriate, interview candidates to fill positions on the Board, including persons suggested by shareholders or others. The Committee may, if it deems appropriate, establish procedures to be followed by shareholders in submitting recommendations for Board candidates.

(ii) To review the background and qualifications of individuals being considered as director candidates, the Committee shall look at the following attributes and

criteria of candidates: experience, skills, expertise, diversity, personal and professional integrity, business judgment, time availability in light of other commitments, dedication, potential conflicts of interest and such other relevant factors that the Committee considers appropriate to enhance the Board's ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any requirements imposed by applicable law, regulation or NYSE listing standards.

(iii) To recommend to the Board the director nominees for election by the shareholders or appointment by the Board, as the case may be, pursuant to the limited liability company agreement of the Company, which recommendations shall be consistent with the Board's criteria for selecting new directors established by the Board from time to time.

(iv) To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a significant change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.

(v) To maintain an orientation program for new directors and, to the extent deemed desirable, continuing education programs for directors.

#### **B. *Board Composition and Procedures***

The Committee shall have the following goals and responsibilities with respect to the composition and procedures of the Board as a whole:

(i) To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by NYSE.

(ii) To review periodically the size of the Board and to recommend to the Board any appropriate changes.

(iii) To make recommendations on the frequency and structure of Board meetings.

(iv) To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

#### **C. *Board Committees***

The following shall be the goals and responsibilities of the Committee with respect to the committee structure of the Board:

(i) Upon the request of the Board or the Chairman of the Board, to make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.

(ii) To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.

(iii) Upon the request of the Board or the Chairman of the Board, to review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board.

(iv) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

#### **D. *Board and Committee Compensation***

(i) Upon the request of the Board or the Chairperson, the Committee shall evaluate annually the appropriate level of compensation for Board and committee service (including service as a chairperson of any committee) by non-employee members of the Board.

#### **E. *Executive Compensation***

The Committee shall have, among others, the following duties and responsibilities with respect to the Company's executive compensation plans:

(i) To review at least annually the goals and objectives of the Company's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(ii) To review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans.

(iii) Upon the request of the Board or the Chairman of the Board, to evaluate annually the performance of the CEO in light of the goals and objectives of the Company's executive compensation plans, and determine and approve, or make recommendations to the Board with respect to, the CEO's compensation level based on this evaluation; *provided, however,* that if two members of the Committee are not "non-employee directors" within the meaning of Rule 16b-3 of the Exchange Act, the Committee shall request that the Board make determinations with respect to compensation that is subject to Section 16 of the Exchange Act. In determining the long-term incentive component of the CEO's compensation, the Committee

shall consider factors as it determines relevant, which may include, for example, the Company's performance and relative shareholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the CEO of the Company in past years. The Committee shall discuss the CEO's compensation with the Board. The CEO may not be present during voting or deliberations on his or her compensation.

(iv) To evaluate annually the performance of the other executive officers of the Company in light of the goals and objectives of the Company's executive compensation plans, and determine and approve, or make recommendations to the Board with respect to the compensation of such other executive officers; *provided, however*, that if two members of the Committee are not "non-employee directors" within the meaning of Rule 16b-3 of the Exchange Act, the Committee shall request that the Board make determinations with respect to compensation that is subject to Section 16 of the Exchange Act. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee (or the Board, if requested by the Committee) shall consider all relevant factors, in its discretion, in determining the appropriate level of such compensation, including the factors applicable with respect to the CEO.

(v) To review and approve any forms of employment contracts, severance arrangements, change in control provisions, and other compensatory arrangements with any executive officer of the Company.

(vi) To review perquisites or other personal benefits to the Company's executive officers and directors and recommend any changes to the Board in coordination with the Company's Conflicts Committee.

(vii) To consider the results of the most recent shareholder advisory vote on executive compensation as required by Section 14A of the Exchange Act and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of executive officer compensation.

(viii) To review and recommend to the Board a Company policy concerning shareholders advisory voting on executive compensation ("say-on-pay"). This review and recommendation may take into account the historical results of shareholder advisory votes on the frequency of say-on-pay resolutions of the Company.

(ix) To the extent it deems necessary, review and approve the terms of any compensation "clawback" or similar policy or agreement between the Company and the Company's executive officers or other employees subject to Section 16 of the Exchange Act.

(x) To review and approve any compensation paid to family members of officers and directors in coordination with the Company's Conflicts Committee.

(xi) To monitor compliance with legal prohibitions on loans to directors and executive officers of the Company in coordination with the Company's Conflicts Committee.

(xii) To perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive compensation plan.

**F. *General Compensation and Employee Benefit Plans***

The Committee shall have, among others, the following duties and responsibilities with respect to the Company's general compensation and employee benefit plans, including incentive-compensation and equity-based plans:

(i) To review at least annually the goals and objectives of the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(ii) To review at least annually the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate.

(iii) To review all equity-compensation plans to be submitted for shareholder approval under the NYSE listing standards, and to review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such shareholder approval requirement.

(iv) To review compensation arrangements for the Company's employees to evaluate whether incentive and other forms of pay encourage unnecessary or excessive risk taking, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Company's compensation arrangements.

**G. *Other Compensation Related Responsibilities.***

The Committee shall have the following additional duties and responsibilities:

(i) To review and discuss with management the Company's CD&A, and, based on that review and discussion, to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K.

(ii) To prepare the Compensation Committee Report in accordance with the rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K.

(iii) To review and, if the Committee deems it appropriate, comment on the description of the Committee's processes and procedures for the consideration and determination of executive and director compensation to be included in the Company's annual report on Form 10-K.

## H. *Corporate Governance*

The following shall be the goals and responsibilities of the Committee with respect to corporate governance:

(i) To develop and review periodically the corporate governance principles adopted by the Board to ensure that they are appropriate for the Company and to recommend any desirable changes to the Board.

(ii) To recommend to the Board for adoption, and maintain, a Code of Business Conduct and Ethics for directors, officers, and employees, and review reports submitted to the Committee pursuant to the reporting provisions of that code.

(iii) To consider any other corporate governance issues that arise from time to time and to develop appropriate recommendations for the Board.

(iv) To oversee the evaluation of the Board as a whole and management, to evaluate and periodically report to the Board on the performance and effectiveness of the Board, and to establish procedures to enable the Committee to exercise this oversight function.

(v) To assist management in the review of director and officer liability insurance requirements and the alternative methods available for satisfying them.

(vi) To recommend to the Board procedures with respect to other shareholder communications to the Board.

In addition to the foregoing, the Committee shall perform such other functions as assigned by law, the Company's certificate of formation or limited liability company agreement, in each case, as amended from time to time, or the Board.

## V. **EVALUATION OF THE COMMITTEE**

The Committee shall, no less frequently than annually, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

## **VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

In performing its duties and responsibilities, the Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee, the expense of which shall be borne by the Company. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration the following:

- (a) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (b) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (c) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (d) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (e) Any shares of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (f) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than: (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or

other compensation adviser. The Committee may select or receive advice from any compensation consultant, legal counsel or other compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

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Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

This Charter may be amended at any time and from to time by an act of the Board, including by written or electronic consent.

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