

AMERICAN COASTAL INSURANCE CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Revised by the Nominating and Corporate Governance Committee and approved by the Board of Directors on November 15, 2023

COMMITTEE'S PURPOSE

The Nominating and Corporate Governance 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 exercising general oversight with respect to identifying qualified individuals to become directors; recommending to the Board qualified director nominees for election at the stockholders' annual meeting; determining membership on the Board committees; recommending a set of Corporate Governance Guidelines applicable to the Company and its subsidiaries; overseeing annual self-evaluations by the Board; and reporting annually to the Board on the Chief Executive Officer ("CEO") succession plan. The Committee shall also oversee risk management related to corporate governance and CEO succession.

COMMITTEE MEMBERSHIP

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. 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 Securities and Exchange Commission or any securities exchange or market on which shares of the common stock of the Company are traded.

Membership on the Committee is reviewed each year by the Committee and approved by the Board, which also designates a Chairperson for the Committee. 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:

1. The Committee shall make recommendations to the Board on its size, composition, and identify director nominees to stand for election at each annual meeting of stockholders of the Company.
2. Prior to nominating an existing director for re-election to the Board, the Committee shall consider and review the existing director's:
 - a) Board and committee meeting attendance and performance;
 - b) length of Board service;
 - c) experience, skills and contributions that the existing director brings to the Board; and
 - d) independence.
3. In the event a director vacancy arises, the Committee shall seek and identify a qualified director candidate to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant or election at the annual meeting of stockholders of the Company.
4. The Committee shall consider potential director candidates recommended by the Company's management and stockholders in the same manner as nominees identified by the Committee.
5. A director nominee shall meet the director qualifications specified in the Company's Corporate Governance Guidelines, and the Committee shall ensure the director nominee possesses personal and professional integrity, has good business judgment, relevant experience and skills and will be an effective director in conjunction with the full Board in collectively serving the long-term interests of the Company's stockholders. The Committee shall assist the Board in determining and monitoring whether each director and prospective director is "independent" and ensuring that a majority of the Board is "independent".

6. The Committee shall review the Board's committee structure and recommend to the Board for its approval directors to be appointed as members on each Board committee. Prior to recommending the re-appointment of a director to a Board committee, the Committee shall review the existing director's independence, skills, Board committee meeting attendance, performance and contribution, and his or her fulfillment of committee responsibilities.
7. The Committee shall recommend to the Board for its approval the Corporate Governance Guidelines. The Committee will review annually the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
8. The Committee shall annually review and, as appropriate, recommend to the Board changes to the Company's Certificate of Incorporation and Bylaws, each as amended from time to time.
9. The Committee shall (i) annually review the Code of Conduct and Ethics for directors, officers and employees, (ii) monitor compliance therewith, (iii) make recommendations for modifications to the Code of Conduct and Ethics to the Board as deemed appropriate and (iv) to review any requested waivers under the Code of Conduct and Ethics with respect to officers and directors.
10. The Committee shall develop and recommend to the Board for its approval an annual self-evaluation process for the full Board and for the committees that will be conducted and overseen by the Committee. The Committee shall report to the full Board, following the end of each fiscal year, the results of the annual self-evaluation, including any comments from the self-evaluations. However, any comments from the self-evaluations regarding individual directors shall be reported to the Chairman, and CEO and if necessary, to the relevant committee chairperson.
11. The Committee shall make an annual report to the Board on CEO succession planning strategies. The Board will work with the Committee and the CEO to recommend and evaluate potential successors to the CEO.
12. The Committee shall develop and oversee appropriate continuing education programs for directors and an orientation program for new directors.
13. Any concerns regarding non-financial matters that are reported to the anonymous reporting hotline (as described in the Reporting Procedure for Accounting and Auditing Concerns document that is available on the Company's website) that the Audit Committee refers to the Committee shall be reviewed and investigated by the Committee.
14. The Committee shall at least annually review the Company's policies for communications with stockholders. The Committee shall annually review and

- recommend to the Board procedures for stockholders to send communications to the Board.
15. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
 16. The Committee shall annually review its own performance by distributing to its members a written self-assessment.
 17. The Committee shall perform such other duties and responsibilities as the Board may from time to time assign to the Committee.

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. Nothing herein requires an external 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, 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 duties 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 Nominating and Corporate Governance Committee conducted on May 7, 2025.