

As of July 24, 2019

PROSIGHT GLOBAL, INC.
INVESTMENT COMMITTEE CHARTER

Committee Membership:

The Investment Committee (the “Committee”) of the Board of Directors (the “Board”) of ProSight Global, Inc. (“PGI”) shall consist solely of three or more members of the Board.

The members of the Committee 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 responsibilities to:

1. Assist the Board and, as necessary, the boards of directors or other governing bodies of PGI’s insurance subsidiaries (together with PGI, the “Company”) in optimizing returns on the Company’s investment portfolio and in enhancing the capital structure of the Company.
2. Monitor and review the Company’s financial position and investment policy.
3. Periodically as deemed appropriate, establish performance benchmarks for the Company’s investment portfolio.
4. In consultation with the Company’s Chief Financial Officer, review and ratify investment transactions at least quarterly.
5. Meet, periodically as deemed appropriate, with the Company’s Chief Financial Officer for the purposes of securing a report on the status of the Company’s investment portfolio and the Company’s short and long term investment strategy.
6. Review, at least quarterly, the Company’s investment advisers’ performance measured against benchmarks established by the Committee.
7. When and as needed, review and, if appropriate, approve such matters regarding:
 - The types of securities that are appropriate for the Company’s investment portfolio, including the use of alternative investments and investment funds.

- The deployment of the Company's assets in investments of appropriate type and duration in order to properly balance the Company's need for investment income along with its anticipated funding requirements.
 - The Company's overall investment strategy.
8. Consider the recommendations of management and make recommendations to the Board concerning the Company's annual capital expenditure budget.
 9. Make recommendations to the Board with respect to any transaction by the Company involving the acquisition or disposition by the Company of a business or entity.
 10. Make recommendations to the Board with respect to the capital structure of the Company, including with respect to dividends and distributions, issuances and repurchases of the Company's equity, debt and other securities and entry by the Company into credit facilities.
 11. Review any rating agency ratings applied to the Company or its securities and proposed changes to such ratings.
 12. Report to the Board on a regular basis and not less than once per year.
 13. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the management of the Company's investments and its financial position.

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 twice 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.

Delegation to Subcommittee:

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Performance Evaluation:

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, 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 Company, 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 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 special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management.