

# Corporate Social Responsibility Sub-Committee Charter for XL Group Ltd

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## Corporate Social Responsibility Sub-committee Charter for XL Group Ltd

### **Purpose**

The Corporate Social Responsibility Sub-committee (the “Sub-Committee”) is appointed by the Nominating, Governance and External Affairs Committee (the “NGEAC”) to make recommendations to the NGEAC related to the NGEAC’s oversight responsibility associated with all aspects of the Company’s corporate social responsibility, charitable giving and other significant sustainability, social and similar public policy issues. The Sub-Committee will initially have a 2-3 year charter at which time the Board and the NGEAC will make a determination to its future. Over time, the NGEAC expects the Committee to further refine the initial responsibilities listed below.

### **Sub-committee Membership**

The Sub-Committee shall consist of no fewer than three members. The members of the Sub-Committee shall be appointed annually by the NGEAC from among its own members, in accordance with the NGEAC’s Charter, and may be removed by the NGEAC at any time if necessary or appropriate. Any Sub-Committee member who is no longer a member of the NGEAC shall be removed from the Sub-Committee.

### **Sub-Committee Authority and Responsibilities**

1. The Sub-Committee shall review and discuss with management the Company’s global sustainability priorities, plans and progress, with a focus on climate change and the associated environmental and human impacts.
2. The Sub-Committee shall receive periodic reports from management and external parties on emerging sustainability issues and trends and make recommendations to the NGEAC as necessary.
3. The Sub-Committee shall review potential future company exposure related to climate change and other key sustainability risk areas and make recommendations to the NGEAC as necessary.
4. The Sub-Committee shall meet with the Risk & Finance Committee annually to discuss and make recommendations on key sustainability priorities and company risk exposures.
5. The Sub-Committee shall receive periodic reports from management on other corporate social responsibility issues, including the Company’s charitable giving and the work of the XL Foundation.
6. The Sub-Committee shall review written communications and proposals from shareholders and other significant stakeholders concerning the Company’s policies and practices relating to corporate social responsibility and to climate change and make recommendations to the NGEAC as necessary.

7. The Sub-Committee shall review the Corporation's charitable giving and advocacy practices and make recommendations to the NGEAC as necessary.
8. The Sub-Committee shall meet no less than twice per annum.
9. The Sub-Committee shall annually review its own performance and make recommendations to the NGEAC as necessary.
10. The Sub-Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the NGEAC for approval
11. The Sub-Committee shall report its actions and any recommendations to the NGEAC after each Sub-Committee meeting.
12. The Sub-Committee shall perform such other activities as the NGEAC may from time to time deem necessary or appropriate.

As of December 15, 2017