



*As adopted by the Board of Directors, effective December 2, 2021*

## **I. Purpose**

There shall be a standing committee of the Board of Directors (the “Board”) known as the Compensation Committee (“Committee”). The purpose of the Committee is to carry out the Board’s overall responsibility relating to succession planning and compensation and benefits. In furtherance of this purpose, the Committee will review and evaluate Hagerty, Inc.’s (the “Company”) employee and management compensation policies and practices, incentive compensation plans, and benefit plans. The Committee also maintains responsibility for evaluating the Chief Executive Officer’s (“CEO”) performance and for determining the amount and form of compensation of the CEO and other officers of the Company as more fully described below.

## **II. Committee Composition and Membership**

- A. The Committee shall consist of no fewer than three directors, all of whom in the judgement of the Board shall be independent. A director may serve on the Committee only if the Board determines that such director is a “non-employee” director” under Rule 16b-3 of the Securities and Exchange Act of 1934 and meets the independence requirements in the New York Stock Exchange (the “NYSE”) listing standards; provided, that for so long as the Company qualifies as a “controlled company” under the NYSE listing standards, it may elect to designate any number of non-independent Directors to the Committee.
- B. All Committee members shall have sufficient experience and ability to enable them to discharge their responsibilities.
- C. The initial Committee members have been appointed by the Board as of the effective date of this Compensation Committee Charter (this “Charter”) and shall thereafter be appointed at each annual meeting of the Board or at such other time as the Board shall determine.
- D. The Board shall designate one Committee member to serve as Committee Chairperson. Committee members shall serve until their death, resignation, or removal or until their successors are duly elected and qualified. In the event the Committee Chairperson is unable to participate in a meeting, the members of the Committee may designate an Interim Chairperson by majority vote of the full Committee membership.

## **III. Duties and Responsibilities**

- A. The Committee has the responsibility to:
  - 1. Review and recommend to the Board annual goals and objectives relevant to the CEO’s performance and evaluate the CEO’s performance in light of these goals and objectives and any available evaluations such as enterprise engagement results;
  - 2. Make recommendations to the Board regarding compensation for the Company’s CEO, which shall include (a) a salary component and (b) a long-term incentive



component. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider, among other factors, (1) the Company's performance and relative stockholder return; (2) the value of similar long-term incentive awards to chief executive officers at comparable companies and (3) the awards given to the Company's CEO in past years;

3. Make recommendations to the Board regarding compensation for the Company's executive officers (such officers to include, but not be limited to, (a) the Company's President; (b) principal financial officer; (c) principal accounting officer (or, if there is no principal accounting officer, the controller); (d) any vice president of a principal business unit, division or function; (e) any other officer who performs a policy-making function; or (f) any other person who performs similar policy-making functions;
4. Review and oversee the administration the Company's equity incentive plans;
5. Review and make recommendations to the Board regarding the adoption or material modification of the Company's compensation plans, including with respect to incentive compensation plans and equity-based plans, policies and programs;
6. Approve grants and/or awards of restricted stock, stock options and other forms of equity-based compensation under the Company's stock option, incentive compensation and equity-based plans;
7. Keep regular minutes and report to the Board when required;
8. Review the annual Compensation Discussion and Analysis (the "CD&A") and recommend to the Board that the CD&A be included in the Company's annual proxy statement, and incorporated by reference into the Company's Annual Report on Form 10-K, and prepare a report on executive compensation to be included therein, prepared after review and consideration of the results of the most recent stockholder advisory vote on executive compensation;
9. Consider at least annually whether risks arising from the Company's compensation plans, policies and programs for its employees are reasonably likely to have a material adverse effect on the Company, including whether the Company's incentive compensation plans encourage excessive or inappropriate risk taking;
10. Recommend to the Board whether to have an annual, biennial or triennial advisory stockholder vote regarding the Company's executive compensation ("Say on Pay");
11. Review the results of any Say on Pay votes and consider whether to recommend adjustments to the Company's executive compensation policies and practices in light of such votes;
12. Develop and implement policies with respect to the recovery or "clawback" of any



excess compensation (including stock options) paid to any of the Company's executive officers based on erroneous data;

13. Determine stock ownership guidelines for the CEO and other executive officers of the Company and monitor compliance with such guidelines;
14. Conduct an annual review of the adequacy of this Charter and recommend any proposed changes to the Board for approval;
15. Conduct an annual self-evaluation of the Committee's performance;
16. Assist the Board in its oversight of human capital management, including corporate culture, diversity and inclusion, recruiting, retention, attrition, talent management, career development and progression, succession, and employee relations; and
17. Perform such other duties and responsibilities, consistent with this Charter, the Company's bylaws, governing law, the rules and regulations of the NYSE, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.

Deliberations and voting regarding the CEO's compensation shall be conducted in executive session without the presence of the CEO. Deliberations and voting regarding compensation of participants in the Company's equity incentive plans, aside from the CEO, shall also be conducted in executive session and if the CEO is a director, the CEO may participate in such deliberations and voting.

**B. The Committee is also responsible for:**

1. Reviewing the Company's overall philosophy and strategy as well as policies and programs for compensation and benefits to ensure they (a) appropriately set forth a clear direction for the attraction and retention of executive talent, (b) are aligned with the Company's annual and long-term goals, and (c) are appropriate given operational performance;
2. Reviewing and approving the Company's incentive compensation plans, overseeing their administration including approving and recommending the performance award measures and performance goals applicable to those plans and the extent to which such performance goals were achieved for the prior period; and
3. Reviewing and overseeing management's administration of the Company's employee benefit plans and programs (including 401(k) and other retirement plans). This includes annually reviewing the Audit Committee's oversight of the 401(k) plan.



### C. Succession Planning

As required, the Committee will review and approve short and long-term succession plans for the Company's executives, and as deemed necessary by the Committee, any other employees of the Company.

In fulfilling this responsibility for succession plans for executives, the Committee shall:

1. Review the functions of executives of the Company;
2. Review and discuss qualifications of proposed candidates named in succession plans; and
3. Provide guidance to management with respect to the succession plans.

### D. Review and recommend other human resources related activities including:

1. Employment agreements, severance agreements, consulting agreements and change in control or termination agreements for key executives, if any;
2. Leadership development and planning for current and future workplace needs and development initiatives;
3. Review compensation fairness among executives;
4. Review employee engagement results for executives and the Company as a whole and management's plans for employee retention;
5. Oversee talent acquisition for key leadership roles;
6. Review, from time to time, compliance with human resource related ethical, legal, and regulatory requirements affecting the Company;
7. Conduct an annual performance evaluation of the Committee and its members;
8. Review implementation and effectiveness of the Company's compliance and ethics programs, including an annual review of the Code of Conduct and supporting policies;
9. Oversee employment-related "whistle blower" or "We Listen" procedures;
10. Annually review the Company's anti-harassment policies and procedures;
11. Provide necessary approval to qualify for exemptions as may be established by the Securities and Exchange Commission under Section 16 of the Exchange Act



of 1934; and

12. Take such other actions and do such other things as may be referred to it from time to time by the Board.

- E. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other adviser (a “Committee Adviser”) as it deems appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for appointing, compensating and overseeing the work of any Committee Adviser retained by the Committee and shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to such Committee Adviser as well as for any costs or expenses related to the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties. To the extent required by NYSE rules, the Committee shall assess the independence of any Committee Adviser taking into account the factors specified by applicable NYSE rules. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company and shall have full, unrestricted access to Company books, records and facilities.

#### **IV. Meetings**

- A. The Committee shall meet in person, by video conference, or telephonically with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities; provided, that any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting, if all the members of the Committee consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission are filed with the meeting minutes of the Committee.
- B. Subject to the applicable law and the listing standards of the NYSE, the Company shall deliver written notice of Committee meetings or actions to be taken by written consent to the Investor Designees and any Board Observer at the same time as the members of the Committee, and any Investor Designee or any Board Observer, as applicable, shall be entitled to attend (but not vote) at such meeting as an observer unless such Investor Designee is a member of the Committee. “Investor Designee” and “Board Observer” have the meaning assigned to them in the Investor Rights Agreement by and among Hagerty Holding Corp., State Farm Mutual Automobile Insurance Company, Markel Corporation and Aldel Financial, Inc., dated as of August 17, 2021.
- C. The Committee Chairperson shall set the agenda for and preside at meetings of the Committee.
- D. Each member of the Committee shall have one vote. One-third of the Committee members, but not less than two, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

- E. The Secretary of the Company or another designated individual shall record and keep minutes of all Committee meetings. The Committee shall also review and approve the minutes from the prior meeting at the next sequential meeting.
- F. The Committee shall meet in executive session at the conclusion of all regularly scheduled meetings with the Chief Operations Officer and Vice President, Human Resources.
- G. The Committee shall annually review the adequacy of this Charter and recommend any proposed changes to the Board for approval.

**V. Amendment**

This Charter and any provision contained herein may be amended or repealed by the Board.