

# Compensation and Human Capital Management Committee Charter

## Purpose:

The Compensation and Human Capital Management Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Radian Group Inc. (the “Company”). The purpose of the Committee is:

1. To provide advice, direction and oversight for the compensation and human resources function of the Company and its subsidiaries as set forth in this Charter;
2. To develop, review and approve the Company’s compensation philosophy;
3. To oversee material risks related to the Company’s compensation and human capital management policies and practices and to discuss with management an annual risk assessment of the Company’s compensation policies and practices;
4. To review and recommend for approval by the independent directors the compensation of the Chief Executive Officer of the Company (the “CEO”);
5. To review and establish the compensation of the Company’s “executive officers”, as such term is defined in the rules and regulations of the Securities and Exchange Commission (“SEC”), below the level of CEO (the “Section 16 Officers”);
6. To review and recommend for approval by the full Board the compensation of the independent directors of the Company;
7. To assist the Board in establishing and overseeing appropriate compensation programs and plans;
8. To produce the “Compensation Committee Report” for inclusion in the Company’s Annual Report on Form 10-K or proxy statement, in accordance with applicable rules and regulations of the SEC; to review and discuss with management the Compensation Discussion and Analysis and related executive compensation information required by the SEC to be included in the Company’s Annual Report on Form 10-K or proxy statement;
9. To assess and review the Company’s management development and succession programs, review and discuss succession plans (emergency and long-term) for the Company’s Section 16 Officers with the CEO, and assist the Board in CEO succession planning (emergency and long-term);
10. In such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall periodically review the “Social” aspects of the Company’s ESG (Environmental, Social, Governance) programs, including receiving periodic updates from the Company’s management responsible for significant Social activities; and

11. To perform such other duties and responsibilities enumerated in this Charter and those as may be delegated by the Board from time to time.

### **Composition:**

The Committee shall consist of at least three members of the Board, each of whom shall be independent within the meaning of the Company's Guidelines of Corporate Governance and the listing standards of the New York Stock Exchange ("NYSE"). In addition, all Committee members shall qualify as "non-employee" directors as such term is defined in Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Each member of the Committee shall be suitably knowledgeable in matters pertaining to compensation as determined by the Board.

Members of the Committee and the Chair of the Committee shall be appointed and/or removed by the Board from time to time, upon recommendation from the Governance Committee.

### **Responsibilities and Authority:**

The Committee shall have sole authority, at the Company's expense, to select, retain and terminate outside advisers for the Committee, and to oversee the work of such advisers, including compensation consulting firms, legal counsel or other experts, as the Committee deems advisable ("Compensation Advisers"). The Committee shall have the sole authority to approve the terms of such engagement, including the compensation of the Compensation Advisers.

The Committee shall consider factors that could affect the independence of, or represent a conflict of interest on the part of, any Compensation Adviser the Committee may retain, prior to retaining such Compensation Adviser, and shall report thereon to the extent required by the NYSE, applicable SEC rules or other applicable law. The factors considered by the Committee shall include, at a minimum, those factors required by the NYSE, applicable SEC rules or other applicable law.

The Committee has the responsibility and authority to carry out the purposes of the Committee, including the following responsibilities and authority:

#### **Executive and Board Compensation**

1. Review and approve corporate goals and strategic objectives relevant to the compensation of the Section 16 Officers, and review (and approve and recommend to the independent directors for the CEO) the individual goals for such officers;
2. Review, and recommend to the independent directors, the CEO's compensation based on, among other items, the CEO performance evaluation conducted by the independent directors;
3. Consider, among other items, the Company's performance and absolute and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies and the compensation provided to the CEO in the past in determining the components of the CEO's compensation;
4. Review annually the Company's comparator / peer group for executive compensation purposes;
5. Review and approve compensation for all of the Section 16 Officers;

6. Approve all new employment and severance agreements for the Section 16 Officers and any material amendments to such agreements, and recommend to the independent directors any new employment and severance agreements for the CEO and any material amendments to such agreements;
7. Review stockholder input regarding the Company's executive compensation program, including the results of the stockholder's annual "say-on-pay" vote, in evaluating the structure and potential changes to the executive compensation program from time to time;
8. Periodically undertake a benchmarking review of director compensation and make recommendations to the full Board regarding changes in the structure and amount of Board compensation; and
9. Review and monitor compliance with the stock ownership guidelines for the CEO, Section 16 Officers and the Board.

### **Performance Evaluation**

1. Establish a process, in conjunction with the Governance Committee, to obtain an annual evaluation from all independent directors of the CEO's performance; and
2. Perform an annual assessment of any Compensation Adviser engaged to provide advice or recommendations on executive and director compensation, which assessment shall include a review of such Compensation Adviser's independence.

### **Compensation Programs and Plans**

1. Oversee the Company's compensation programs and plans;
2. Recommend any new material compensation programs and plans (including cash incentive compensation and equity-based plans) to the Board for approval, including material changes to such existing material programs and plans;
3. Administer the Radian Group Inc. Incentive Compensation Recoupment Policy in accordance with the terms of such policy;
4. Administer the Company's equity compensation plan and any other incentive plans that provide for the Committee to administer the plan, in accordance with their terms;
5. Monitor executive compensation programs and plans to determine whether they are properly coordinated, externally competitive and achieving their intended purposes without encouraging inappropriate risk-taking;
6. Provide necessary determinations in connection with executive compensation to qualify for tax deductions, as appropriate; and
7. Provide necessary approval to qualify for exemptions as may be established by the SEC under Section 16 of the Exchange Act.

## **Human Resources Programs and Practices**

1. Review the “Social” aspects of the Company’s ESG (Environmental, Social, Governance) programs through periodic reports from management on human resources programs and practices, including employee training and development, workforce planning and recruitment, morale, talent management, work environment/culture, and diversity, equity and inclusion and other relevant activities;
2. Receive timely notification of significant employee relations complaints or Code of Conduct investigations related to employment matters;
3. Have the ability to direct management to conduct a review of the effectiveness and fairness of the Company’s human resources programs and practices;
4. Recommend to the Board: (1) the annual appointment of officers under the Company’s By-Laws; and (2) for officer appointments occurring between annual appointment by the Board: (i) the appointment of officers to receive the title of Executive Vice President or above; and (ii) the delegation to the CEO pursuant to the By-Laws to appoint all other officers;
5. Review long-term and interim succession plans for the Company’s Section 16 Officers with the CEO and assist the Board in CEO succession planning; and
6. Review and monitor risks associated with the Company’s compensation and human capital management policies and practices and any other material enterprise risks assigned to the Committee by the Risk Committee, including an assessment of the steps management has taken to monitor and control those exposures.

## **Committee Operations:**

The Committee shall:

1. Meet at least quarterly, with additional meetings when circumstances require, as determined by the Committee Chair;
2. Report regularly to the Board concerning the Committee’s activities, including its oversight over risks associated with the Company’s compensation and human capital management policies and practices and any other material enterprise risks assigned to the Committee by the Risk Committee;
3. Ensure that the minutes of each meeting are maintained and filed with the minutes of the Company;
4. Conduct an annual assessment of the Committee’s performance;
5. Review this Charter and the Committee’s calendar of agenda items and calendar of meetings annually; and
6. Conduct regular executive sessions.

Members of the Committee are expected to be present, in person or via tele- or video conference, at all meetings. As necessary, the Chair of the Committee may request that members of management, Compensation Advisers or others, be invited to Committee meetings.

**Amendment**

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

Approved: August 9, 2023