

Governance Committee Charter

Purpose:

The Governance Committee (“Committee”) is a committee of the Board of Directors (the “Board”) of Radian Group Inc. (the “Company”) and is responsible for overseeing all corporate governance matters pertaining to the Company, including the succession planning and nominating processes for the Company’s Board of Directors (“Board”).

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, the listing standards of the New York Stock Exchange (“NYSE”) and the rules of the U.S. Securities and Exchange Commission (“SEC”). The determination of a director’s independence and other qualifications to serve as a member of the Committee is made by the Board, upon the recommendation of the Committee.

Members of the Committee and the Chair of the Committee shall be appointed by the Board, upon recommendation of the Committee.

Responsibilities and Authority:

Matters to be addressed annually by the Committee shall include:

1. Identify, assist in the recruitment of, and recommend to the full Board, individuals qualified to serve as directors for nomination and/or appointment by the Board and election by the stockholders. In identifying candidates for membership on the Board, the Committee will take into account all factors it considers appropriate and criteria that have been approved by the Board (including those articulated in the Guidelines of Corporate Governance), including a candidate’s diversity of experience, skills, tenure, background, gender, race, ethnicity and age and ability to complement the Board’s collective strengths, oversee development of the Company’s strategic plan and help drive the Company’s results;
2. Evaluating potential nominees to serve as directors of the Company, including individuals recommended by stockholders in accordance with the Company’s By-Laws;
3. Recommending individuals to stand for election by the stockholders of the Company at the annual stockholders’ meeting;
4. Assessing the composition of Board committees and recommending members of the Board to serve as members of committees and as chairpersons;
5. Conducting an annual assessment of the Committee and overseeing the evaluation of the entire Board, its other committees and the individual members of the Board and reporting its findings to the full Board with appropriate recommendations;

6. Overseeing the orientation of new directors and making recommendations as to continuing education of existing directors;
7. Reviewing and making recommendations to the Board regarding whether each non-management director, including any prospective director, is independent under the requirements of the NYSE, the SEC and other applicable laws and regulations.
8. Periodically reviewing and evaluating whether the Company's organizational documents (i.e., Certificate of Incorporation and By-Laws), Related Person Transaction Policy and Guidelines of Corporate Governance should be updated or otherwise revised, overseeing compliance with or exceptions to these documents, and recommending any changes to the Board for approval.

The Committee's primary functions are to:

1. Oversee Board succession planning and Board refreshment;
2. Review and recommend to the full Board: (1) the composition and size of the Board and the formation and composition of committees of the Board; and (2) the purpose, responsibilities and authority of the committees, including by conferring with the Risk Committee regarding the allocation of oversight of material enterprise risks among the Board and its committees;
3. Confer with the Compensation and Human Capital Management Committee to recommend a process to the full Board for conducting CEO succession planning and oversee the governance related aspects pertaining to CEO succession planning;
4. Recommend to the full Board members of the Board to serve on committees of the Board (including the Committee) that the Board, in consultation with the Committee, deems appropriate;
5. Recommend to the full Board members of the Board to be designated as chair of the Board and each of the Board's committees (including the Committee);
6. Recommend to the full Board appropriate performance criteria, for both the Board acting as a collective body and individual Board members' contributions. Such criteria may include: a director's contribution to the overall effectiveness of the Board and committees of the Board on which he or she serves in supporting the Company's strategic plan, familiarity with the Company's business and industry, level of attendance, continuing education, preparedness, and participation;
7. Conduct an annual assessment of the Committee and oversee the evaluation of the entire Board, its other committees, the individual members of the Board (including an assessment of each Board member's contributions, skills, areas of expertise and background to assure there is an appropriate and diverse mix of individuals that support the effective oversight of the Company and its strategic plan), and report its findings to the full Board with appropriate recommendations, including with respect to nomination for reelection;
8. Regularly examine the Company's governance process and compliance with governance standards, including reviewing the Certificate of Incorporation and By-laws of the Company,

Board committee charters and Guidelines of Corporate Governance and monitoring interaction with investors, in light of external and internal issues and make appropriate recommendations for changes to the full Board;

9. Oversee the orientation of new directors and the continuing education of existing directors;
10. Assist the Board in overseeing the “Governance” aspects of the Company’s Corporate Responsibility program, and discuss communications with stockholders regarding Corporate Responsibility matters;
11. Review and make recommendations to the Board with respect to stockholder proposals;
12. Review any significant change in the business activities of a Board member, including directorships, executive positions or chair positions in other companies.
13. Review and pre-approve or ratify, as necessary, related person transactions in accordance with the Company’s Policy Regarding Related Person Transactions. Report to the Board on a quarterly basis the Committee’s determination regarding each related person transaction recommended or presented to the Committee;
14. Review the Company’s government relations function and activities, including the Company’s political contribution policies and political expenditures;
15. Review any director resignation letter tendered in accordance with the Majority Voting Policy set forth in the Company’s Guidelines of Corporate Governance, and evaluate and recommend to the Board whether such resignation should be accepted; and
16. Review and monitor risks associated with the Company’s corporate governance structure and practices and any other material enterprise risks assigned to the Committee by the Risk Committee, including an assessment of their impact on the Company’s interactions with investors and the steps management has taken to monitor and control those exposures.

The Committee is empowered to retain and terminate outside advisers, as necessary, to assist in fulfilling its responsibilities, including approving the fees charged by such persons. The Committee has the sole authority to retain, approve the compensation of and terminate search firms used to identify director candidates.

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 corporate governance structure 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. Review this Charter and the Committee's calendar of agenda items and calendar of meetings annually;
5. Conduct an annual self-assessment of the Committee; 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, consultants 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 14, 2024