



AXIS Capital Holdings Limited

**Charter of the Human Capital and
Compensation Committee**

CHARTER OF THE HUMAN CAPITAL AND COMPENSATION COMMITTEE

This Charter of the Human Capital and Compensation Committee (the “Committee”) has been adopted by the Board of Directors (the “Board”) of AXIS Capital Holdings Limited (the “Company”).

A. Purpose

The Committee shall provide assistance to the Board by fulfilling the Committee’s duties and responsibilities outlined in Section B.

B. Duties and Responsibilities

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of business, legislative, regulatory, legal, or other conditions or changes. The Committee shall also carry out any other related responsibilities and duties delegated to it by the Board of Directors from time to time:

1. To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the Chief Executive Officer. The Committee shall evaluate at least one (1) time per year the Chief Executive Officer’s performance in light of these established goals and objectives and evaluate whether he or she upholds the highest standards of integrity and professional performance and is capable of successfully directing the Company’s operations and results. Based upon these evaluations, the Committee shall recommend the Chief Executive Officer’s annual compensation, including salary, bonus, equity and equity-based compensation, and other benefits, direct and indirect, which recommendation shall then be presented to the full Board for approval. In determining the long-term incentive component of the Chief Executive Officer’s compensation, the Committee shall consider the Company’s performance and relative shareholder return and the value of similar incentive awards to chief executive officers at comparable companies, including previous awards given to the Chief Executive Officer of the Company. The Committee shall not be precluded from approving awards as may be required to comply with applicable tax laws, rules, or regulations.
2. To review and approve, or recommend to the Board for approval, the Company’s compensation practices affecting Executive Committee Members and Section 16 officers, including the methodologies for determining salary, bonus, equity and equity-based compensation, and

other benefits, direct and indirect. In making such recommendations, the Committee shall consider all relevant factors in determining the appropriate levels of such compensation, including factors applicable with respect to the Chief Executive Officer.

3. To annually review the Company's compensation practices to ensure that such practices do not encourage inappropriate risk-taking.
4. To oversee the Company's overall compensation philosophy, policies, and programs, and assess whether the Company's compensation philosophy establishes appropriate incentives for management and teammates.
5. To annually review and approve, as required, the AXIS Europe Remuneration Policy or other remuneration policy applicable to the Company's subsidiary boards.
6. To review and discuss with management the disclosures to be included in the "Compensation Discussion and Analysis", and based on such review and discussion, make a recommendation to the Board as to the inclusion of the "Compensation Discussion and Analysis" in the Company's annual proxy statement or Form 10-K, as applicable, in accordance with the rules and regulations of the Securities and Exchange Commission. In addition and as appropriate, the Committee shall review and discuss with management any further disclosures related to executive compensation not contained in the Compensation Discussion and Analysis, but provided elsewhere in the Company's annual proxy statement or Annual Report on Form 10-K, as applicable.
7. To recommend to the Board the form and amount of director compensation. In making its recommendation, the Committee shall be guided by the following principles: (a) director compensation should be comparable to companies of similar size, complexity, and industry; (b) director compensation should align the interests of directors with those of the shareholders; (c) the structure of director compensation should be transparent; and (d) compensation for committee service may vary depending upon the time commitment and nature of duties and responsibilities required for a particular committee. The Committee shall conduct an annual review of director compensation, as well as an annual review of the principles for determining compensation form and amount.
8. To annually review and approve, as required, director compensation for the independent non-executive directors of the Company's subsidiaries.
9. To approve any initial offers of employment, salary increases, bonuses or other incentive payments for Executive Committee Members and Section 16 officers. The Committee shall also approve or recommend to the Board

all equity and equity-based awards made to the Company's directors and executive officers in accordance with Rule 16b-3 under the Securities Exchange Act of 1934. The Committee shall also approve any severance, retention, or other termination plans, and any severance, retention, or other payments upon termination to Executive Committee Members and Section 16 officers.

10. To review and approve or recommend to the Board the Company's incentive compensation and equity-based compensation plans as well as all amendments to such plans.
11. To discuss the results of the shareholder advisory vote on "say-on-pay," if any, with regard to the named executive officers.
12. To periodically review the Company's strategies, policies, practices, and reporting relating to human capital management, including inclusion, human rights, talent development, retention, health and safety, and teammate engagement (as delegated by the Corporate Governance, Nominating and Sustainability Committee). The Committee shall receive periodic updates from the Company's management responsible for such efforts and shall provide recommendations on human capital management strategy to the Board.
13. To delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion, or as otherwise permitted by the terms of any compensation or benefit plan, program, policy, agreement, or arrangement approved by the Committee or the Board.

C. Outside Advisors

The Committee may, in its sole discretion, retain, obtain the advice of and terminate any compensation consultant, independent legal counsel, or other adviser. The Committee shall be directly responsible for the appointment, compensation, and oversight of any compensation consultant, independent legal counsel, or other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, independent legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall undertake an independence assessment prior to selecting any compensation consultant, legal counsel or other advisers that will provide advice to the Committee (other than in-house legal counsel) taking into account such factors as may be required by the New York Stock Exchange from time to time. Any compensation consultant retained by the Committee to assist it in connection with setting the amount or form of executive or director compensation (other than any role limited to consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried

employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice) shall not provide any other services to the Company or its subsidiaries, unless such services are pre-approved by the Committee. Finally, the Committee shall evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant raised any conflict of interest.

D. Annual Performance Evaluation

The Committee shall conduct an annual self-performance evaluation, including an evaluation of its compliance with this Charter. The Committee shall report on its annual self-performance evaluation to the Board.

E. Membership

The Committee shall consist of no fewer than three (3) directors, as determined by the Board. Each Committee member shall (i) meet the independence requirements of the New York Stock Exchange and (ii) any other requirements set forth in applicable laws, rules, and regulations. Members of the Committee shall also meet the definition of "non-employee director" within the meaning of Rule 16b-3 under the Exchange Act (provided, that any inadvertent non-compliance shall not impair the authority of the Committee or the validity of any actions taken by the Committee and, in such case, the Committee may establish a subcommittee as necessary for compliance with those applicable rules). Each Committee member shall also have knowledge or experience relating to officer, management and employee compensation and related matters. The Committee members shall be appointed annually by a majority vote of the Board on the recommendation of the Corporate Governance, Nominating and Social Responsibility Committee. The Committee members may be removed, with or without cause, by a majority vote of the Board. Any vacancy on the Committee shall be filled by a majority vote of the Board.

F. Chair

The Committee shall include a Committee chair. The Committee chair shall be appointed by a majority vote of the Board. The Committee chair shall be entitled to chair all regular sessions of the Committee.

G. Meetings

The Committee shall meet at least one (1) time per quarter or more frequently as circumstances dictate. All Committee members shall strive to be present at all Committee meetings.

The Committee chair may call a Committee meeting upon due notice of each other Committee member at least forty-eight (48) hours prior to the meeting. A majority of Committee members, acting in person, by means of telephone or by duly authorized representative, shall constitute a quorum. The Committee shall act by majority vote. The

committee meetings shall follow a set agenda established by the Committee chair in consultation with the Chair of the Board. The Committee shall be responsible for maintaining minutes and other applicable records of each Committee meeting. The Committee shall report its actions and recommendations to the Board after each Committee meeting.

Effective: December 4, 2025