

**HERITAGE INSURANCE HOLDINGS, INC.**  
**AUDIT COMMITTEE CHARTER**

**I. Purpose**

The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Heritage Insurance Holdings, Inc. (the “**Company**”) is appointed by the Board to assist the Board in fulfilling its oversight responsibilities with respect to (1) the integrity of the Company’s financial statements; (2) the Company’s compliance with legal and regulatory requirements; (3) the independent auditor’s qualifications and independence; and (4) the performance of the Company’s internal audit function and independent auditor.

**II. Membership and Organization**

The Committee will consist of at least three members, with the exact number determined by the Board in its discretion. Each member will meet the independence and experience requirements of the New York Stock Exchange (“**NYSE**”), Section 10A of the Securities Exchange Act of 1934 (the “**Exchange Act**”) and any other applicable laws, rules and regulations, as determined by the Board in its reasonable business judgment. Each member of the Committee will also have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements. At least one member of the Committee will be an “**audit committee financial expert**” as defined by the rules of the Securities and Exchange Commission (the “**Commission**”) and as determined by the Board in its reasonable business judgment. No member of the Committee may serve on more than three public company audit committees.

Each member of the Committee will be appointed annually by the Board on the recommendation of the Corporate Governance and Nominating Committee. Committee members may be replaced or removed from the Committee by the Board, at any time, with or without cause, and any vacancies will be filled through appointment by the Board on the recommendation of the Corporate Governance and Nominating Committee. The Board will appoint one member of the Committee to serve as the chairperson and if a Committee chairperson is not designated by the Board, the members of the Committee will designate a chairperson by majority vote.

**III. Meetings and Subcommittees**

The Committee will meet at such times as it deems necessary to fulfill its responsibilities, but no less than quarterly. The Committee will meet privately in executive session periodically with management, the director of internal audit, the independent auditor, and as a committee to discuss matters that it or each of these groups believes should be discussed. The Committee may ask members of management or others to attend the meeting and provide pertinent information as necessary. The Committee shall make regular reports to the Board.

The Committee will have the authority to establish its own rules and procedures consistent with the by-laws of the Company for notice and conduct of its meetings should the Committee, in its discretion, deem it desirable to do so. A majority of the members of the Committee will constitute a quorum for the transaction of business and the action of a majority of the members present at any meeting at which there is a quorum will be the act of the Committee. Unless otherwise stated herein or established by the Committee, the Committee will be governed by the same procedural rules, including rules regarding meetings, actions without meetings, notices and waivers of notice, as are applicable to the Board.

The Committee may, in its discretion and only to the extent consistent with applicable law and regulations, delegate certain of its authority to a subcommittee of the Committee. The Committee will

have the authority to cause investigations to be made of such matters within the scope of the Committee's purposes and responsibilities as the Committee may deem appropriate. Such investigations may be made by the Company's employees or such other persons or firms as the Committee may direct. The Committee may require officers and employees of the Company to produce such information and reports, including reports to be provided annually or on other regular bases, as the Committee may deem appropriate. The Committee cannot delegate its responsibilities to non-Committee members.

#### **IV. Advisers**

In order to carry out its duties under this charter, the Committee is authorized to select, retain, terminate and approve the fees and other retention terms of counsel, experts or consultants, as the Committee deems appropriate, without seeking the approval of management or the Board. The Company will provide appropriate funding to permit the Committee to perform its duties under this charter and for the payment of any such fees.

#### **V. Committee Authority and Responsibilities**

##### **A. Authority**

The Committee will:

- have the sole authority over the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company; in connection with such responsibility, the Committee, or the Chairman of the Committee on behalf of the Committee, will review and approve the terms of the audit engagement as set forth annually in an engagement letter provided by the independent auditor and the independent auditor will report directly to the Committee;
- have the direct responsibility for the appointment, compensation, retention and oversight of the work of the independent actuary (including resolution of disagreements between management and the independent actuary) for the purpose of preparing or issuing a Reserve Analysis Report, Actuarial Opinion Summary and Reserve Opinion for the Company; in connection with such responsibility, the Committee, or the Chairman of the Committee on behalf of the Committee, will review and approve the terms of the engagement as set forth annually in an engagement letter provided by the independent actuary and the independent actuary will report directly to the Committee; and
- pre-approve all auditing services and permitted non-audit services to be performed for the Company by its independent auditor, subject to the de minimis exception for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act. The Chairman of the Committee may grant pre-approvals of permitted services, provided that the full Committee is advised of such approval at its next scheduled meeting.

**B. Responsibilities**

(i) Oversight of the Independent Auditor

The Committee will:

- before the engagement of an independent auditor and at least annually thereafter, review and discuss with the independent auditor the independent auditor's written communications to the Committee regarding the relationships between the auditor and the Company that, in the auditor's professional judgment, may reasonably be thought to bear on its independence and affirms in writing that the auditor is independent;
- review and discuss, at least annually, with the independent auditor, the matters required to be discussed by the applicable requirements of the PCAOB and the Commission;
- review, at least annually, a report by the independent auditor regarding: (1) the independent auditor's internal quality control procedures; (2) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor and any steps taken to deal with any such issues; and (3) all relationships between the independent auditor and the Company;
- review with the independent auditor (1) the independent auditor's audit plan scope, timing, staffing, locations, reliance upon management, internal auditors or others, including other independent public accounting firms (if applicable), and the general audit approach, (2) the nature and extent of specialized skill or knowledge needed to perform audit procedures or evaluate audit results related to significant risks, and (3) any significant changes to the planned audit strategy or significant risks, along with the reasons for such changes;
- regularly review with the independent auditor any problems or difficulties the independent auditor encounters in the course of the audit work, and management's response thereto, including any restrictions on the scope of the independent auditor's activities or access to requested information and any significant disagreement with management, any accounting adjustments that were noted or proposed by the independent auditor but were not adopted, any communications between the independent auditor's team and the independent auditor's national officer respecting auditing or accounting issues presented by the engagement, and any "management" or "internal control" letter issued, or proposed to be issued by the independent audit firm to the Company;
- annually review and evaluate the independent auditor's qualifications, performance and independence, including the review and evaluation of such auditor's lead partner, taking into consideration the opinions of management, and the Company's internal auditors;
- ensure the rotation of the lead audit partner as required by law and consider whether, in order to ensure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis;
- set hiring policies governing the Company's hiring of employees or former employees of the Company's independent auditor; and

- present its conclusions regarding the independent auditor to the full Board.

(ii) Financial Statement and Disclosure Matters

The Committee will:

- discuss with management and the independent auditor, at least annually, (1) significant accounting policies and practices of the Company, (2) any significant changes in the Company's selection or application of significant accounting policies and practices, (3) the qualitative aspects of such significant accounting policies and practices, and (4) the anticipated application of significant accounting pronouncements that have been issued but are not yet effective;
- review and discuss quarterly reports from the independent auditor on (1) critical accounting estimates, policies and practices of the Company, (2) all alternative treatments of financial information within U.S. generally accepted accounting principles ("GAAP") that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor, (3) other material written communications between the independent auditor and management, such as any management letter or schedule of adjusted differences, and any written representation requested from management by the independent auditor, and (4) any other matters required to be communicated to the Committee by the independent auditor under professional standards;
- review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board to include the audited financial statements in the Company's Annual Report on Form 10-K;
- review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q, including disclosures made in management's discussion and analysis and the results of the independent auditor's review of the quarterly financial statements;
- review disclosures made to the Committee by the Company's CEO and CFO during their certification process for Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls;
- review and discuss with management and the independent auditor significant financial reporting issues with respect to the quality and integrity of the Company's financial statements and any judgments made in connection with the preparation of such financial statements, including the selection or application of accounting principles;
- discuss with management and the independent auditor the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements;
- review and discuss with management and the independent auditor, management's assessment of the effectiveness of internal control over financial reporting as of the end of the most recent fiscal year, the independent auditor's opinion and report thereon and the independent auditor's attestation report prior to the filing of the Company's Form 10-K;

- prior to releases of the quarterly and year end earnings, discuss the results of the quarterly review or annual audit, as applicable, with the independent auditor;
- review and discuss with management and the independent auditor, the Company's earnings press releases, including the use of pro forma or adjusted non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies; and
- review, with management and the independent auditor, filings with the Commission and other published documents containing the Company's financial statements and consider whether the information contained in the documents is consistent with the information contained in the financial statements.

(iii) Internal Audit Function

The Committee will:

- ensure that the Company has an internal audit function to provide management and the Committee with ongoing assessments of the Company's risk management process and system of internal control;
- review and concur in the appointment, reporting relationship, replacement, reassignment, or dismissal of the head of the internal audit department;
- review the significant reports prepared by the internal audit department together with management's responses and follow up on such reports;
- discuss with management the process for assessing and managing risks, including the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the discussion of guidelines and policies to govern the process by which such assessment and management of risks is handled;
- review the integrity of the Company's financial reporting process and controls, including computerized information systems controls and security with management, the independent auditor, and the internal auditors;
- assess issues regarding the adequacy of the Company's internal controls over financial reporting and any remediation and/or audit steps adopted in light of material control deficiencies;
- periodically and separately meet with, and provide an avenue of communication with, management, internal auditors and the independent auditor to discuss auditing issues;
- obtain from the independent auditor assurance that the independent auditor (1) has not been engaged by the Company to provide services in violation of Section 10A of the Exchange Act (prohibition on certain non-audit services and pre-approval by the Committee of any legally permitted non-audit services), and (2) has provided to the Committee all disclosures required by the PCAOB regarding permitted services, including discussions of the scope of the non-audit services to be performed and the potential effects of the permitted non-audit services on the independent auditor's independence;

- annually review with management and the director of the internal audit department: (1) the internal audit department's responsibilities; (2) the internal audit department's budget, staffing and audit plan; (3) the independence and qualifications of the internal audit department staff; (4) any difficulties encountered in the course of their audits, including any restrictions on the scope of their work or access to required information; and (5) any changes required in the planned scope of their audit plan;
- establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- review and discuss with the Company's general counsel (or outside counsel if the Company does not have a general counsel), on at least an annual basis, any legal matters that may have a material impact on the Company's financial statements or compliance with applicable laws and regulations, and inquiries received from regulators or government agencies and any published reports and advise the Board of its findings;
- review with the Company's general counsel (or outside counsel if the Company does not have a general counsel) the results of the review of the Company's monitoring of compliance with the Company's Code of Business Conduct and Ethics and advise the Board of its findings;
- review and, if appropriate, approve related party transactions in accordance with the Company's policies and procedures on related party transactions and report to the Board on the Committee's review and approval of any material related party transactions;
- oversee the Company's information system controls and security, which may include, as the Committee deems necessary, a review of the Company's cybersecurity and other information technology risks, controls, initiatives and action plans, and a review with management and the director of internal audit significant risks in these areas and procedures to monitor, mitigate or remediate such risks; and
- evaluate the Committee's performance and the adequacy of this charter on an annual basis and recommend any proposed changes to the Board for approval.

The Committee also will undertake such additional activities within the scope of its primary function as the Board or the Committee may from time to time determine or as may otherwise be required by law, the Board or the Company's by-laws or charter.

The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board of the Company. While the Committee has the responsibilities and powers set forth by this charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate in accordance with GAAP, as this is the responsibility of the independent auditor and management, respectively.

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**Last Amended November 2, 2023**