

HERITAGE INSURANCE HOLDINGS, INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. Purpose

The Corporate Governance and Nominating 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 (i) identify individuals qualified to become Board members, consistent with criteria approved by the Board and recommend to the Board director nominees for the next annual meeting of stockholders, (ii) develop and recommend to the Board matters of corporate governance, including the Corporate Governance Guidelines, (iii) recommend to the Board director nominees for each committee of the Board, and (iv) oversee the evaluation of the Board and management.

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 requirements of the New York Stock Exchange Listed Company Manual (the “**NYSE Rules**”) and any other applicable laws, rules or regulations. Each member of the Committee will be appointed annually by the Board. 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. 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.

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 will have the sole authority to retain, approve the fees and other retention terms of, and terminate any director search firm, as it deems necessary for the fulfillment of its responsibilities. In addition, the Committee will have the authority to retain, approve the fees and other retention terms of, and terminate legal and other advisers, as it deems necessary for the fulfillment of its responsibilities. The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to such advisers.

IV. Committee Authority and Responsibilities

The authority and responsibilities of the Committee are to:

1. Recommend qualified director nominees to the Board for election or re-election at each annual meeting of stockholders and, in the event of a vacancy on or increase in the size of the Board, recommend to the Board a director nominee to fill such vacancy or newly established Board seat.
2. Identify, recruit, screen, interview and select candidates for new directors as necessary to fill vacancies or the additional needs of the Board and consider management recommendations for director candidates.
3. Establish and periodically review criteria for Board membership and selection of new directors, including independence standards; and determine as necessary the portfolio of skills, experience, perspective and background required for the effective functioning of the Board considering the Company's strategy, and its regulatory, geographic and market environments, subject to approval by the Board.
4. Recommend to the Board candidates and directors for membership on the various committees of the Board.
5. Monitor and assist the Board in determining the independence of each director and director nominee.
6. Develop and recommend to the Board a set of corporate governance guidelines, a code of business conduct and ethics and other governance policies as the Committee deems necessary and appropriate.
7. Review not less than annually the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics and recommending any proposed changes to the Board for approval.
8. Review comments from all directors and report annually to the Board with an assessment of the performance of the Board as a collective body, to be discussed with the Board following the end of each fiscal year.
9. Review potential conflicts of interest involving executive officers (other than the Chief Executive Officer (the "CEO")) of the Company. Potential conflicts of interest involving the CEO or any director will be reviewed and decided by the Board.
10. Monitor the orientation and training needs of directors and recommend action to the Board concerning such orientation and training needs where appropriate.
11. Consider the nomination by any stockholder of a candidate for election as a director of the Company, provided, that such stockholder nomination is made in accordance with the Company's by-laws. In addition, the Committee will consider recommendations by stockholders for directors to be nominated by the Board, provided that any such recommendation complies with the procedures for nominations of directors by stockholders set forth in the Company's by-laws.

12. Review stockholder proposals relating to corporate governance and other matters and recommend to the Board the Company's response to such proposals.
13. Oversee and review, as the Committee deems appropriate, the Company's Environmental, Social and Governance (ESG) strategies and initiatives, including ESG reports and disclosures required under Securities and Exchange Commission rules and regulations.
14. Evaluate the Committee's performance and the adequacy of its charter on an annual basis and recommending any proposed changes to the Board for approval.
15. 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.

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Last Amended November 2, 2023