SKYWARD GROUP

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Effective: August 7, 2023

Last Amended: August 6, 2026

There shall be a Committee of the Board of Directors (the "Board") of Skyward Specialty Insurance Group, Inc. (the "Company") to be known as the Nominating and Corporate Governance Committee (the "Committee") with the purpose, authority, duties and responsibilities provided in this Charter.

PURPOSE

The purpose of the Committee shall be to review and make recommendations to the Board on matters concerning corporate governance, Board and committee composition, identification, evaluation and nomination of director candidates, and evaluation of stockholder proposals and director candidates.

In furtherance of these purposes, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time designate.

MEMBERSHIP

The Committee will be composed of not less than three Board members. Each member shall be "independent" in accordance with applicable law, including the rules and regulations of the Securities and Exchange Commission (the "SEC") and the listing standards of the Nasdaq Stock Market (taking into account such additional independence requirements specific to membership on the Committee as may be required by the rules of the ("Nasdaq"), subject to any phase-in or cure periods permitted by Nasdaq rules or other applicable requirements.

The Chair and members of the Committee shall be appointed by the Board and shall serve until their successors are duly elected and qualified or until their earlier resignation, removal or death. Any member of the Committee may be removed or replaced by the Board at any time. The Chair shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

The Committee may establish sub-committees to carry out such duties as the Committee may assign.

RESPONSIBILITIES

The Committee performs functions that are consistent with its purpose, applicable law, rules and regulations and as the Board or Committee deem appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

The Company shall provide appropriate funding, as determined by the Committee, to permit the Committee to perform its duties under this Charter and to compensate its advisors. The Committee, at its

discretion, has the authority to initiate investigations and hire legal, compensation consultants, or other outside advisors or experts to assist the Committee, as it deems necessary to fulfill its duties under this Charter. The Committee may also perform such other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

The Committee may delegate its responsibilities to such person or persons, including officers or employees of the Company, or any of its members, except to the extent otherwise prohibited by applicable law, the rules and regulations of the SEC or Nasdaq.

The following are the principal recurring responsibilities of the Committee:

Corporate Governance Generally

- Review annually the Company's Corporate Governance Guidelines, approved by the Board, to ensure that they remain current, are being complied with and monitored by management and recommend changes to the Board as necessary;

- Oversee the Company's corporate governance practices, including reviewing proposed changes to the Company's Certificate of Incorporation and Bylaws, and making recommendations to the Board as necessary;

- Determine the manner in which stockholders may send communications to the Board (as a whole or individually), as well as the process by which stockholder communications will be relayed to the Board and what the Board's response, if any, should be;

- Review any stockholder proposals properly submitted for action at the annual meeting of stockholders and recommend proposed Board response;

- Oversee compliance by the Board and its committees with applicable laws and regulations, including those promulgated by the SEC and Nasdaq;

- Review the disclosure included in the Company's proxy statement or annual report on Form 10-K, as applicable, regarding the Company's corporate governance practices, including its Board nomination process and the operations of the Committee;

- Investigate, or authorize on its behalf an investigation of, any matter relating to any purpose, responsibility, duty or power of the Committee set forth in this charter or applicable law, or delegated to the Committee by the Board, and obtain unrestricted access to the Company's books, records and employees in furtherance of any such investigation;

- Review and recommend changes, if appropriate, to the Board with respect to its own charter, structure, membership requirements and processes on an annual basis; and

- Review the Company's actions in furtherance of its corporate social responsibility, including considering the impact of Company procedures and processes on employees, citizens and communities.

Board Composition, Evaluation and Nominating Activities

- Review and make recommendations to the Board regarding the composition and size of the Board and determining the relevant criteria (including any minimum qualifications) for Board membership including issues of character, integrity, judgment, diversity, age, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business, other commitments and the like;

- Periodically review the stock ownership thresholds established for independent directors and recommend changes to the Board, if necessary;

- Establish and periodically review procedures for the identification, evaluation and submission of candidates for election to the Board (including recommendations by stockholders of the Company);

- Oversee searches for and identify qualified individuals for membership on the Board and prospectively identify, consider and recommend candidates to fill new positions or vacancies on the Board;

- Review and recommend candidates for election to the Board at the annual meeting of stockholders or at any special meeting of stockholders at which one or more directors are to be elected, in compliance with the Company's policies and procedures for consideration of Board candidates;

- Evaluate the independence of members of the Board and Board nominees against the independence requirements of the SEC, Nasdaq and other applicable laws and make recommendations to the Board regarding the same;

- At least annually, lead the Board and the committees thereof in a self-evaluation to determine whether each is functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluation, including any recommendations for proposed changes, to the Board;

- At least annually, evaluate its own performance and report to the Board on such evaluation;

- At least annually, evaluate the skills and attributes of the Board members within the context of the current composition of the full Board and committees;

- Periodically review, as appropriate, the service of all directors on the boards of other public companies with consideration to the substantial time commitment required of directors and make such recommendations to the Board as it may deem advisable;

- Review, and grant or deny, any requests for waiver of the Company's Corporate Governance Guidelines that are presented to the Committee, subject to applicable law and Nasdaq rules; and

- Evaluate and make recommendations for continuing education activities of Board members.

MEETINGS

The Committee shall meet as often as it determines is necessary or appropriate. The Committee may meet either in person or by video or telephone and at such times and places as the Committee determines. The Committee may establish its own meeting schedule, which it will provide to the Board. Meetings shall be called by the Chair or, if there is no chairperson, by a majority of the members of the Committee.

Formal action to be taken by the Committee shall be by the affirmative vote of at least a majority of the members present at a meeting at which a quorum is present or by unanimous written consent. A quorum shall consist of at least a majority of the members of the Committee.

The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a Committee meeting.

MINUTES

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

REPORTS

The chairperson of the Committee shall make regular reports to the full Board on the actions and recommendations of the Committee.

COMPENSATION

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.