

AMERICAN COASTAL INSURANCE CORPORATION

AUDIT COMMITTEE CHARTER

Revised by the Audit Committee and approved by the Board of Directors on November 15, 2023

COMMITTEE'S PURPOSE

The Audit Committee (the "Committee") of American Coastal Insurance Corporation and its subsidiaries (individually and collectively the "Company") is appointed by the Board of Directors (the "Board") to assist the Board in its oversight of (1) the Company's accounting and financial reporting processes and the audit of financial statements of the Company, (2) compliance by the Company with legal and regulatory requirements, (3) the independent auditor's qualifications and independence, (4) performance of the Company's independent auditor, and (5) the business practices and ethical standards of the Company. The Committee is also directly responsible for (a) the appointment, compensation, retention and oversight of the work of the Company's independent auditor, and (b) review and approval of the report that the Securities and Exchange Commission (the "SEC") requires to be included in the Company's annual proxy statement. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are presented fairly in all material respects in accordance with generally accepted accounting principles, and fairly present the financial condition and financial results of the Company. These are the responsibility of management and the independent auditor.

COMMITTEE MEMBERSHIP

Independence. The Committee shall consist of three or more members of the Board, each of whom shall be "independent." Independence shall be determined as to each member by the full Board pursuant to the requirements, and definition, of the Nasdaq Marketplace Rules and Rule 10A-3(b) under the Securities Exchange Act of 1934, as amended (subject to the exemptions provided under the Act). No Committee member shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.

Financial Literacy. All members of the Committee shall be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. At least one member of the Committee shall be an "audit committee financial expert" in accordance with the rules of the SEC, and at least one member of the Committee (who may also serve as the audit committee financial expert) shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. The designation or determination by the Board of a person as an audit committee financial expert will not impose on such person individually, on the Committee, or on the Board as a whole, any greater duties, obligations or liability than would exist in the absence of such designation or determination.

Miscellaneous. Committee members shall not simultaneously serve on the audit committees of

more than two other public companies, unless the Board shall have affirmatively determined that such simultaneous service will not impair the ability of the director to devote sufficient time and attention to the business of the Committee.

No person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any rule or regulation of the SEC or any securities exchange or market on which shares of the common stock of the Company are traded.

The members of the Committee shall be nominated by the Nominating and Corporate Governance Committee and approved by the Board. In the absence of such Board appointment, the members of the Committee may designate a Chairperson by majority vote of all of the members of the Committee. Each Committee member and Chairperson serves at the pleasure of the Board. Members may be removed, with or without cause, by a majority vote of the Board. All vacancies in the Committee shall be filled by a majority vote of the Board.

The Committee may, in its discretion, delegate authority to subcommittees, whether such delegation is specifically contemplated under any plan or program when and as it deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members.

MEETINGS

The Committee shall meet as often as necessary to carry out its responsibilities, but not less frequently than four times per annum. The provisions of the Company's Bylaws regarding meetings of and actions by the Board, including with respect to format, calling, notice and quorum, shall apply to the Committee as if it were the Board.

Any Committee member may request the Chairman of the Committee to call a meeting. The Chairman of the Committee shall report on any Committee meeting held at the next regularly scheduled Board meeting following the Committee meeting. The Committee shall maintain minutes of its meetings and shall regularly report on its actions to the Board.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

Financial Statement and Disclosure Matters

1. Review and discuss prior to public dissemination the annual audited and quarterly unaudited financial statements with management and the independent auditor, including major issues regarding accounting, disclosure and auditing procedures and practices as well as the adequacy of internal controls that could materially affect the Company's financial statements. In addition, the review shall include the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." Based on the annual review, the Audit Committee shall recommend inclusion of the financial statements in the Annual Report on Form 10-K to the Board.

2. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
3. Review and discuss, prior to completion of the audit, reports from the independent auditor on:
 - (a) All critical accounting policies and practices to be used.
 - (b) All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.
 - (c) Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
4. Discuss with management and the independent auditor the effect on the Company's financial statements of significant regulatory and accounting initiatives as well as off-balance sheet structures.
5. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
6. Review with the independent auditor any audit problems or difficulties and management's response, including, but not limited to
 - (a) any restrictions on the scope of the independent auditor's activities.
 - (b) any restriction on the access of the independent auditor to requested materials.
 - (c) any significant disagreements with management.
 - (d) any audit differences that were noted or proposed by the independent auditor but for which the Company's financial statements were not adjusted (as immaterial or otherwise). The Committee will resolve any disagreements between the independent auditor and management regarding financial reporting.
7. Review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Annual Report on Form 10-K and the Quarterly Report on Form 10-Q about any significant deficiencies in the design or operation of disclosure controls and procedures and any fraud involving management or other employees who have a significant role in the Company's internal controls.
8. Discuss at least annually with the independent auditor the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the SEC.

9. Prepare the Audit Committee Report that the SEC requires to be included in the Company's annual proxy statement and review the matters described in such report.
10. Obtain quarterly assurances from management that the system of internal controls is adequate and effective. Obtain annually a report from the independent auditor, with attestation, regarding management's assessment of the effectiveness of the internal control structure and procedures for financial reporting.

Responsibility For The Company's Relationship With The Independent Auditor

11. Be solely responsible for the appointment, compensation, retention and oversight of the work of the independent auditor employed by the Company. The independent auditor shall report directly to the Audit Committee. If the appointment of the independent auditor is submitted for any ratification by stockholders, the Audit Committee shall be responsible for making the recommendation of the independent auditor.
12. Review, at least annually, the qualifications, performance and independence of the independent auditor. In conducting such review, the Committee shall obtain and review a report by the independent auditor describing (1) the independent auditor's internal quality-control procedures, (2) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor or by any inquiry or investigation by governmental or professional authorities regarding services provided by the independent auditor which could affect the financial statements of the Company, and any steps taken to deal with any such issues, and (3) all relationships between the independent auditor and the Company. Discuss with the independent auditor any disclosed relationships or services that may impact the objectivity and independence of the auditor and take, or recommend that the full Board take, appropriate action to oversee the independence of the independent auditor. This evaluation shall include the review and evaluation of the lead partner of the independent auditor and shall ensure the rotation of partners in accordance with SEC rules and the securities laws. In addition, the Committee shall consider the advisability of regularly rotating the audit firm in order to maintain the independence between the independent auditor and the Company.
13. Approve in advance any audit or permissible non-audit engagement or relationship between the Company and the independent auditor, subject to the de minimis exceptions for non-audit services which are approved by the Committee prior to the completion of the audit. The Committee shall establish guidelines for the retention of the independent auditor for any permissible non-audit services. The Committee may delegate to one or more members the authority to grant such pre-approvals, provided that any decisions of such member or members to grant pre-approvals must be presented to the full Committee at the next scheduled meeting.
14. Meet with the independent auditor prior to the audit to review the planning and staffing of the audit.

15. Recommend to the Board policies for the Company's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company.

Compliance Oversight Responsibility

16. Obtain from the independent auditor assurance that Section 10A(b) of the Securities Exchange Act of 1934, as amended, has not been implicated.
17. Review and approve any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K).
18. Obtain reports from management that the Company is in conformity with applicable legal requirements and the Company's Code of Conduct and Ethics. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Conduct and Ethics.
19. Establish and annually review procedures that provide for the receipt, retention and treatment of any and all complaints received by the Company regarding accounting, internal accounting controls, auditing matters, fraud or illegal acts, and which provide for the confidential, anonymous submission by Company employees of any concerns regarding questionable accounting or auditing matters or fraud or illegal acts. The Audit Committee shall adopt such procedures which, in its discretion, provide assurances that all credible serious complaints received by the Company are conveyed to the Committee.
20. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
21. Review at least annually legal matters with management that may have a material impact on the financial statements, the Company's compliance policies, including but not limited to the Foreign Corrupt Practices Act, and any material reports or inquiries received from regulators or governmental agencies.
22. Report regularly to the Board with respect to any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, and the performance and independence of the independent auditor.
23. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
24. Annually review its own performance by distributing to its members a written self-assessment.

RESOURCES

The Committee shall have resources, authority and funding appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel and other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. The Audit Committee shall also have the authority to exercise all powers with respect to the appointment, compensation, retention and oversight of the work of the independent auditor for the Company and its subsidiaries for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and its subsidiaries, and only after taking into consideration the independence of the independent auditor using factors established by the SEC, the Nasdaq Stock Market and other applicable law.

With the exception of the independent auditor, nothing herein requires a Committee adviser to be independent. In addition, nothing in this Charter shall be construed to affect the ability or obligation of the Committee to exercise its own judgment in fulfilling its duties or obligations. The Committee shall have access to any of the books and records of the Company that the Committee shall consider relevant to carrying out its duties. The Committee may ask any officer or employee of the Company, or its subsidiaries or the Company's outside counsel or independent auditor, to attend a meeting of the Committee or for such person(s) to meet with any members of, or advisers to, the Committee.

MISCELLANEOUS

The Committee may carry out its responsibilities and adopt policies and procedures as may be appropriate considering changing business, legislative, regulatory, legal or other conditions. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's website.

Annual Review by Audit Committee conducted on November 20, 2024.