

**Charter of the Compensation and Personnel Committee  
of the Board of Directors of Hamilton Insurance Group, Ltd.**

**I. PURPOSE OF THE COMMITTEE**

The purposes of the Compensation and Personnel Committee (the "Committee") of the Board of Directors (the "Board") of Hamilton Insurance Group, Ltd. (together with its subsidiaries the "Company") shall be to (i) discharge the Board's responsibilities relating to compensation of the Company's executive officers and directors; (ii) review and monitor the Company's succession plans; and (iii) review and recommend to the Board compensation plans, policies and programs from time to time (including the Company's management compensation program and employee benefit plans and policies, such as its executive compensation practices and its management incentive and equity-based compensation plans) as well as approve individual executive officer compensation intended to attract, retain and appropriately reward employees in order to motivate their performance in the achievement of the Company's business objectives and align their interests with long-term interests of the Company's shareholders.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall be comprised of three or more directors appointed by the Board, each of whom meets the independence requirements of the New York Stock Exchange (the "NYSE"), the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules promulgated thereunder and the Company's corporate governance guidelines and any other requirements deemed by the Board to be applicable, including any requirements imposed by the Securities and Exchange Commission. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. The members of the Committee shall [be elected annually to one-year terms by the affirmative vote of a majority of the Board members at the first meeting of the Board to be held following the annual meeting of shareholders or as soon thereafter as practicable][serve for such term or terms as the Board may determine or until earlier resignation or death]. Vacancies on the Committee shall be filled by [like vote of] the Board at the next meeting of the Board following the occurrence of the vacancy or as soon thereafter as practicable. A member may be removed from the Committee at any time, with or without cause, by like vote of the Board.

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

The Board shall designate one member of the Committee as its Chairperson. The Committee shall fix its own rules of procedure, which shall be consistent with the Bye-Laws of the Company and this Charter. The Committee shall meet at each quarterly meeting of the Board unless the Chairperson determines that a meeting is not required. The Chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. At least two 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 (subject to compliance with

the US and UK Tax Operating Guidelines of the Company) shall constitute a quorum. All actions of the Committee will require the vote of a majority of its members present at a meeting of the Committee at which a quorum is present. The Committee shall maintain minutes of its meetings and shall regularly report on its actions to the Board.

The Committee may form subcommittees 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 any law or regulation to be exercised by the Committee as a whole.

The Committee shall have access to any of the books and records of the Company that the Committee shall consider relevant to carrying out its duties and may require any officer or employee of the Company to attend meetings of the Committee and provide to it any information available to the Company relevant to the Committee's activities, except as the Board may otherwise direct.

#### IV. COMMITTEE RESPONSIBILITIES

##### A. Management Compensation Program

The Committee shall have the following goals and responsibilities with respect to the Company's management compensation programs, which may vary by location and line of business, as well as such other matters as may be delegated to the Committee by the Board from time to time:

- a. to review at least annually the Company's management compensation program in light of the Company's strategies and business plans and to recommend to the Board such changes in the goals and objectives of the program as the Committee deems appropriate;
- b. to review at least annually the material terms of the Company's executive compensation program and, if the Committee deems it appropriate, recommend to the Board for adoption, changes in the terms of such program, including the adoption of any new compensation arrangements for the Company's executives;
- c. to review and approve annually corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluate annually the performance of the Chief Executive Officer in light of those goals and objectives, his or her personal performance, the Company's performance, strategies and business plans and the goals and objectives of the Company's executive compensation program and determine and approve the Chief Executive Officer's compensation, including salary, bonus, fees, benefits, incentive awards and perquisites, based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to Chief Executive Officers at comparable companies and the awards given to the Chief Executive Officer in past years;
- d. to review annually the Chief Executive Officer's evaluation of the performance of his or her direct reports and any other member of the Company's senior management as the Committee shall designate from time to time (each, a "Designated Executive Officer"), in light, in each case,

- of his or her performance, the Company's performance, strategies and business plans and the goals and objectives of the Company's executive compensation program, and to set the annual incentive compensation and any long-term incentive award of each based on this evaluation;
- e. to evaluate and recommend to the Board appropriate compensation for the Company's non-employee directors, expense reimbursement policies for continuing education and attendance at Board and Committee meetings and any perquisites;
  - f. to perform such duties and responsibilities as may be assigned to the Committee under the terms of the Company's executive compensation program;
  - g. to review at least annually any perquisites or other personal benefits provided by the Company to its executive officers, and to institute, or recommend to the Board, any changes to the Company's practices in such regard;
  - h. to determine stock ownership guidelines for the Chief Executive Officer and other executive officers and monitor compliance with such guidelines;
  - i. to retain, terminate and determine the compensation of any compensation consultant to be used to assist in the evaluation of executive compensation;
  - j. to periodically assess the Company's pay structure for senior executive officers to ensure that it broadly encourages rational and sensible risk taking and does not misalign executive interests with those of shareholders or encourage excessive risk taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk;
  - k. to review and approve the lists of peer group companies to which the Company shall compare itself for compensation and performance purposes;
  - l. to develop and implement such policies with respect to the recovery or "clawback" of any excess compensation (including equity awards) as may be required by applicable law or NYSE rules or as determined by the Committee to be reasonable and appropriate;
  - m. to review and discuss with management the Company's Compensation Discussion and Analysis (the "CD&A") and the related executive compensation information, recommend that the CD&A and the related executive compensation information be included in the Company's annual report and proxy statement and prepare the compensation committee report on executive compensation required to be included in the Company's annual report or proxy statement;
  - n. to review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation (the "Say on Pay Votes") and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement;
  - o. [to oversee engagement with shareholders and proxy advisory firms on executive compensation matters;]
  - p. to periodically review and assess the adequacy of this Charter and recommend to the Board for approval any changes that the Committee believes are appropriate; and
  - q. to perform other duties and responsibilities, consistent with this charter, the Company's Bye-Laws, governing law, the rules and regulations of the NYSE, the Exchange Act and such other requirements applicable to the Company, delegated to the Committee by the Board.

Consistent with the foregoing responsibilities of the Committee, the Committee and the Company shall, except as may be otherwise directed by the Board, adhere to the following policies regarding compensation of the Company's management:

(i) Any employment, incentive compensation, severance or similar agreement, and any amendment thereto, between the Company and a Designated Executive Officer, shall be subject to review by the Committee and the Committee shall report thereon to the full Board with its recommendation regarding such agreement. Such employment, incentive compensation, severance or similar agreement shall be subject to approval of the Board unless the Board has delegated approval thereof to the Committee, before the Company shall become bound by such agreement (except any such agreement in effect on the date of this Charter). The Committee shall have the authority to make any determination regarding the interpretation or application of any such employment, incentive compensation, severance or similar agreement to be made by the Company as provided by such agreement (including, without limitation, any determination regarding the amount of any bonus or incentive compensation award to be made under such agreement and any determination regarding the vesting of any benefits or the waiver of any conditions or requirements of such agreement).

(ii) Any bonus or other incentive compensation plan or program in which any Designated Executive Officer may participate, and any other bonus award to a Designated Executive Officer, shall be subject to review by the Committee. The Committee shall report thereon to the full Board with its recommendation regarding such bonus or other incentive compensation plan or program or bonus award, which shall be subject to approval of the Board unless the Board has delegated approval thereof to the Committee, before the Company shall become bound by such plan or program or shall grant such award (except any such plan, program or award in effect on the date of this Charter). The Committee shall have the authority to make any determination regarding the interpretation or application of any such incentive compensation plan or program to be made by the Company as provided by such plan or program (including, without limitation, any determination regarding the amount of any bonus or incentive compensation award to be made under such plan or program and any determination regarding the vesting of any benefits or the waiver of any conditions or requirements of such plan or program).

Any direction by the Board with respect to the matters referred to above shall require the affirmative vote of a majority of the Committee. For purposes of this Charter, any reference to the Company shall include any other company over which the Company, directly or indirectly, exercises control.

#### B. Incentive Compensation and Equity-Based Incentive Plans and Programs

The Committee shall have the following responsibilities with respect to the Company's incentive compensation and equity-based compensation plans and programs:

- a. to review at least annually the Company's incentive compensation and equity-based compensation plans and programs in light of the Company's strategies and business plans, and to recommend to the Board such changes to the goals and objectives of the plans or programs

- and such changes to the terms of such plans or programs, or new incentive compensation or equity-based incentive plans or programs, as the Committee deems appropriate; and
- b. to exercise such powers regarding the administration, application and interpretation of the Company's incentive compensation and equity-based compensation plans and programs as may be assigned to the Committee by the terms of such plans or programs and to make recommendations to the Board with respect to any such matters assigned by the terms of such plans or programs to the Board.

#### C. Other Employee Benefit Plans

The Committee shall have the following responsibilities with respect to the Company's employee benefit plans:

- a. to review at least annually the goals and objectives of the Company's other employee benefit plans in light of the Company's strategies and business plans and to recommend to the Board such changes to the goals and objectives of the plans as the Committee deems appropriate;
- b. to exercise such powers regarding the administration, application and interpretation of the Company's employee benefit plans as may be assigned to the Committee by the terms of such plans; and
- c. to review, approve and, when appropriate, recommend to the Board for approval, any employee benefit plans for the Company, which includes the ability to adopt, amend and terminate such plans and the ability to delegate oversight of such plans.

#### D. Other Compensation and Personnel Matters

The Committee shall also:

- a. evaluate annually the appropriate level of compensation, including equity awards, and shareholding guidelines for Board and Committee service by non-employee members of the Board and make recommendations with respect to such matters to the full Board;
- b. oversee the human resources function and personnel policies, including management training and development programs;
- c. periodically review and assess periodically the management succession plan for the Chief Executive Officer position and other members of executive management;
- d. oversee the process for the engagement, assessment of fitness and propriety, and dismissal of the services of the Chief Executive Officer and senior executive officers; and
- e. perform such other responsibilities regarding the Company's employee compensation programs or policies or other matters as the Board may from time to time assign to the Committee.

#### V. OUTSIDE ADVISERS

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisers as it deems necessary for the proper performance of its responsibilities and shall be directly responsible for the appointment, compensation and oversight of

the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of reasonable compensation to any compensation consultant, independent legal counsel or other adviser retained by the Committee. To the extent required by the NYSE rules, the Committee shall assess the independence of any compensation consultant, legal counsel or other adviser from management taking into account the factors specified by applicable NYSE rules or applicable law. The Committee shall also evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

#### VI. EVALUATION OF THE COMMITTEE'S PERFORMANCE

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. 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 received by the Committee and presented by the Committee to the Board, and the adequacy of the Committee's deliberations regarding the matters reported to and acted upon by the Committee and of the deliberations of the Board regarding the matters reported to and recommended to the Board by the Committee. The Committee shall deliver to the Board a report 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.

#### VII. MISCELLANEOUS

This Charter is, and any amendments hereto will be, displayed on the Company's website and such website address shall be disclosed in the Company's annual proxy statement. This Charter is effective as of 10 November, 2023, and supersedes any previous versions thereof.