

## **RENAISSANCERE HOLDINGS LTD.**

### **CORPORATE GOVERNANCE AND HUMAN CAPITAL MANAGEMENT COMMITTEE CHARTER**

**Effective as of November 8, 2023**

#### **Purpose**

The primary purposes of the Corporate Governance and Human Capital Management Committee (the “Committee”) are to assist the Board of Directors (the “Board”) of RenaissanceRe Holdings Ltd. (the “Company”) in carrying out its responsibilities with respect to (a) the compensation of the Company’s Chief Executive Officer (“CEO”), other executive officers and the Board; (b) Board nomination and evaluation matters; and (c) corporate governance matters.

#### **Membership**

The Committee shall consist of no fewer than three members. Members of the Committee shall meet the independence requirements of the New York Stock Exchange (“NYSE”). Each member of the Committee shall also qualify as a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. Determinations as to whether a particular director satisfies the requirements for membership on the Committee, including applicable independence and experience requirements, shall be made by the Committee, subject to ratification by the Board.

The members of the Committee shall be appointed by the Board on the recommendation of the Committee. Each Committee member 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. One member of the Committee shall be appointed Chair of the Committee by the Board, on the recommendation of the Committee. Committee members and the Chair of the Committee may be removed by the Board in its discretion.

The Committee may form and delegate its responsibilities with respect to transactions involving equity securities under Rule 16b-3 to a subcommittee composed of two or more members of the Committee, and any of its other responsibilities to a subcommittee composed of one or more members of the Committee, as it deems appropriate.

#### **Meetings**

The Chair of the Committee shall preside over Committee meetings and shall be responsible for preparing Committee agendas and determining the informational needs of the Committee. The Committee shall meet as often as necessary to carry out its responsibilities.

The Committee may request any other director, officer or employee of the Company or the Company’s outside counsel to attend any meeting of the Committee or to meet independently with any Committee members or consultants to the Committee. The Company’s CEO and other executive officers should not attend the portion of any meeting when their performance or compensation is discussed, unless specifically invited by the Committee.

The Committee shall report regularly to the Board on its findings, recommendations and other matters it deems appropriate after each Committee meeting or at the next regularly scheduled meeting of the Board. The Committee shall maintain minutes or other records of its meetings and activities.

## **Responsibilities and Duties**

### **A. Compensation Matters**

The Board has delegated to the Committee primary responsibility for overseeing: (a) CEO compensation and performance; (b) executive officer compensation; (c) executive compensation policies, programs, and shareholdings levels; (d) Board compensation policies, programs and shareholdings levels; (e) benefits plans for officers and other employees; (f) personnel policies; and (g) CEO and executive officer succession planning and organizational development planning. In furtherance of the Committee's purpose and responsibilities with respect to compensation matters, and in addition to any other responsibilities and duties that may be properly assigned by the Board, the Committee shall:

1. Establish and oversee the Company's executive compensation philosophy.
2. Review the competitiveness of the Company's executive compensation programs in comparison to its identified peer group.
3. Determine all aspects of compensation for the CEO, including developing and reviewing the corporate and individual performance goals and objectives for the CEO, and communicating those goals and objectives to the CEO.
4. Annually evaluate the CEO's performance in light of the goals and objectives established by the Committee; meet with the CEO to discuss the CEO's performance against such goals; and approve the compensation for the CEO. In determining the incentive components of CEO compensation, the Committee may consider any number of factors, and should consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.
5. Annually discuss the evaluation of the performance of other executive officers of the Company, review the recommendations for executive officer compensation, and approve the compensation for those executive officers.
6. Approve the design of and make recommendations to the Board with respect to new incentive-compensation and equity-based plans, and any amendments to existing plans, applying to the CEO and other executive officers.
7. Develop and approve the performance standards for, apply any performance adjustments to, and award payouts for all incentive plans applying to the CEO and other executive officers.

8. Annually approve the compensation programs and the payouts applying to non-employee members of the Board, and periodically review the competitiveness of the Company's non-employee director compensation programs.
9. Review and administer all employee and non-employee director stock-based compensation plans and approve any stock option, restricted stock, performance share, and similar stock-based grants under such plans or the pool of awards available under such plans.
10. Periodically review and approve policies with respect to executive perquisites, review reports on executive perquisites and monitor compliance with the Company's policies and procedures related to executive perquisites, including use of the Company's corporate airplanes.
11. Review and approve new employment agreements, consulting arrangements, severance or retirement arrangements and change in control agreements or provisions, and any material amendments to such agreements, for the CEO and other executive officers.
12. Periodically review reports on the Company's shareholdings and recent transactions in same of the Board members, CEO and other executive officers.
13. Review and advise on succession plans for the CEO and other executive officers in preparation for review by the Board, including recommending to the full Board, when the facts and circumstances warrant, the selection of a new CEO.
14. Oversee the administration of the Company's major compensation and employee benefit plans and review material changes to those plans.
15. Review and establish policies regarding stock ownership levels for the CEO, other executive officers, and the Board, and monitor compliance with such policies.
16. Review material changes in personnel policies.
17. Review and approve, or recommend to the Board that the Board approve, the Company's compensation-related proposals to be voted upon by shareholders, including those relating to say on pay and equity compensation plans.
18. Adopt and implement policies with respect to the recovery or "clawback" of any excess or incentive-based compensation (including stock options) paid to any of the Company's executive officers.
19. Review and discuss with management the Company's disclosures in "Compensation Discussion and Analysis" (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.

20. Produce the annual “Compensation Committee Report” for inclusion in the Company’s proxy statement, in accordance with SEC rules and regulations, and make such other reports, certifications and disclosures as may be required.
21. Review and analyze potential risks associated with the Company’s compensation programs and policies.
22. Have the sole authority to retain and terminate (or obtain the advice of) any advisor to assist it in the performance of its compensation-related responsibilities and duties, including compensation consultants, financial and other advisors, and independent legal counsel (each, a “Compensation Advisor”). Annually, and prior to hiring or obtaining advice from any Compensation Advisor, the Committee shall evaluate all factors it deems relevant to the Compensation Advisor’s independence from management, including those specified in Section 303A.05(c) of the NYSE Listed Company Manual and Rule 10(C)-1(b)(4) of the Exchange Act. The Committee shall be directly responsible for the appointment, compensation and oversight of the services provided by Compensation Advisors and shall have sole authority to approve the fees and other terms and conditions of any Compensation Advisor’s retention. The Company shall provide adequate funding, as determined by the Committee, for payment of compensation to and expenses of any Compensation Advisors retained by the Committee. In addition, the Committee will annually perform an assessment of whether any the work of a Compensation Advisor that is involved in determining or recommending executive compensation raises any conflicts of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

## **B. Board Nomination and Evaluation Matters**

The Board has delegated to the Committee primary responsibility for overseeing and supervising the nominating process for prospective members of the Board. In furtherance of the Committee’s purpose and responsibilities with respect to board nomination matters, and in addition to any other responsibilities and duties that may be properly assigned by the Board, the Committee shall:

1. Ensure that appropriate procedures are in place for and lead the process for, the identification, selection and recommendation of qualified Board candidates, including establishing the criteria for the selection of new directors in accordance with the Company’s corporate governance guidelines (the “Corporate Governance Guidelines”).
2. Consider potential director candidates recommended by shareholders.
3. Have the sole authority to retain, terminate and oversee the relationship with any search firm used to identify or evaluate potential director candidates and to determine the fees and all other terms and conditions of the engagement.

4. When necessary or desirable to identify prospective new Board members, develop a list of potential candidates, prioritize potential candidates from the list and approve those candidates to be contacted by a member of the Committee.
5. Be authorized to require such information of prospective candidates, as it deems advisable to obtain in connection with its review, with the assistance of the General Counsel.
6. Based on its review and evaluation of prospective candidates, recommend nominees to the full Board for election at the next annual or special meeting of shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings which the Board is permitted by law to fill.
7. Provide prospective candidates with information and materials to assist them in reviewing the potential opportunity to join the Board, with the assistance of the General Counsel.
8. Upon approval of the Board, invite prospective candidates to join the Board, subject to approval by the Company's shareholders, as applicable. An independent Board member, which may include the Non-Executive Chair of the Board or the Chair of the Committee, shall extend the invitation on behalf of the Board.

### **C. Corporate Governance Matters**

The Board has delegated to the Committee primary responsibility for developing the Company's corporate governance principles. In this regard, the Committee has been delegated responsibility for oversight of the Board's overall effectiveness reviews, review of individual director performance and similar matters. The committee also oversees the establishment of criteria for the directors, and policies regarding the structure of the Board and its committees. In furtherance of the Committee's purpose and responsibilities with respect to corporate governance matters, and in addition to any other responsibilities and duties that may be properly assigned by the Board, the Committee shall:

1. Review the skills and competencies the Board needs at least annually and compare this assessment to the skills and competencies of the existing membership.
2. Review the performance of directors who are up for re-nomination and recommend those directors, if appropriate, to the Board for re-election at the annual meeting of shareholders.
3. Review the continued service of directors who have a change in their primary careers or job responsibilities.
4. Annually review committee chairpersons and membership, and the self-evaluations prepared by each committee, and recommend any changes to the

composition and functions of the committees to the full Board. The chair and members of each committee shall be decided by the Committee after discussion with the Non-Executive Chair of the Board and the CEO and, as appropriate, the General Counsel.

5. Annually review the overall effectiveness and functioning of the Board based on the views of the Committee's members and applicable legal requirements, including reviewing the Board's compliance with the independence requirements of the NYSE, and recommending any changes in the Board's size, practices or personnel that it determines to be in the best interests of the Company.
6. Oversee the orientation process for new directors and review the Company's policies and programs with respect to the continuing education of directors.
7. Review at least annually the qualification of Audit Committee members as "financially literate" and as having accounting or related financial management expertise within the meaning of the rules of the NYSE, and as audit committee "financial experts" within the meaning of the rules and regulations of the SEC.
8. Conduct a reasonable prior review and oversight of all related-party transactions (which term refers to transactions that would be required to be disclosed pursuant to SEC Regulation S-K, Item 404) for potential conflicts of interest, including determining whether any such transaction is inconsistent with the interests of the Company and its shareholders.
9. Review any properly submitted shareholder proposals.
10. At least annually, review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any changes to the Board for approval.
11. Oversee, monitor and review the Company's policies, programs and practices related to environmental, social and governance matters, including sustainability programs, health and safety matters, and human capital management, including with respect to diversity, equity and inclusion, employee engagement and talent development initiatives and related matters.
12. Consider corporate governance issues as they arise and developing any appropriate recommendations for the Board.
13. Consult with the CEO and other Board members with respect to corporate governance matters, to ensure that its decisions are consistent with the sound relationship between the Board and management and among the directors.

#### **D. General**

1. The Committee shall annually review and assess the adequacy of the Committee's charter (the "Charter"), and recommend any proposed changes to the Board for

approval. The Board may also review the Charter and determine to alter its responsibilities.

2. The Committee shall conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the Charter.
3. The Committee shall have the authority and ability to conduct investigations with access to all books, records, facilities and personnel of the Company.
4. The Committee shall have the authority to retain and obtain advice from independent counsel and other advisors it deems necessary in fulfilling its responsibilities and duties. Considerations regarding the use of Compensation Advisors are further described above. The Company shall provide adequate funding to the Committee to engage such advisors.
5. The Company shall fund other ordinary administrative expenses as the Committee requests to carry out its duties.
6. Perform such other duties and responsibilities, consistent with this Charter, the Company's Amended and Restated Bye-laws, governing law, the rules and regulations of the NYSE, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board.