

PALOMAR HOLDINGS, INC.

**AMENDED AND RESTATED CHARTER OF
THE SUSTAINABILITY COMMITTEE
OF THE BOARD OF DIRECTORS**

I. PURPOSE

The purposes of the Sustainability Committee (the “**Sustainability Committee**”) is to support Palomar Holding, Inc.’s (the “**Company**”) on-going commitment to environmental, health and safety, corporate social responsibility, corporate governance, sustainability, and other public policy matters relevant to the Company (collectively “**Sustainability Matters**”). The Sustainability Committee is a cross-functional management committee of the Company. It will assist the management team of the Company in (a) setting general strategy relating to Sustainability Matters, (b) developing, implementing, and monitoring initiatives and policies based on that strategy, (c) overseeing communications with employees, investors and shareholders with respect to Sustainability Matters, (d) monitoring and assessing developments relating to, and improving the Company’s understanding of Sustainability Matters, and (e) efficient and timely disclosure of Sustainability Matters to shareholders. It is recognized that the Sustainability Committee’s responsibility is oversight in nature and that the primary responsibility and ultimate decision-making with respect to the Company’s underlying programs and policies remains with the subject matter experts currently responsible for such matters.

II. COMMITTEE AUTHORITY AND RESPONSIBILITY

The duties and responsibilities of the Sustainability Committee shall be as follows:

- A. Assist in setting the Company’s general strategy with respect to Sustainability Matters, and to consider and recommend policies, practices, and disclosures that conform with the strategy;
- B. To oversee the Company’s reporting and disclosure with respect to Sustainability Matters;
- C. To assist in overseeing internal and external communications regarding the Company’s position or approach to Sustainability Matters;
- D. To consider current and emerging Sustainability Matters that may affect the business, operations, performance or public image of the Company or are otherwise pertinent to the Company and its stakeholders, and to make recommendations on how the Company’s policies, practices and disclosures can adjust to or address current trends;
- E. To make periodic visits, as individual members or as a committee, to operational locations in order to become familiar with the nature of the operations and review relevant objectives, procedures and performance with respect to Sustainability Matters;
- F. To put systems in place, as deemed necessary and appropriate, to monitor Sustainability Matters;
- G. To advise the Company on stockholder proposals and other significant stakeholder concerns relating to Sustainability Matters;
- H. To assist with additional internal departments, and outside consultants as applicable, to drive timely and relevant disclosures of Sustainability Matters;
- I. To review and assess this Charter annually and recommend to the Board any proposed changes for approval; and
- J. To perform such other duties, tasks, and responsibilities relevant to the purpose of the Sustainability Committee as may from time to time be requested.

The Chair of the Sustainability Committee may delegate such responsibilities (or a subset thereof) to one or more members of the Sustainability Committee.

III. MEETINGS

The Sustainability Committee shall meet as often as it determines, but not less frequently than twice annually and may meet with management or individual directors at such time as it deems appropriate to discuss any matters before the Sustainability Committee. The Sustainability Committee may request that any employee of the Company attend any of its meetings or meet with any Committee member or consultant. The Sustainability Committee shall meet periodically in executive session without the presence of management.

The Sustainability Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

IV. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Sustainability Committee shall consist of three (3) or more directors, two (2) of whom shall satisfy the applicable independence requirements of the Company's corporate governance guidelines. Each member of the Sustainability Committee shall serve until his or her successor is duly elected and qualified or until such member's earlier resignation, removal or death. Any member of the Sustainability Committee may be removed or replaced by the Board at any time. Unless a chair is elected by the full Board, the members of the Sustainability Committee may designate a chair by majority vote of the full Sustainability Committee membership. The Chair shall preside at all regular meetings of the Sustainability Committee and set the agenda for each Sustainability Committee meeting.

In fulfilling its responsibilities, the Sustainability Committee shall, to the extent permitted by law, be entitled to delegate any or all of its responsibilities to one or more subcommittees of the Sustainability Committee comprised of at least two (2) members of the Sustainability Committee. The Sustainability Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accounting or other advisors as appropriate to perform its duties hereunder, and to determine the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Sustainability Committee to assist the Sustainability Committee in performing its duties hereunder shall be borne by the Company.