

# Operations and Technology Committee Charter for XL Group Ltd

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### **Purpose**

The Operations and Technology Committee (the “Committee”) is appointed by the Board to assist the Board in fulfilling the Board’s oversight responsibilities associated with XL Group Ltd’s operations and technology strategy in support of the Company’s business (“Operations and Technology”) and to assist management with the continuous improvement of the Operations and Technology.

### **Committee Membership**

The Committee shall consist of no fewer than three members. The members of the Committee shall be appointed annually by the Board on the recommendation of the Nominating, Governance and External Affairs Committee. Committee members may be replaced by the Board at any time if necessary or appropriate.

### **Committee Authority and Responsibilities**

With respect to the Committee’s Responsibilities, the Committee shall:

1. Review Operations and Technology and general industry trends that could affect the Operations and Technology and related investments.
2. Review the Company’s technology infrastructure and monitor advances in technology.
3. Review and discuss with management the Operations and Technology policies.
4. Receive periodic reports from management and external parties on the Operations and Technology, including metrics and performance thereof.
5. Review the Operations and Technology budget and expenditures.
6. Discuss with management Operations and Technology risk exposure, including information and cybersecurity initiatives and disaster recovery capabilities, and review the Company’s policies and guidelines related to operations and technology risk management and confer with the Risk and Finance Committee as necessary to facilitate the Risk and Finance Committee’s oversight of enterprise risk management.
7. Review annually its own performance.
8. Report its actions and any recommendations to the Board after each Committee meeting.
9. Perform such other activities as the Board may from time to time deem necessary or appropriate.
10. Have authority to form and delegate authority to sub-committees when appropriate.

11. Have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
12. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Nominating, Governance and External Affairs Committee for approval.

As of December 16, 2017