# CORPORATE GOVERNANCE GUIDELINES OF THE BOARD OF DIRECTORS OF SIRIUSPOINT LTD.

The Board of Directors (the "Board") of SiriusPoint Ltd., a Bermuda company (the "Company"), has adopted the following guidelines to assist the Board in exercising its responsibilities. The Board and the Governance and Nominating Committee of the Company will review and amend these guidelines as they deem necessary and appropriate.

#### I. The Board of Directors

## **Responsibilities**

The business and affairs of the Company will be managed under the direction of the Board. Each director will act in what he or she reasonably believes to be in the best interests of the Company and its shareholders, and is expected to discharge his or her duties in good faith.

Each director will, in the performance of such director's duties, be fully protected in relying in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Company by any of the Company's officers or associates, or Committees of the Board, or by any other person as to matters such director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

#### Independent Directors

The Board will be comprised of at least a majority of independent directors, consistent with the New York Stock Exchange listing standards. The Board will affirmatively determine on an annual basis whether each director qualifies as an "independent director" pursuant to New York Stock Exchange listing standards. Each independent director is expected to promptly disclose to the Board any existing or proposed relationships or transactions that could impact his or her independence.

## Size and Classification of the Board

The Board will consist of not less than five no more than 13 directors, or such number as the Board may from time to time determine, which number may be modified by resolution adopted from time to time by the Board. The Board may adjust the size of the Board from time to time to accommodate the availability of an outstanding candidate or otherwise in accordance with the Company's Bye-laws then in effect. The Governance and Nominating Committee will periodically review the size of the Board

and recommend any proposed changes to the Board.

The Board shall be divided into three classes, as nearly equal in number as possible, whose members will serve three-year terms expiring in successive years, as provided in the Company's Bye-laws.

## <u>Directors Receiving Less Than a Majority of Votes Cast in Uncontested Elections</u>

Under the Bye-laws of SiriusPoint, a nominee for director to SiriusPoint's Board in an uncontested election is elected if he or she receives the most votes (up to the number of directors to be elected) and an absolute majority of the votes cast shall not be a prerequisite to the election of directors. The following procedures address the situation in which a nominee for SiriusPoint's Board receives a plurality of votes cast but less than an absolute majority of votes cast in an uncontested election. By accepting a nomination to stand for election or re-election as a director of the Company or an appointment as a director to fill a vacancy or new directorship, each candidate, nominee or appointee agrees that if, in an uncontested election of directors, he or she receives less than a majority, the director shall promptly tender a written offer of resignation to the Chairman of the Board following certification of the shareholder vote from the meeting at which the election occurred. For purposes of this guideline, an "uncontested election of directors" is any election of directors to be elected.

The Nominating and Governance Committee of the Board will promptly consider the director's offer of resignation and recommend to the Board whether to accept the tendered resignation or to take some other action, such as rejecting the tendered resignation and addressing the apparent underlying causes of the less than majority vote. In making this recommendation, the Nominating and Governance Committee will consider all factors deemed relevant by its members, including, without limitation, the stated reason or reasons why the shareholders cast "against" votes for the director (if ascertainable), the qualifications of the director whose resignation has been tendered, the director's contributions to SiriusPoint, the overall composition of the Board and whether by accepting such resignation SiriusPoint will no longer be in compliance with any applicable law, rule, regulation or governing document (including NYSE listing standards, federal securities laws or these Corporate Governance Guidelines), and whether or not accepting the resignation is in the best interests of SiriusPoint and its shareholders. The Board will act on the Nominating and Governance Committee's recommendation within 90 days following certification of the shareholders' vote. In considering the Nominating and Governance Committee's recommendation, the Board will consider the information, factors, and alternatives considered by the Nominating and Governance Committee and such additional information, factors and alternatives as the Board believes to be relevant.

Following the Board's decision, SiriusPoint will promptly publicly disclose the Board's decision (by press release, filing with the Securities and Exchange Commission or other

public means of disclosure deemed appropriate).

Any director who tenders his or her offer of resignation pursuant to this policy shall not participate in any deliberations or actions by the Nominating and Governance Committee or the Board regarding his or her resignation but shall otherwise continue to serve as a director during this period.

If the majority of members of the Nominating and Governance Committee receive less than a majority vote in the same uncontested election of directors, so that a quorum of the Nominating and Governance Committee cannot be achieved, then the other independent directors on the Board will consider and decide what action to take regarding the resignation of each director who received less than a majority of votes. If the only directors who did not receive less than a majority in the same election constitute three or fewer independent directors, then all independent directors on the Board shall participate in deliberations and actions regarding director resignations except that no director can participate in the vote on his or her own resignation.

## Board Membership Criteria

The Board seeks members from diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. The Governance and Nominating Committee will recommend to the Board appropriate criteria for the selection of new directors in accordance with New York Stock Exchange listing standards and based on the strategic needs of the Company and the Board. In evaluating suitability of director candidates and when considering whether to nominate a director for re-election as appropriate, the Governance and Nominating Committee and the Board take into account many factors as approved by the Board from time to time, such as general understanding of various business disciplines (i.e. technology) and the Company's business (reinsurance/insurance), educational and professional background, analytical ability, independence, diversity of experience, viewpoints and backgrounds, willingness to devote adequate time to Board duties and ability to act in and represent the balanced best interests of the Company and its shareholders as a whole, rather than special constituencies. In selecting directors the Board requires a diverse candidate pool (including at least two diverse candidates) for all director searches and shall evaluate a nominee's experience, gender, race, age, ethnicity, national origin, sexual orientation, skills and other qualities. The Board shall evaluate each individual in the context of the Board as a whole with the objective of retaining a group that is best equipped to help ensure the Company's success and represent shareholders' interests through sound judgment. The Governance and Nominating Committee shall periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria.

Directors should plan to make a significant time commitment to the Company. Selection of Director Candidates

The Board will select new director candidates for election to the Board and for filling vacancies on the Board that may occur between annual meetings of shareholders based on the recommendations of the Governance and Nominating Committee. The Governance and Nominating Committee is responsible for identifying, screening and recommending director candidates to the full Board, taking into consideration the needs of the Board and the qualifications of the candidates. The Board, based upon

the recommendation of the Governance and Nominating Committee, will review each director's continuation on the Board in connection with the director's re-election.

The Company's shareholders may recommend nominees for consideration by the Governance and Nominating Committee by submitting the names and supporting information by mail at the following address: SiriusPoint Ltd., c/o Secretary, Point Building, 3 Waterloo Lane, Pembroke, HM 08 Bermuda.

## Retirement Age & Tenure

Directors shall serve a 9-year term limit, however, upon the recommendation of the Governance and Nominating Committee, the Board may waive this limitation for a period of one 3-year extension if it is deemed to be in the best interests of the Company and its shareholders.

Directors are required to retire from the Board when they reach the age of 75; a Director after reaching the age of 75 will continue to serve until the next annual general meeting. However, the full Board may nominate candidates over 75 if it believes that nomination is in the best interests of the Company and its shareholders.

The Board believes that consistent quality in the directorship can be achieved effectively without term limits. However, the Governance and Nominating Committee periodically reviews the skills of the incumbent directors and the needs of the Board as a whole and the tenure of directors on the Board.

## **Board Leadership**

The Board will determine its leadership structure in a manner that it determines to be in the best interest of the Company. The Board periodically conducts an assessment of its leadership structure to determine whether it is the most appropriate for the Company at the time. The Board anticipates that the Company's Chief Executive Officer ("CEO") will be nominated to serve on the Board. The Chair of the Board and CEO positions may be filled by the same individual. The Chair of the Board, among other things:

- presides at, and chairs, Board meetings and meetings of shareholders;
- establishes agendas for each Board meeting in consultation with the chairs of applicable committees of the Board;
- leads executive sessions of the Board;
- has authority to call Board meetings;
- leads the Board in discussions concerning the CEO's performance and CEO succession (if the Chair is not the CEO);
- approves meeting schedules for the Board;
- approves information sent to the Board;
- if requested by major shareholders, is available for consultation and direct communication; and

• performs such other duties and responsibilities as requested by the Board.

However, if the Chair of the Board is not independent, the independent directors of the Board shall elect a Lead Independent Director who shall:

- preside at all meetings of the Board at which the Chair is not present, including executive sessions of the independent directors and non-management directors;
- have authority to call meetings of independent directors;
- lead the Board on discussions concerning the CEO's performance and CEO succession;
- serve as the principal liaison among the Chair, any other non-independent directors and the independent directors to facilitate discussion of issues discussed in the executive sessions and to ensure the flow of information;
- collaborate with the Chair and General Counsel on meeting agendas and meeting schedules for the Board;
- approve information sent to the Board;
- if requested by major shareholders, be available for consultation and direct communication;
- perform such duties and responsibilities as requested by the Board; and
- retain outside advisors and consultants who report directly to the Board on Board-wide issues.

A Chair of the Board will be elected by the Board from among its members to preside at all meetings of the Board, or otherwise as in accordance with the Bye-laws. The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chair and Chief Executive Officer in any way that is in the best interests of the Company at a given point in time.

## Directors' Service on Other Boards

The Company's CEO should not serve on more than one other board of a public company in addition to the Company's Board and other directors should not serve on more than four other boards of public companies in addition to the Company's Board. Directors will advise the Chair of the Board and the Chair of the Governance and Nominating Committee in advance of accepting an invitation to serve on another public company board (for the avoidance of doubt, a public company is a company with publicly traded equity). All directors should obtain approval prior to agreeing to serve on the board of any other public company. If a director serves on more than four other public company boards, the Board will determine whether such simultaneous service impairs the director's ability to serve effectively on the Board. If a member of the Company's Audit Committee serves on more than two other public company audit committees, the Board will determine whether such simultaneous service impairs the

director's ability to serve effectively on the Company's Audit Committee.

## <u>Significant Change in Personal Circumstances and Other Matters</u>

The Board does not believe that directors who experience a significant change in their personal circumstances, including a change in their principal employment, should necessarily leave the Board. A director who experiences a significant change in his or her principal business, professional position, employment or responsibility must offer his or her resignation from the Board, which resignation may be accepted or rejected by the Board in its sole discretion. Management directors must offer their resignation from the Board upon their resignation, removal or retirement as an officer of the Company. A

director shall promptly notify the Chair of the Board and the Secretary of the Company in the event of any change or anticipated change in his or her affiliations, activities or professional or personal circumstances that (i) may create a conflict or potential conflict of interest, (ii) may trigger any Company reporting obligation, (iii) has the potential to cause embarrassment, negative publicity or reputational harm to the Company or the director, and/or (iv) could result in a possible inconsistency with the Company's policies or values. The Governance and Nominating Committee shall then review the appropriateness of that director's continued service on the Board in light of the new circumstances and make a recommendation to the Board as to whether the resignation should be accepted.

## Conflicts of Interest

All directors must comply with the applicable provisions of the Conflicts of Interest section of the Company's Code of Business Conduct and Ethics, which is located on the Company's website at <a href="www.siriuspt.com">www.siriuspt.com</a>. Each director is expected to promptly disclose to the Board any existing or proposed relationships or transactions that involve or could give rise to a conflict of interest. If a significant conflict of interest involving a director cannot be resolved, the director should offer to resign from the Board. The Governance and Nominating Committee shall then review the appropriateness of that director's continued service on the Board in light of the conflict and make a recommendation to the Board as to whether the resignation should be accepted.

The Board may grant a waiver of any Code of Business Conduct and Ethics provision for a director or executive officer and any such waiver shall be promptly disclosed. In addition to complying with the Code of Business Conduct and Ethics and all other applicable Company policies, including the Related Person Transaction Policy, directors shall promptly inform the Chair of the Board or the Chair of the Governance and Nominating Committee if an actual or potential conflict of interest arises. Directors shall recuse themselves from any discussion or decision involving another firm or company with which the director is affiliated or other matters with respect to which the director has a personal conflict.

The Company shall not, directly or indirectly, extend or maintain credit, arrange for or renew an extension of credit in the form of a personal loan to or for any director or executive officer.

## II. Board Meetings

Number of Meetings; Director Attendance

The Board will hold a minimum of four meetings per year. Directors are expected

regularly to attend meetings of the Board and the Committees of which they are members, and to spend the time and effort needed to properly discharge their responsibilities, including by keeping themselves informed about the business and operations of the Company. Each director is also encouraged to attend the Company's annual meeting of shareholders.

## Selection of Agenda Items for Board Meeting

The Chair of the Board, in consultation with the Chief Executive Officer and senior management (or if the positions of Chair and Chief Executive Officer are filled by the same individual, the Chief Executive Officer, in consultation with the Lead Independent Director), will establish the agenda for each Board meeting. Individual Board members are encouraged to suggest agenda items. Agendas for Board meetings shall be flexible enough so that unexpected developments can be discussed at Board meetings. The Board reviews the Company's financial performance on a regular basis at Board meetings and through periodic updates. The Board will review the Company's strategic plans and the principal issues (especially financial, accounting and risk management issues) that the Company is facing or will face in the future during at least one Board meeting each year.

#### Board Materials Distributed in Advance

Information that is relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting should be distributed to the members of the Board sufficiently in advance of meetings to permit meaningful review. Advance information materials should generally be kept as concise as possible while giving directors sufficient information to make informed decisions. The Board and Committee members should review material provided to them prior to the Board and Committee meetings and arrive at such meetings prepared to discuss the issues presented. The Board acknowledges that certain materials are of an extremely sensitive nature or subject to attorney client or work product privileges and the distribution of materials on these matters prior to the Board or Committee meetings may not be appropriate.

## Board Access to Management and Associates

Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages the attendance of officers in addition to executive officers at Board meetings when matters within their areas of responsibility are discussed.

## Board Access to Independent Advisors

The Board will have complete access, as necessary and appropriate, to the Company's outside advisors. In addition, the Board and its Committees may retain independent legal, financial, accounting or other advisors, at the Company's expense.

## **Executive Sessions**

Each regular meeting of the Board shall include an executive session at which no employee directors or other employees are present. If the non-employee directors include one or more directors who is not independent under New York Stock Exchange listing standards, the independent directors will themselves meet in executive session at

least once per year.

## <u>Director Orientation and Continuing Education</u>

All new directors will participate in an orientation program shortly after they are elected to the Board. Orientation will include presentations by senior management to familiarize the directors with the Company's business and operations, its financial condition, its policies and procedures, its principal officers, internal and independent auditors, and the duties and responsibilities of its directors.

The Board will request that management make presentations from time to time as necessary to ensure that the Board is aware of important business, legal and other developments affecting the Company.

In addition, newly elected and existing directors are strongly encouraged to attend continuing education programs sponsored by third parties to better understand their responsibilities and duties, and the Company will reimburse directors for reasonable expenses.

## III. Compensation

## <u>Director Compensation</u>

All directors of the Company who are not simultaneously employed as officers by the Company will be compensated for their services as a director in accordance with the Company's director compensation policy, which shall be approved by the Board from time to time. Any employee of the Company who is elected a director of the Company will not receive any compensation or participation in director benefit programs for his or her services as a director of the Company.

The Board will be responsible for setting director compensation. The Compensation Committee will be responsible for periodically reviewing the compensation of the Company's non-employee directors and making recommendations to the Board with respect to same. It is the policy of the Board that non-employee director compensation should align directors' interests with the long-term interests of shareholders, fairly compensate directors for the work required on the Company's behalf, and be transparent and easy for shareholders to understand. The Board has determined that these goals are best met by providing, in addition to a cash retainer fee, a portion of non-employee director compensation in the form of equity grants. When recommending to the Board levels of compensation for non-employee directors, the Compensation Committee shall consider the compensation levels at companies that serve as the Company's benchmarks for executive compensation and shall engage independent compensation consultants, as appropriate.

Independent directors may not receive, directly or indirectly, any consulting, advisory or

other compensatory fees from the Company.

# Share Ownership by Directors

The Board believes that an ownership stake in the Company strengthens the alignment of interests between directors and shareholders. Accordingly, each director should own

common stock (or equivalents) having a value of at least three times the annual retainer fee, within five years of becoming a director, which shall be maintained through the director's term of service. In the event that the annual retainer fee is increased, directors will have three years to meet the new ownership guidelines. The Board will evaluate whether exceptions should be made for any director on whom these guidelines would impose a financial hardship.

#### IV. Board Committees

## Committees of the Board

There are currently five Board Committees: Audit Committee, Compensation Committee, Governance and Nominating Committee, Risk and Capital Management Committee, and Investment Committee. The Board may from time to time establish other committees, including standing or special committees, subject to the Bye-Laws and the Bermuda Companies Act 1981 (the "Companies Act"). The Board may, by resolution, at any time deemed desirable, discontinue any standing or special committee, subject to the requirements of the Bye-Laws, applicable law and New York Stock Exchange listing standards.

## Composition of Committees; Committee Chairs

Each of the Audit, Compensation and Governance and Nominating Committees shall consist solely of independent directors. Committee assignments will be made by the Board based upon recommendations of the Governance and Nominating Committee. Committee assignments and designation of Committee chairs should take into account a director's knowledge and expertise. The Board believes experience and continuity are more important than rotation. Board members and chairs should be rotated only if rotation is likely to increase Committee performance.

The committee chairs will report a summary of their meetings to the Board following each regular committee meeting.

## Frequency of Committee Meetings

Each Committee will establish its own rules or procedures, which will be consistent with the provisions of the Companies Act, the Bye-Laws, any resolutions of the Board governing such Committee and their respective charters. Each Committee will meet as provided by such rules and their respective charters.

## Committee Agenda

The Chair of each Committee, in consultation with the other Committee members and the Company's management, will determine the Committee's agenda prior to a meeting, giving consideration to management recommendations.

# Audit Committee

The Audit Committee oversees the Company's accounting and audit processes. The committee is also directly responsible for the appointment, compensation, retention, and oversight of the Company's independent auditors.

## Compensation Committee

The Compensation Committee (i) discharges the Board's responsibilities relating to compensation of the Company's executive officers, and (ii) reviews and recommends to the Board compensation plans, policies and programs intended to attract, retain and appropriately reward employees.

## Governance and Nominating Committee

The Nominating and Corporate Governance Committee is responsible for identifying, evaluating, and recommending to the Board individuals qualified to be directors of the Company. It is also responsible for developing and recommending to the Board policies and practices with respect to corporate governance and environmental, social and governance issues.

## Other Board Committees

The duties and responsibilities of the Risk and Capital Management Committee and Investment Committee will be set forth in the respective committee charters and will include all of the responsibilities as may from time to time be delegated to such committees by the Board.

## V. Performance Evaluation and Succession Planning

## Assessing the Board's Performance - Self-Evaluation (Board and Board Committees)

The Board will conduct an annual self-evaluation in order to determine whether it and its Committees are functioning effectively. The Governance and Nominating Committee will establish procedures to oversee the Board's annual self-evaluation in furtherance of the above-stated purpose. The assessment will focus on the Board's contributions to the Company and specifically focus on areas in which the Board or management believes that the Board or any of its Committees could improve. This process will also include annual self-assessments by the Audit Committee, the Compensation Committee, the Governance and Nominating Committee, the Risk and Capital Management Committee, and the Investment Committee on a review process similar to that used by the Board, with performance criteria for each such Committee established on the basis of its charter.

Typically, the Board and Board Committee self-evaluations will occur in the fourth quarter of each year, the results of which will be reported to the Board at the November meeting, or as otherwise scheduled by the Board.

# External Board Assessment (every third year)

Every third year the Board, in consultation with the Governance and Nominating Committee, will engage an external consultant to independently assess its performance.

Each Director is required to actively participate in all assignments required to carry out such assessment.

The external Board assessment will generally occur in the fourth quarter, the results of which will be reported to the Board at the November meeting, or as otherwise scheduled by the Board.

## CEO Evaluation

The Compensation Committee shall conduct a review at least annually of the performance of the CEO. The Compensation Committee shall establish the evaluation process and determine the criteria to evaluate the CEO. The Compensation Committee shall communicate the results of this review to the CEO.

## Succession Planning.

On an annual basis, the Compensation Committee shall work with the CEO to plan for the succession of the CEO and other senior executive officers, as well as to develop plans for interim or emergency succession for the CEO and other senior executive officers in the event of a retirement or an unexpected departure or leave of absence. Management succession planning may be reviewed more frequently by the Board as it deems warranted.

#### VI. Communications

## **Board Interaction with Third Parties**

The CEO and, as appropriate, designated members of senior management and certain other personnel speak for the Company. Each director will refer inquiries from investors, analysts, the press or customers to the CEO or his or her designee. When management deems it appropriate, statements from the Board will be made by the Chair. If the Chair is an affiliated director or member of Company management, the Lead Independent Director generally speaks for the Board, although there may be circumstances when the Board designates another director to participate in and lead the communication effort. Individual directors will only speak with investors, analysts, the press or customers about the Company if expressly authorized by the full Board and in accordance with the policies of the Company.

## Shareholder Access to Directors

It is the policy of the Board that shareholders shall have reasonable access to directors at the annual meetings of shareholders an opportunity to communicate directly with directors on appropriate matters. The Board will generally respond, or cause the

Company to respond, in writing to bona fide communications from shareholders addressed to one or more members of the Board. Shareholders and other interested parties are invited to communicate with the Board or any of its committees or directors by writing to either (a) electronic mail at <a href="mailto:secretary@siriuspt.com">secretary@siriuspt.com</a>, (b) by submitting the request through the form located on the Company's webpage at

https://investors.siriuspt.com/governance/contact-the-board/default.aspx or (c) by mail at the following address:

SIRIUSPOINT LTD. c/o Secretary Point Building 3 Waterloo Lane Pembroke, HM 08 Bermuda.

## Confidentiality

The proper functioning of the Board requires a candid and open exchange of information, ideas and opinions among directors in an atmosphere of trust, confidence and mutual respect. Directors have an affirmative duty to protect and hold confidential all non-public information obtained in the role of a Board or committee member.

## Accordingly:

- no director (or board observer) shall use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company;
   and
- no director (or board observer) shall disclose Confidential Information to any person or entity outside the Company (which prohibits a director designated by any other person or entity from disclosing Confidential Information to such person or entity), either during or after his or her service as a director of the Company, except with express prior authorization of the Company's General Counsel or the Chair of the Board of Directors or as may be otherwise required by law (in which event a director shall promptly advise the General Counsel and the Chair of such anticipated disclosure and take all reasonable steps to minimize the disclosure of such Confidential Information). In considering whether to permit a director to share Confidential Information, the General Counsel or Chair may consider, among other things, whether sharing the information would give rise to a conflict and/or potential harm, including whether the information is protected by attorney-client privilege.

For purposes of these Guidelines, "Confidential Information" means all non-public information (whether or not material to the Company) entrusted to or obtained by a director by reason of his or her position as a director of the Company. In addition to information regarding Board and committee meetings, discussions, deliberations and decisions, Confidential Information includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company, its customers, suppliers or other stakeholders if disclosed, including but not limited to:

• non-public information about the Company's financial condition, forecasts,

prospects or plans, its marketing and sales programs and research and development information, as well as information relating to mergers and acquisitions, stock splits and divestitures;

- non-public information concerning possible transactions with other companies or information about the Company's customers, suppliers or joint venture partners, which the Company is under an obligation to maintain as confidential; and
- non-public information about discussions, deliberations and decisions relating
  to business issues between and among Company employees, officers and
  directors. Generally, the Company will distribute information and materials to
  directors exclusively through the board portal. Directors may print these
  materials and take notes on them (either electronically on the board portal or
  by hand), recognizing that notes should be taken only to facilitate the
  director's review of the materials. The Corporate Secretary has the
  responsibility to maintain the corporate records, including a record of board
  proceedings.

Accordingly, unless otherwise instructed, individual directors should not retain any paper copies of board materials or notes after the relevant board meeting has concluded. The Corporate Secretary will collect all paper copies of board materials, as well as all notes taken by directors, at the end of each board or committee meeting, and will erase dated materials and electronic notes from the board portal on a regular basis.

This Corporate Governance Guideline is effective as of November 7, 2023, and supersedes any previous versions thereof.