

As of July 24, 2019

PROSIGHT GLOBAL, INC.
COMPENSATION COMMITTEE CHARTER

Committee Membership:

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of ProSight Global, Inc. (the “Company”) shall, subject to an election by the Company to rely on the exemption available to controlled companies, consist solely of three or more members of the Board, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise “independent” under the rules of the New York Stock Exchange, Inc. as they apply to compensation committee members.

Members shall be appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Purpose and Responsibilities:

The Committee shall have the purpose and direct responsibility to:

1. Review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (“CEO”), evaluate the CEO’s performance in light of those goals and objectives and determine and approve, either as a Committee or together with the other independent directors (as directed by the Board), the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee, or the Committee together with the other independent directors, shall consider, among other factors, the Company’s performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years, the terms of any employment agreement with the CEO, the economic environment and general market conditions.
2. Review and recommend to the Board for approval corporate goals and objectives relevant to the compensation of the Company’s senior officers other than the CEO, evaluate their performance in light of those goals and objectives and determine and recommend to the Board for approval the Company’s other senior officers’ compensation level based on this evaluation.
3. Assist the Board in discharging its responsibilities with respect to incentive-compensation plans and equity-based plans, including the Company’s 2019 Equity Incentive Plan, including reviewing and recommending to the Board for approval any compensation and incentive-compensation plans or equity-

based plans applicable to senior management, oversee the activities of the individuals and committees responsible for administering these plans, and discharge any responsibilities imposed on the Committee by any of these plans.

4. Review and recommend for Board approval any new equity compensation plan or any material change to an existing plan.
5. In consultation with management, together with the Board oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility.
6. Review and recommend for Board approval any employment, compensation, benefit, severance or similar agreements with any current or former executive officer of the Company.
7. Prepare an annual Compensation Committee Report for inclusion in the Company's annual proxy statement or annual report on Form 10-K in accordance with applicable SEC rules and regulations and, to the extent applicable, advise the Board on and assess the results of advisory votes on the Company's executive compensation.
8. Prepare and issue the evaluation required under "Performance Evaluation" below.
9. Report to the Board on a regular basis, and not less than once per year.
10. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.
11. Notwithstanding anything in this charter to the contrary, the Committee shall have the authority to (a) approve awards of cash or equity compensation or any changes to compensation for the Company's other senior officers (other than the CEO, for whom the Committee has the authority set forth in Item 1 above) in amounts of less than \$250,000 per individual and (b) approve, ratify and grant the IPO awards immediately following the completion of the IPO, consisting of the 2019 long-term incentive RSU and PSU awards, the supplemental RSU awards, the founder RSU awards and the non-employee director RSU awards that were approved by the pre-IPO Board.

Committee Structure and Operations:

The Board shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson's vote shall decide the issue. The Committee

shall meet at least three times a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

The Committee may invite such members of management to its meetings as it deems appropriate, consistent with the maintenance of the confidentiality of compensation discussions. The CEO should not be present for any portion of any meeting where the CEO's performance or compensation is discussed, unless specifically invited by the Committee or the Board.

Delegation to Subcommittee:

Notwithstanding anything to the contrary contained in this charter, in the event the Committee is not composed entirely of "non-employee" directors as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the entire Board shall be responsible for and have the sole authority over approval of equity grants to directors and officers subject to reporting under Section 16 of the Exchange Act. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. In particular, the Committee may delegate the approval of equity grants to directors and officers subject to reporting under Section 16 of the Securities Exchange Act of 1934, as amended, to a subcommittee consisting solely of members of the Committee who are "Non-Employee Directors" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

Performance Evaluation:

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee (which may be oral or written), which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Secretary of the Corporation, the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

Resources and Authority of the Committee:

The Committee shall have the resources, funding and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of any compensation consultants, outside legal counsel or other advisors to the Committee (each, an "Advisor"), as it deems appropriate, without seeking approval of the Board or management. The Committee shall be directly

responsible for the appointment, compensation and oversight of the work of any Advisor it retains. To the extent required by NYSE rules, the Committee may select or receive advice from an Advisor only after taking into consideration all factors relevant to the Advisor's independence from management, including the following:

- the provision of other services to the Company by the person that employs the Advisor;
- the amount of fees received from the Company by the person that employs the Advisor as a percentage of that person's total revenue;
- the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the Advisor with a member of the Committee;
- any stock of the Company owned by the Advisor; and
- any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of the Company.

Although the Committee is required to consider these factors, it is free to select or receive advice from an Advisor that is not independent.