



Amended &  
Restated Charter  
of the Risk and  
Capital  
Management  
Committee of the  
Board of Directors  
of SiriusPoint Ltd.

February 12, 2026

# AMENDED & RESTATED CHARTER OF THE RISK AND CAPITAL MANAGEMENT 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 Risk and Capital Management 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 those dated October 29, 2025 and November 7, 2023, to establish the governing principles of the Committee.

## 1. Purpose

The primary purpose of the Committee is to assist the Board in overseeing the integrity and effectiveness of the enterprise risk management framework of the Company, and overseeing the Company’s risk taking and risk mitigation activities to promote consistency with that framework.

## 2. Membership

- (a) The Committee shall consist of at least three (3) directors who are suitably knowledgeable regarding the risks the Company faces and methods of managing them which are appropriate for the nature, size and complexity of the Company.
- (b) Members of the Committee shall be appointed by the Board on the recommendation of the Governance and Nominating Committee of the Board. Unless a Chairperson of the Committee is elected by the Board, the Committee may designate its Chair by majority vote of the full Committee membership.
- (c) The Board may remove any member at any time, with or without cause.
- (d) Directors may resign from the Committee without resigning from the Board.

## 3. Duties and Responsibilities

The Committee shall have duties and responsibilities as follows:

### (a) Risk Management

- (1) Review, approve and monitor the integrity and adequacy of the Company’s enterprise risk management frameworks;
- (2) Review, monitor and recommend to the Board for approval the Company’s overall firm-wide risk tolerance and limit statements, taking into account management’s views while retaining the Committee’s sole discretion to determine the recommendations it believes appropriate;
- (3) Monitor the Company’s compliance with any material guidelines, policies and procedures governing the risk management process, including adherence to risk tolerance and limit statements and the effective remediation of noncompliance on an on-going basis;
- (4) Oversee management’s identification, assessment, mitigation, reporting, and monitoring of the Company’s material risks and exposures, while aligning with the Company’s overall risk tolerance, including but not limited to:

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- (A) Insurance risk;
- (B) Investment, liquidity and concentration risk;
- (C) Market risk;
- (D) Climate risk;
- (E) Credit risk;
- (F) Foreign exchange risk;
- (G) Systems and operations risk (including, as appropriate, operational risks such as data, technology, and transaction-related risks);
- (H) Cyber risk;
- (I) Group risk;
- (J) Strategic risk;
- (K) Reputational risk;
- (L) Compliance risk; and
- (M) Any other risk as determined by the Committee to have a material impact on the Company.

Such other material risks shall also be identified through consultation with the Audit Committee, internal or external audit each of which shall have a direct line of communication to the Committee.

- (5) Review and receive reports relating to cybersecurity planning and protections, working as appropriate with the Company's IT, legal, accounting and financial functions, including review of the state of the Company's cybersecurity program, emerging cybersecurity developments and threats, and the Company's strategy to mitigate cybersecurity risks.
- (6) Oversee and review management's processes for monitoring and aggregating risks across the Company's organization as a whole, including its subsidiaries and strategic partners.
- (7) Oversee and review the implementation, execution and performance of the Company's enterprise risk management framework, including the coordination of risk management initiatives across the Company's organization.
- (8) Oversee and establish reporting criteria and review the system of risk reporting to senior management and by management to the Committee regarding the Company's material risks and exposures, including its subsidiaries and strategic partners.
- (9) Periodically discuss with management the Company's material risks and exposures, including the most likely sources of material future risks and exposures, and assess the adequacy of management's risk assessments, controls and strategies, the appropriateness of any significant judgments made by management in such assessments, controls and strategies and any steps management has taken, or plans to take, to manage, mitigate or offset such risks and exposures.
- (10) Review and approve material changes to the methodologies, modelling, processes, and controls relating to the assessment and modelling of catastrophe, credit, investment, premium, and reserve risk.

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- (11) Review material risk-related statements and disclosures contained in the Company's financial statements and disclosures as required by laws or regulations.
- (12) Receive and review quarterly reports from the Group Chief Risk Officer. Such reports shall include an assessment of the Company's risks and exposures, including its subsidiaries and strategic partners.
- (13) Receive and review quarterly reports on cyber risk from the Chief Information and Technology Officer.
- (14) Receive and review quarterly reports from the Company's Global Chief Compliance Officer.
- (15) Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's material risks and exposures and its enterprise risk management program.

## **(b) Capital Management and Financial Strategies**

- (1) Review the Company's capital structure and adequacy thereof, to the extent deemed necessary, recommend to the Board alterations, including:
  - (A) alternative capital structure strategies, such as joint venture programs, recapitalizing opportunities and other non-traditional financial opportunities;
  - (B) issuances of equity, debt and other securities and proposed credit and similar facilities; and
  - (C) capital market opportunities presented by management.
- (2) Review the Company's internal risk transfer policies, including internal reinsurance between legal entities, intercompany guarantees, ownership structure, intercompany debt and liquidity facilities, and other mechanisms that transfer risk between group members.
- (3) Oversee the evaluation, review and monitoring of financial strategies, including existing and proposed strategies. Once evaluated, the Committee shall determine whether the opportunities are consistent with established guidelines and how they would impact the Company's financial condition, ratings and the relative cost of capital.
- (4) Review and, as appropriate, approve or recommend to the Board for approval the Company's enterprise stress testing results, including Own Risk and Solvency Assessment (ORSA) stress tests and liquidity stress testing, and consider the implications of such results for the Company's capital adequacy, liquidity position, and financial strategy.

## **(c) Operations**

### **(1) Committee Meetings**

- (A) The Committee shall meet at least quarterly with any additional meetings scheduled as the Committee or Chairperson deems advisable.

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- (B) 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 Chairperson of the Board, any member of the Committee or the Secretary of the Board on the requisition of a Committee member. As provided in Section 4(d)(4) of this Charter, the Committee may invite any person to attend all or part of any Committee meeting.
- (C) 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.
- (D) Committee members shall be given notice of a meeting at least 48 hours 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.
- (E) The Committee shall meet separately and periodically in executive session with the Chief Risk Officer of the Company and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate.
- (F) The Committee shall keep minutes of its proceedings and report on its activities at the next full Board meeting.
- (G) Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications arrangements by means of which all persons participating in the meeting can hear each other.
- (H) 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 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. In addition, the Committee may adopt rules of governance not inconsistent with this Charter.

## **(2) Committee Performance Self-Evaluation**

- (A) The Committee shall on an annual basis evaluate its performance, which self-evaluation should among other things compare its performance with the requirements of this Charter;

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(B) The Committee shall address all matters that it considers relevant to its performance, including at least the following:

- (i) the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board; and
- (ii) the manner in which matters were discussed or debated, and whether the number and length of meetings of the Committee were adequate for it to complete its work in a thorough and thoughtful manner.

### **(3) Charter Review**

The Committee shall review and assess the adequacy of this Charter at least annually and update as necessary to respond to new risk oversight needs and any changes in regulatory and other requirements. Any updates to this Charter shall be submitted to the full Board for approval.

## **4. Authority and Resources**

- (a) The Committee shall have the resources and authority necessary to conduct its duties, including the ability to retain and terminate outside counsel, search firms, other experts and consultants.
- (b) The Committee may invite any member of management and such other persons as it deems necessary to carry out its duties.
- (c) The Committee shall have access to the Company's books, records, facilities and personnel, and the Company shall provide funding for the Committee's expenses and activities.
- (d) The Committee shall have appropriate authority and resources to discharge its duties and responsibilities, including: (1) 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; and (2) conducting and/or authorizing investigations into any matters within the scope of this Charter, subject to the authority of the Board. The Committee may request (3) any officer or employee of the Company, (4) the Company's outside counsel or any advisor, expert, or consultant retained by the Committee or (5) the Company's independent auditor 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.
- (e) The Committee shall 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.

## **5. 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

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meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill 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.