



TECHNOLOGY, INNOVATION AND OPERATIONS COMMITTEE CHARTER

I. PURPOSE

The primary purpose of the Technology, Innovation and Operations Committee (the “Committee”) of the Board of Directors (the “Board”) of Essent Group Ltd. (the “Company”) shall be to assist the Board in fulfilling its oversight responsibilities with respect to the overall role of technology in executing the business strategy of the Corporation including, but not limited to, (i) ensuring that the Company’s technology programs support the Company’s business objectives and strategies, and provide for appropriate data security and data privacy, (ii) identifying technology-related risks that could have a significant impact on Company’s operations and pursuit of its long-term strategic goals, (iii) advising the Company’s senior technology and operations management teams; and (iv) advising the Board on technology-, innovation-, data security and data privacy-, and operations-related matters.

II. MEMBERSHIP

The Committee shall consist of no less than three directors, a majority of which 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 & Corporate Governance Committee. Determinations as to whether a director is qualified for membership on the Committee shall be made by the Nominating & Corporate Governance 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. The Compensation Committee’s purpose shall be to (1) assist in carrying out the Board’s responsibilities relating to the compensation of the Company’s CEO and the other executive officers and directors of the Company and its subsidiaries; (2) review and discuss with management executive compensation disclosures for inclusion in the Company’s proxy statement or annual report on Form 10-K in accordance with applicable rules and regulations, including the “Compensation Discussion and Analysis” contained therein, and recommend to the Board whether such disclosures should be included in the Company’s proxy statement or annual report on Form 10-K; and (3) approve and oversee the Company’s incentive-compensation and equity-based plans and approve awards made under these plans.

The Nominating & Corporate Governance Committee’s purpose shall be to (1) identify, evaluate and nominate candidates for election as directors and for appointment to serve on the Board’s committees; (ii) review and make recommendations to the Board regarding the Board’s composition and structure; (iii) oversee the evaluation of the Board and its committees; and (iv) oversee all corporate governance matters and practices and make recommendations to the Board.

The Risk Committee’s purpose shall be to oversee management’s process to assess those risks and exposures related to the insurance portfolio and investment portfolio that could materially impact the Company, as well as any other risks and exposures as directed by the Board; and (2) management’s development and application of policies to address such risks.

III. ORGANIZATION AND OPERATION

The Committee shall meet quarterly, or at such 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. Receive reports from the Company's management on information technology, data security and data privacy, operations and technology strategies and trends that may affect the Company's strategies, including monitoring of overall industry trends, and significant, technology, data security and data privacy, and operations strategies and investments.
2. Receive reports from management, as and when appropriate, on operations and technology metrics.
3. Review the Company's technology, innovation, data security and data privacy, and operations planning strategies and associated budgets for the Company.
4. Review and make recommendations to the Board regarding significant investments in support of the Company's technology, innovation and operations strategies.
5. Review the measurements and tracking systems in place to achieve successful innovation.
6. Review and discuss the Company's technology, innovation, data security and data privacy, and operations policies.
7. Monitor and evaluate existing and future trends in technology, innovation, data security and data privacy, and operations that may affect the Company's strategic plans, including monitoring overall industry trends.

8. Review the major technology and data security and data privacy risk exposures of the Company and the disclosure thereof in the Company's annual report on Form 10-K, including risks relating to information security, data security and data privacy, software change management and deployment and system capacity, and the steps management has taken to monitor and control such exposures.
9. Review the Company's business continuity planning and disaster recovery capabilities and contingency plans.
10. Review with the Company's management the Company's risk management and risk assessment guidelines and policies regarding technology (including data security and data privacy) and operations risks.
11. Coordinate with the Audit Committee and Risk Committee to help ensure that those committees have received the information necessary to permit them to fulfill their duties and responsibilities with respect to oversight of risk management and risk assessment.
12. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

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.

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.

Approved: November 6, 2018