

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

**I. Purpose**

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Heritage Insurance Holdings, Inc. (“**Heritage**” or the “**Company**”) is appointed by the Board to (1) discharge the Board’s responsibilities relating to the compensation of the Company’s directors, Chief Executive Officer (“**CEO**”) and other executive officers (collectively, including the CEO, the “**Executive Officers**”), (2) review key employee compensation goals, policies, plans and programs, including management development and succession plans, (3) review and approve employment agreements and other similar arrangements between the Company and the Executive Officers, and (4) approve, evaluate and administer the Company’s stock plans and other incentive compensation plans.

**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 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.

All members of the Committee will meet the independence requirements of the New York Stock Exchange Listed Company Manual (the “**NYSE Rules**”) and any other applicable laws, rules or regulations or other qualifications as are established by the Board from time to time. At least two members of the Committee will qualify as a “non-employee” director within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The Committee will meet at such times as it deems necessary to fulfill its responsibilities. The Committee may from time to time as it deems appropriate, and to the extent permitted by applicable laws, rules and regulations, form and delegate authority to subcommittees consisting of one or more members when appropriate. The Committee will periodically report to the Board on actions taken and significant matters reviewed by the Committee.

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.

### **III. Advisers**

The Committee may, in its sole discretion, retain, or obtain the advice of a compensation consultant, independent legal counsel or other advisers and shall have the sole responsibility for the appointment, compensation and oversight of the work of any such adviser. The Committee will have the sole authority to approve the adviser's fees, the expense of which will be borne by the Company, and other terms and conditions of the adviser's retention. The Committee will conduct an independence assessment of any adviser, taking into consideration the factors relevant to that adviser's independence from management, including the factors required by the NYSE Rules.

### **IV. Committee Authority and Responsibilities**

The authority and responsibilities of the Committee are to:

1. Approve the annual and long-term performance goals for the Company's incentive plans and perform such duties and responsibilities as may be assigned to the Committee under the terms of such plans.
2. Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives and determine and approve the CEO's overall compensation levels based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee may consider any number of factors, including but not limited to the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
3. Review and approve the compensation of the non-CEO Executive Officers, including annual base salaries, short or long-term cash and equity incentive awards and opportunities, and perquisites or other personal benefits, except to the extent such benefit policies or programs apply to Company employees generally.
4. Review and recommend to the Board periodically with respect to the compensation of all non-employee directors, including any compensation under the Company's equity-based plans.
5. Periodically and as and when appropriate, review and approve, with respect to the Executive Officers, (a) any employment and severance arrangement, (b) any change in control agreements and changing in control provisions affecting any elements of compensation and benefits, and (c) any special or supplemental compensation and benefits, including supplemental retirement benefits and the perquisites provided to the Executive Officers during and after employment.
6. Periodically review and discuss with the Board, the corporate succession plan for Executive Officers.
7. Oversee and administer the Company's executive compensation clawback policies.
8. Establish and monitor stock ownership compliance of the Company's directors and Executive Officers as required under any Company stock ownership guidelines.

9. Review and discuss with management the Compensation Discussion and Analysis required to be included in the Company's proxy statement and annual report on Form 10-K and prepare the annual Compensation Committee Report for inclusion in the Company's proxy statement.
10. Consider the results of advisory votes on executive compensation and the frequency of such votes.
11. Provide oversight on human capital management issues, including relevant Company policies to address workplace health and safety and diversity, equity and inclusion.
12. 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.
13. Perform such other functions as are consistent with its purpose and applicable laws, rules and regulations and as the Board may request or as the Committee deems necessary or appropriate.

The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board. It is not the duty of the Committee to conduct investigations or to resolve disagreements regarding compensation, if any, between the Company and its employees.

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**Last Amended November 2, 2023**