



RISK COMMITTEE CHARTER

I. Purpose

The primary purpose of the Risk Committee (the “Committee”) of the Board of Directors (the “Board”) of Essent Group Ltd. (the “Company”) shall be the oversight of Company’s management of key risks and exposures that could materially impact the Company and (ii) oversee review and help management assess the investing activities and functions of the Company. The function of the Committee is oversight. The management of the Company is responsible for executing against the risk appetite expressed by the Committee and maintaining processes and controls that are designed to identify, mitigate and monitor risks, exposures and activities that could materially impact the Company.

The authority to underwrite, approve and manage risk subject to credit policies and limitations as the Committee or the Board of Directors shall establish will reside with a management committee (the “Management Risk Committee”). The Committee shall assist the Board in providing oversight for the Management Risk Committee.

II. Membership

The Committee shall consist of no less than three directors, each of whom shall be “independent” under the rules of the New York Stock Exchange (“NYSE”).

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating, Governance & Corporate Responsibility Committee. Determinations as to whether a director is qualified for membership on the Committee shall be made by the Nominating, Governance & Corporate Responsibility Committee. The Chairman of the Committee shall be designated by the Board. Each Committee member and the Chairman shall serve until his or her successor is duly appointed by the Board or until such member’s resignation or removal from the Board or the Committee. Committee members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. Committee members may be added, removed or replaced by the Board in its complete discretion.

III. Organization and Operation

The Committee shall meet at every quarterly meeting of the Board and at such other times as the Committee shall determine to be appropriate. The Committee may request any other director, officer or employee of the Company, any member of the Company’s other standing committees or the Company’s outside counsel to attend any meeting of the Committee or to meet independently with any members of, or consultants to, the Committee.

The Chairman shall be responsible for presiding over Committee meetings, preparing Committee agendas and determining the informational needs of the Committee. The Committee may form and delegate any of its responsibilities, as permitted by applicable laws and regulations, to a subcommittee composed of one or more members of the Committee.

The Committee shall report regularly to the Board, including after each Committee meeting, on the Committee’s findings and recommendations and any other matters the Committee deems appropriate, and shall maintain minutes or other records of the Committee meetings and activities. With regard to any actions taken by the Committee in the interval since the most recent prior Board meeting, the Committee shall report such actions to the Board at the next regularly scheduled meeting of the Board.

The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with the Committee's charter. The Committee shall periodically review the Committee's charter and recommend any proposed changes to the Board for approval. The Board may also review the Committee's charter from time to time and determine to alter its responsibilities over time.

IV. Duties and Responsibilities

The Committee shall have the responsibility to:

1. Review Company's overall firmwide risk appetite statement and oversee management's compliance therewith.
2. Review and assess the underwriting and risk management authority of the Management Risk Committee.
3. Oversee management's identification, mitigation and monitoring of the Company's material risks and exposures, current activities and products, including the following: underwriting and pricing risk, loss reserve risk, asset/market risk, reinsurance credit risk, liquidity risk, operational risk and such other risks and exposures as determined by the Committee from time to time.
4. Oversee and review management's processes for monitoring and aggregating risks across the Company, with and without diversification benefits.
5. Oversee and review compliance with any material guidelines, policies and procedures governing the process by which management assesses and manages the Company's material risks and exposures.
6. Oversee and review the periodic reporting by management to the Committee regarding the Company's material risks and exposures.
7. Review any disclosures required by law or regulation with respect to enterprise risk management or solvency.
8. Oversee and review the implementation, execution and performance of the Company's enterprise risk management program, including the coordination of risk management initiatives across the Company's organization.
9. Review and assess the work of the Management Risk Committee and its activities with respect to risk management and compliance of the Company.
10. Coordinate with and report to the Audit Committee regarding the Committee's review of risk assessment and risk management.
11. Assist the Board in monitoring whether the Company has adopted a rational and prudent capital management strategy and investment policy, and review and evaluate Company's compliance with this policy and related legal or regulatory requirements.
12. Review at least annually the adequacy of resources devoted to risk management, including personnel, systems and other capabilities.
13. 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.



V. Authority and Resources

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, without further approval by the Board, obtain such advice and assistance from experts, in-house counsel or outside legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder. Any consultant, expert, legal or other advisor retained by the Committee shall meet any independence requirements imposed by the NYSE or applicable law.

The Company will provide appropriate funding, as determined by the Committee, for the discharge of the Committee's duties and responsibilities, including for payment of compensation to any expert, legal or other advisor retained by the Committee and any ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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