

## **Sirius International Insurance Group, Ltd.**

### **Nominating & Corporate Governance Committee Charter**

#### **I. Purpose**

The purpose of the Nominating & Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Sirius International Insurance Group, Ltd. (the "Company") is to (i) identify, evaluate and recommend individuals qualified to become members of the Board, consistent with criteria approved by the Board, (ii) select, or recommend that the Board select, the director nominees to stand for election at each annual meeting of shareholders of the Company or to fill vacancies on the Board, (iii) review and recommend to the Board any revisions to the corporate governance guidelines applicable to the Company, (iv) oversee the annual performance evaluation of the Board and its committees, and (v) review the Company's position and policies that relate to current and emerging economic, social and governance public policy of significance to the Company. The Committee shall also recommend directors for appointment to the Board's standing committees.

#### **II. Membership**

The Committee shall be comprised of three or more directors, each of whom meets the independence requirements set forth in Nasdaq listing standards, provided that the Board may elect to take advantage of any exception from such requirements provided in the Nasdaq listing standards. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. The membership of the Committee shall be subject to and incorporate the terms of any shareholder agreement on such matters, as applicable, that may exist from time to time.

The members of the Committee shall be appointed annually by a majority vote of the full Board from among its members. Each Committee member shall serve until such member's successor is duly appointed and qualified or until such member's resignation or removal by a majority vote of the full Board.

#### **III. Authority and Responsibilities**

The Committee shall have the following specific authority and responsibilities (in addition to any others that the Board may from time to time delegate to the Committee):

##### **Nomination Matters**

*The items listed under "Nomination Matters" below shall be subject to and incorporate the terms of any shareholder agreement on such matters, as applicable, that may exist from time to time.*

1. Identify, recruit, screen and interview individuals that the Committee believes are qualified to become Board members, and select, or recommend that the Board select,

the director nominees to stand for election at each annual meeting of shareholders of the Company at which directors will be elected.

2. Consider potential director candidates recommended by the Company's management and shareholders in the same manner as nominees identified by the Committee.
3. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members, and recommend such individual(s) for appointment to the Board.
4. Identify Board members qualified to fill any vacancy on a standing committee of the Board, and recommend Board members for appointment to any such committee.
5. Recommend the criteria and policies for the consideration and selection of directors to the Board and the Board committees to the Board for approval. In evaluating candidates for nomination to the Board or service on a committee, the Committee shall take into account Nasdaq listing standards and any other applicable law, regulation or rule.

#### **Economic, Social and Governance Matters**

6. Make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.
7. Review and recommend to the Board any revisions to the corporate governance guidelines applicable to the Company and monitor compliance with such guidelines.
8. Determine stock ownership guidelines for the Company's directors and monitor compliance with such guidelines.
9. Review and approve, or recommend to the full Board for approval, any shareholder agreement that impacts the Company's corporate governance structure or practices.
10. Lead the Board through an annual self-evaluation process to determine whether it and its committees are functioning effectively and report the results of the self-evaluation process to the Board.
11. Develop and oversee an orientation program for new directors and a continuing education program for all directors.
12. Review its own performance and reassess the adequacy of this Charter at least annually in such manner as it deems appropriate and report the results of such evaluation, including any recommendations for change, to the full Board for review.
13. Report regularly to the Board on the activities of the Committee.

14. Review and report to the Board on the Company's policies, practices and disclosures relating to economic, social and governance issues for purposes of risk management, long term business strategy and otherwise.
15. Perform such other duties and responsibilities consistent with this Charter, the Company's Bye-laws, governing law, Nasdaq listing standards, the federal securities laws and such other requirements applicable to the Company, as delegated to the Committee by the Board.

#### **External Advisors**

16. Have the sole authority to retain and terminate search firms and other consultants to assist in the identification and evaluation of director candidates, including the sole authority to approve the search firms' or consultants' fees and other retention terms.
17. Have authority to obtain advice and assistance, at the Company's expense but at funding levels determined by the Committee, from any outside legal counsel, expert or other advisor to assist with the execution of its duties and responsibilities as set forth in this Charter.

#### **IV. Structure and Operations**

The Board shall designate one member of the Committee to act as its Chairperson. The Committee shall meet at least annually, with further meetings to occur when deemed necessary or desirable by the Committee or its Chairperson. The Chairperson, with input from the other members of the Committee and, where appropriate, management, shall set the agendas for Committee meetings. The Committee may meet by such telephonic, electronic or other communication facilities or means as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

The Committee may request that any directors, officers or other employees, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate. The Committee shall have full, unrestricted access to Company records.

The Committee may form and delegate authority to subcommittees consisting of one or more members when it deems appropriate.

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings and such other matters as required by this Charter or as the Board shall from time to time specify.

Except as expressly provided in this Charter, the Bye-laws, the Corporate Governance Guidelines or as required by law or regulation, the Committee shall set its own rules of procedure.

Adopted by the Board of Directors of Sirius International Insurance Group, Ltd. effective as of November 5, 2018 and amended as of November 12, 2019.