

# **ASSURED GUARANTY LTD.**

## **ENVIRONMENTAL AND SOCIAL RESPONSIBILITY COMMITTEE CHARTER**

### **1. PURPOSE OF THE ENVIRONMENTAL AND SOCIAL RESPONSIBILITY COMMITTEE**

The committee was established by the Board to (i) assist the Board in providing oversight and review of the Company's significant strategies, policies and practices regarding environmental and social responsibility issues that reflect the Company's culture and values and affect the Company's reputation, business and stakeholders, and (ii) make recommendations regarding such matters to the Board.

The committee shall focus on four principal subject areas: (i) environmental stewardship, including risks and opportunities posed by environmental issues; (ii) corporate social responsibility, including community engagement and corporate philanthropy; (iii) workforce equality and wellness, including diversity and inclusion; and (iv) stakeholder engagement.

### **2. AUTHORITY OF THE ENVIRONMENTAL AND SOCIAL RESPONSIBILITY COMMITTEE**

- (a) The committee shall have the authority to retain special legal, accounting, environmental, labor, or other consultants to advise and assist the committee.
- (b) The committee may request any other director, officer or employee of the Company or the Company's outside counsel to attend a meeting of the committee or to meet with any members of, or consultants to, the committee.
- (c) The committee may form, and delegate authority to, subcommittees when appropriate.

### **3. ENVIRONMENTAL AND SOCIAL RESPONSIBILITY COMMITTEE COMPOSITION**

The committee shall consist of no fewer than three members, including a chairman, each selected from, and appointed by, the Board. The Board may appoint or remove members of the committee at any time.

#### **4. DUTIES AND RESPONSIBILITIES OF THE ENVIRONMENTAL AND SOCIAL RESPONSIBILITY COMMITTEE**

##### **Principal Functions**

In furtherance of its mission to foster the growth and sustainability of the Company, the committee shall, to the extent not considered by other committees, have the following duties and responsibilities:

- (a) Provide oversight to the Company's senior management on their evaluation of environmental and social interests and their integration into the Company's business and operations to safeguard the Company's growth and ensure its sustainability.
- (b) Review the development and implementation of metrics, information systems and procedures to track the Company's progress toward achievement of its environmental and social responsibility goals and objectives.
- (c) Provide oversight of the Company's environmental and social initiatives task force by receiving and reviewing regular updates on the different components of the Company's sustainability strategy.
- (d) Review the objectives and goals of the Company's environmental stewardship, including the identified environmental risks that have a material impact on the Company's business, strategy, underwriting and performance.
- (e) Review the objectives, strategies and effectiveness of the Company's corporate social responsibility program, including community engagement, partnership programs, volunteer activities and corporate philanthropy; receive periodic reports on projects undertaken to improve local communities and contributions made in support of health, education, civic and cultural initiatives.
- (f) Review the Company's significant strategies and initiatives pertaining to employees designed to promote inclusion, foster diversity and encourage career development to ensure a corporate culture of respect, workforce equality, and employee engagement throughout the organization; receive periodic reports from the Company's management on workforce demographics and statistical data.
- (g) Review the Company's policies and practices concerning the workplace environment and related health and safety matters.
- (h) Review reports from the Company on stakeholder dialogue with respect to environmental and social matters.
- (i) Review the strategy and effectiveness of the Company's external reporting of environmental and social responsibility matters, and its participation in external benchmarking indices.
- (j) Review key public policy trends and legislative developments of significance to the Company pertaining to environmental stewardship and corporate social responsibility that may impact the Company's business, strategies, operations, performance or reputation, and make recommendations to the Board regarding engagement in the public policy process.

- (k) Review annually, or more often if appropriate, the Company's Environmental Policy, Statement on Climate Change and other sustainability, environmental, and social responsibility policies and activities and make recommendations to the Board regarding such matters, as appropriate.
- (l) Review and provide feedback on such other matters as may be referred to it by the Board.
- (m) Consider any other matters in relation to the purpose of the committee set forth herein.

**Other**

- (a) The committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- (b) The committee shall annually review its own performance.
- (c) The committee shall have such other duties, responsibilities and authorities as the Board may from time to time delegate or assign.

**5. REPORTING RESPONSIBILITIES**

- (a) The committee shall keep a record of its proceedings.
- (b) The committee shall report to the Board.

**May 2019**