

**ASSURED GUARANTY LTD.
FINANCE COMMITTEE CHARTER**

1. PURPOSE OF THE FINANCE COMMITTEE

The committee was established by the Board of Directors (the “Board”) of Assured Guaranty Ltd. (the “Company”) to oversee (i) management’s investment of the Company’s investment portfolio and (ii) the Company’s capital structure, financing arrangements and any corporate development activities in support of the Company’s financial plan and make recommendations to the Board with regard thereto.

2. AUTHORITY OF THE FINANCE COMMITTEE

- (a) The committee shall have the authority to (i) approve the Company’s written investment guidelines to ensure consistent application of the Company’s overall investment strategy, (ii) review the performance and retention of the Company’s investment managers, (iii) direct management to have procedures in place to cause the investment portfolio to be in compliance with guidelines and asset allocation ranges, and (iv) exercise such other powers as may be delegated to it from time to time by the Board.
- (b) The committee shall have the authority to approve asset allocation ranges consistent with the Company’s investment strategy. The committee shall promptly inform the Board of the establishment of any new asset allocation ranges or modifications to the existing asset allocation ranges.
- (c) The committee shall have the authority to retain special legal, accounting or other consultants to advise the committee.
- (d) 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.
- (e) The committee may form and delegate authority to subcommittees when appropriate.

3. FINANCE COMMITTEE COMPOSITION

- (a) The committee shall consist of at least three directors, including a chair, each selected from, and appointed by, the Board upon the recommendation of the Nominating & Governance Committee. Any committee member may be removed by the Board upon the recommendation of the Nominating and Governance Committee.
- (b) A majority of the committee members (including the chair) shall be independent directors under the New York Stock Exchange’s listing requirements.

4. DUTIES AND RESPONSIBILITIES OF THE FINANCE COMMITTEE

- (a) The committee shall review management's strategies, goals and objectives with respect to the Company's investment portfolio.
- (b) The committee shall approve from time-to-time asset allocation ranges consistent with management's overall investment approach. The committee shall promptly inform the Board of the establishment of any new asset allocation ranges or modifications to the existing asset allocation ranges.
- (c) The committee shall review annually the investment guidelines and recommend any proposed changes to the Board for approval.
- (d) The committee shall review the performance of the Company's fixed maturity investment managers and their compliance with the Company investment guidelines and asset allocation ranges.
- (e) The committee shall review the performance of the Company's alternative investments, including asset allocation ranges and achievement of management's expectations.
- (f) The committee shall review the Company's capital structure and capital adequacy and, to the extent deemed necessary, recommend to the Board for approval alterations to such capital structure.
- (g) The committee shall review the Company's liquidity and its exposure to currency fluctuations and, to the extent deemed necessary, recommend to the Board for approval material modifications to the Company's currency policies.
- (h) The committee shall review and make recommendations to the Board for approval proposed issuances of equity, debt and other securities and proposed credit and similar facilities.
- (i) The committee shall review and make recommendations to the Board for approval repurchases of any of the Company's outstanding securities and affiliate debt securities.
- (j) The committee shall review and make recommendations to the Board for approval the Company's dividend policy and dividends to be paid.
- (k) The committee shall approve the Company's derivatives policy and any changes thereto.
- (l) The committee shall review and recommend to the Board for approval changes in the delegation of authority with respect to the Company's bank, custodial and investment accounts.
- (m) The committee shall review rating agency matters affecting the Company, including without limitation, communications from rating agencies, or changes in rating agency models, capital charges or other metrics.
- (n) The committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

- (o) The committee shall annually review its own performance.
- (p) The committee shall have such other duties, responsibilities and authorities consistent with this charter, the Company bye-laws, or as the Board may from time-to-time delegate.

5. REPORTING RESPONSIBILITIES

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

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