

Amended &  
Restated Charter  
of the  
Compensation  
Committee of the  
Board of Directors  
of SiriusPoint Ltd.

February 12, 2026

# AMENDED & RESTATED CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF SIRIUSPOINT LTD.

Pursuant to the duly adopted Bye-Laws of the Company (the “Bye-Laws”), the Board of Directors (the “Board”) of SiriusPoint Ltd. (the “Company”) has determined that the Compensation Committee (the “Committee”) of the Board shall assist the Board in fulfilling certain of its oversight responsibilities. The Board has adopted this Amended & Restated Charter (“Charter”), which supersedes all prior versions of this Charter, including that dated November 7, 2023, to establish the governing principles of the Committee.

## 1. Purposes

The primary purposes of the Committee of the Board are to: (a) discharge the Board’s responsibilities relating to compensation of the Company’s executive officers and directors; (b) review and monitor the Company’s succession plans; and (c) review and recommend to the Board compensation plans, policies and programs, as well as approve the 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 the long-term interests of the Company’s shareholders. For the purposes of this Charter, the term “executive officers” shall refer to executives that report to the Chief Executive Officer (“CEO”).

## 2. Membership

- (a) Number and Independence. The Committee shall consist of no fewer than three (3) directors, each of whom shall meet the independence requirements of the New York Stock Exchange, 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.
- (b) Appointment and term. Members of the Committee shall be appointed by the Board on the recommendation of the Governance and Nominating Committee of the Board, which shall recommend for Committee membership such directors as it believes are qualified. Committee members shall serve for such term or terms as the Board may determine, or until their earlier resignation, death or removal, and may be removed by the Board in its discretion.
- (c) Chair. Unless a Chair of the Committee is elected by the Board, the Committee may designate its Chair by majority vote of the full Committee membership.
- (d) Subcommittees. The Committee shall have the authority to establish subcommittees and to delegate any of its responsibilities to such subcommittees as the Committee may deem appropriate, provided that any such subcommittee is composed entirely of directors that meet the independence standards provided herein.

## 3. Duties and Responsibilities

The following duties and responsibilities shall be the common recurring activities of the Committee in fulfilling the purposes of the Committee set forth in Section 1 of this Charter. The Committee’s duties and responsibilities shall include the matters enumerated below, as well as such other matters as may be delegated to the Committee by the Board from time to time.

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- (a) Establish and periodically review the Company's general compensation philosophy, and oversee the development and implementation of compensation programs, including monitoring and reviewing market and compensation trends to help confirm that the Company's programs remain competitive, appropriate, and aligned with the Company's compensation philosophy.
- (b) Review and approve annually corporate goals and objectives relevant to the CEO compensation, evaluate at least annually the CEO's performance in light of those goals and objectives and determine and approve the CEO's compensation, including salary, bonus, fees, benefits, incentive awards and perquisites, based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to CEO's at comparable companies, including those within a peer group selected or approved by the Committee, and the awards given to the CEO in past years.
- (c) Review and make recommendations to the Board regarding the adoption or material modification of the Company's compensation plans, including with respect to incentive compensation plans and equity-based plans, policies and programs.
- (d) Approve grants and/or awards of restricted shares, options, restricted share units and other forms of equity-based compensation under the Company's incentive compensation and equity-based plans.
- (e) Review and approve annually corporate goals and objectives relevant to each executive officer. Evaluate annually, or more frequently if necessary, the performance of each executive officer in light of those goals and objectives.
- (f) Review the compensation of the Company's executive officers other than the CEO, including salaries, bonuses, fees, benefits, incentive awards and perquisites.
- (g) Review and approve, for the CEO and other executive officers of the Company, when and if appropriate, employment agreements, severance arrangements, consulting agreements and change-in-control or termination agreements and any amendments thereof.
- (h) Approve any employment arrangement, agreements, consulting arrangements, severance or retirement arrangements, termination agreements and/or change-in-control agreements or provisions covering any employee or consultant receiving in excess of \$1 million per year of total compensation, including any arrangements that may be subject to, or structured to comply with, Section 162(m) of the Internal Revenue Code, as amended from time to time.
- (i) Review, approve and make recommendations to administer incentive compensation and equity-based plans of the Company or its subsidiaries, including determining and granting awards thereunder and discharging any responsibilities imposed on the Committee or the administrator of any of these plans, and make recommendations to the Board with respect to any such plans or grants thereunder that are subject to Board approval. In carrying out these responsibilities, the Committee shall also confirm that any approvals or actions required to comply with, or qualify for exemptions under, Securities Exchange Act Rule 16b-3 are taken, as applicable.

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- (j) Determine share ownership guidelines, if any, for the CEO and other executive officers, and monitor compliance with any such guidelines.
- (k) 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 and paid to the Company’s executive officers based on erroneous data.
- (l) Determine share ownership guidelines for the Company’s directors and monitor compliance with such guidelines.
- (m) Review and approve the Company’s CEO pay ratio disclosure.
- (n) Review periodically the Company’s strategies, policies and practices related to human capital management, including with respect to matters such as inclusion.
- (o) Evaluate and recommend to the full Board appropriate compensation for the Company’s non-employee directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings.
- (p) Consider at least annually whether risks arising from the Company’s compensation plans, policies and programs for its employees are reasonably likely to have a material adverse effect on the Company, including whether the Company’s incentive compensation plans encourage excessive or inappropriate risk taking.
- (q) Review, assess, develop, and implement, as the Committee determines to be appropriate, policies or practices with respect to hedging of (and/or offsetting any decrease in the market value of) equity securities granted as compensation to employees, officers, and directors or otherwise held, directly or indirectly, by employees, officers and directors.
- (r) Review and discuss with management the Compensation Discussion and Analysis (“CD&A”) required to be included in the Company’s annual report or annual proxy statement. Based on such review and discussion, the Committee shall make a recommendation to the Board as to whether such CD&A shall be included in such annual report or proxy statement; and prepare, review, and approve the “Compensation Committee Report” required to be included in such annual report or proxy statement. In addition, and as appropriate, review and discuss with management any disclosures related to executive compensation and human capital matters not contained in the CD&A but provided elsewhere in the annual report or proxy statement, as applicable.
- (s) Review and assess the results of the advisory shareholder say-on-pay or say-on-frequency voting and consider how compensation policies and practices should take into account the results of the most recent shareholder vote. In addition, the Committee shall review any shareholder proposals relating to executive compensation matters and recommend to the Board the Company’s response to such proposals.
- (t) Conduct an annual performance self-evaluation of the Committee’s performance, comparing the performance of the Committee with the requirements of this Charter.

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- (u) Review and monitor management development plans and activities. The Committee shall periodically review with the CEO the plans for succession for the CEO, other executive officers, and other key employees, including plans for succession in the event of an emergency or the retirement of the CEO, other executive officers, and other key employees, and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.
- (v) Review periodically the Company's strategies, policies, practices, and reporting relating to human capital management, including inclusion, human rights, talent development, and employee engagement. The Committee shall receive periodic updates from the Company's management responsible for such efforts and shall provide recommendations on human capital management strategy to the Board.
- (w) The Committee shall periodically review the Company's activities and disclosures related to sustainability, including environmental, social and governance matters, and related issues of significance to the Company, the communities in which it operates, and its shareholders and employees.
- (x) Exercise the powers set forth in Bye-Law 49(a) (Powers of the Board of Directors) and Bye-Law 55 (Remuneration of Officers).
- (y) Report to the Board periodically on all matters for which the Committee has responsibility.
- (z) At least annually, review and assess the adequacy of this Charter and recommend to the Board for approval any changes that the Committee believes are appropriate.
- (aa) Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein or as may from time to time be delegated to the Committee.

With respect to these responsibilities, and to minimize administrative burdens, the Committee will work with management to define adequate thresholds below which approval for some of these activities and associated transactions can be delegated to management without direct Committee involvement; provided, however, that no member of management shall be delegated authority over his or her own compensation (other than with respect to benefit plans in which such member of management participates on the same basis as other employees generally). The Committee, and any subcommittee or management delegatee, shall exercise the foregoing powers and perform the foregoing responsibilities in the manner required by, and subject to any limitations contained in, the Bye-Laws.

#### **4. Meetings and Procedures**

- (a) Meetings. The Committee shall meet at least twice a year and as frequently as necessary to carry out its duties and responsibilities under this Charter. The meetings and other actions of the Committee shall be governed by the provisions of the Company's Bye-Laws applicable to meetings and actions of the committees of the Board, including Bye-Law 61, which provides that the quorum required for meetings and actions of the committees of the Board shall be a majority of the Committee members then in office. In addition, Bye-Law 58 provides that a resolution put to vote at a meeting shall be carried by the affirmative votes of a majority of the votes cast and in the case of an equality of votes, the resolution shall fail. Meetings of the Committee may be called by the Chair of the Board, any member of the Committee or the Secretary of the Board on the requisition of a

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Committee member. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter. As provided in Section 5(a)(2) of this Charter, the Committee may invite any person to attend all or part of any Committee.

- (b) Notice. Committee members shall be given reasonable notice of a meeting in advance by telephone, facsimile, electronic transmission or in accordance with any other instructions given by a Committee member to the Company for this purpose. Any such notice need not be given to any Committee member who attends such meeting without protesting the lack of notice to him or her, prior to or at the commencement of such meeting, or to any member who submits a signed waiver of notice, whether before or after such meeting.
- (c) Approval of proposals by the Board. In the event the number of Committee members voting in favor of a proposal and the number of Committee members voting against such proposal are equal, the proposal shall be submitted to a vote of the Board, subject to applicable law.
- (d) Meetings with management and Compensation Advisors. The Committee shall be afforded the opportunity, as it deems necessary and at the Committee's discretion, to meet in separate executive session meetings with (a) members of management, and (b) Compensation Advisors, as defined in Section 5 below.
- (e) Means of participation. Members of the Committee may participate in a meeting of the Committee by means of telephone or video call or similar communications arrangements by means of which all persons participating in the meeting can hear each other.
- (f) Recordkeeping. The Committee shall keep minutes and report on its activities at the next full Board meeting.
- (g) Other rules of governance. The meetings and other actions of the Committee shall be governed by the provisions of the Company's Bye-laws applicable to meetings and action of the Committees of the Board. In addition, the Committee may adopt rules of governance, not inconsistent with this Charter.

## 5. Authority and Resources

- (a) General. The Committee shall have appropriate authority and resources to discharge its duties and responsibilities, including seeking any information it requires from the Company's employees, all of whom are directed to cooperate with the Committee's requests or external parties, and obtaining access to all books, records, and facilities of the Company. The Committee may request (1) any officer or employee of the Company, and (2) the Company's outside counsel or any advisor, expert, or consultant retained by the Committee to attend any meeting (or portions thereof) of the Committee, or to meet with any members of or consultants to the Committee, and to provide such information as the Committee deems necessary or desirable, provided, however, that the CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation.
- (b) Compensation Advisors and other advisors. The Committee may, in its sole discretion and without further approval from the Board, retain any consultant, independent counsel, expert or advisor (collectively,

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“Compensation Advisors”) that the Committee believes to be necessary or appropriate; provided, further, that the Committee shall have the sole authority and responsibility, without further approval by the Board: (1) to select, retain and terminate a Compensation Advisor to assist in the evaluation of the compensation of executive officers of the Company or any other compensation-related matter; (2) to oversee the work of any such Compensation Advisor; and (3) to approve any compensation payable by the Company to such Compensation Advisor, including the fees, terms and other conditions for the performance of such services. In selecting a Compensation Advisor, the Committee shall have the sole authority to select any Compensation Advisor it shall deem appropriate; provided, however, that prior to such selection, the Committee shall assess the independence of such Compensation Advisor, taking into consideration such factors as the Committee determines to be appropriate or as required by applicable law or stock exchange rules, including but not limited to: (4) the provision of other services to the Company by the person that employs the Compensation Advisor (the “Advisor’s Employer”); (5) the amount of fees received from the Company by the Advisor’s Employer as a percentage of the total revenue of the Advisor’s Employer; (6) the policies and procedures of the Advisor’s Employer that are designed to prevent conflicts of interest; (7) any business or personal relationship of the Compensation Advisor with a member of the Committee; (8) any share of the Company owned by the Compensation Advisor; and (9) any business or personal relationship of the Compensation Advisor or the Advisor’s Employer with an executive officer of the Company. The Committee may also utilize the services of or receive advice from the Company’s regular legal counsel or other advisors to the Company and other legal counsel or other advisors after conducting an assessment of independence for such advisors as described above. Notwithstanding the foregoing, an independence assessment will not be required prior to seeking advice from in-house counsel for the Company or when an advisor is (10) consulting on a broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors and is available generally to all salaried employees, or (11) providing information that is not customized for the Company or that is customized based on parameters that are not developed by the compensation advisor and about which the compensation advisor does not provide advice. The Committee shall also evaluate whether any Compensation Advisor retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K (or any successor provision thereof). The Committee, following an independence assessment as described in this paragraph, shall not be prohibited from retaining a Compensation Advisor who is not independent and the Committee shall have no obligation to implement or act consistently with the advice or recommendation of any Compensation Advisor.

- (c) Funding. The Board authorizes funding for the Committee as appropriate, in the Committee’s discretion, for the discharge of the Committee’s duties and responsibilities, including for payment of: (a) compensation to any Compensation Advisor or other advisor retained by the Committee, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its duties and responsibilities, as shall be determined by the Committee.

## 6. Miscellaneous

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. Except as otherwise required by the rules of the NYSE applicable to the Committee, or applicable law, the purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such

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additional procedures and standards as it deems necessary from time to time to fulfil its responsibilities. This Charter is intended to be consistent with the Company's Corporate Governance Guidelines. 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.