

MOUNT LOGAN CAPITAL, INC.

COMPENSATION COMMITTEE CHARTER

(Adopted on September 12, 2025)

MOUNT LOGAN CAPITAL, INC. COMPENSATION COMMITTEE CHARTER

Purpose.

The Compensation Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Mount Logan Capital, Inc. (the “**Company**”) to discharge the Board’s responsibilities relating to the compensation of the Company’s executive officers and directors. The Committee has overall responsibility for evaluating and approving the Company’s executive officer and director compensation plans, policies and programs, as well as all equity-based compensation plans and policies. The Committee is also responsible for preparing an annual report on executive compensation for inclusion in the Company’s annual report on Form 10-K and proxy statement filed with the U.S. Securities and Exchange Commission (the “**SEC**”).

Composition.

The Committee shall consist of no fewer than two (2) members. Each member of the Committee shall satisfy the independence requirements established by the Nasdaq Stock Market LLC (“**Nasdaq**”) (including that the Company may avail itself of any cure period contained in Rule 5605(a)(2) of the Listing Rules of the Nasdaq Stock Market LLC (the “**Nasdaq Listing Rules**”) and Exchange Act Rule 10C-1(a)(3)), and meet the definitions of “non-employee director” for purposes of Rule 16b-3 promulgated by the SEC under the Securities Exchange Act of 1934, as amended, and “outside director” for purposes of Section 162(m) of the Internal Revenue Code. In affirmatively determining the independence of any director who will serve on the Committee, the Board shall consider all factors specifically relevant to determining whether such director has a relationship to the Company which is material to his or her ability to be independent from management in connection with the duties of a member of the Committee, including, but not limited to:

1. The source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and
2. Whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

The members of the Committee shall be appointed by the full Board based on the recommendation of the Company’s Nominating and Corporate Governance Committee. Committee members may be removed and replaced by the Board. The Board shall designate one member of the Committee to serve as its chair.

Meetings of the Committee.

The Committee shall meet at least four (4) times annually, or more frequently as circumstances dictate. Special meetings may be convened as the Committee deems necessary or appropriate. The Committee may invite to any of its meetings other directors, members of Company management and such other persons as it deems appropriate in order to carry out its responsibilities.

The Committee shall report to the Board on significant results of its activities.

A majority of the members of the Committee shall constitute a quorum to transact business. Members of the Committee may participate in a meeting of the Committee by means of telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear and understand each other. Except in extraordinary circumstances as determined by the Committee's chair, notice shall be delivered to all Committee members at least forty eight (48) hours in advance of the scheduled meeting, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of telephone conference or similar communications equipment or if those absent waive notice or otherwise signify their consent to the holding of such meeting.

The affirmative vote of a majority of the members of the Committee present at the time of such vote will be required to approve any action of the Committee. Subject to the requirements of any applicable law, regulation or Nasdaq Listing Rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Committee. Such written consent shall have the same force as a unanimous vote of the Committee.

The Committee may, in its discretion, utilize the services of the Company's regular corporate legal counsel with respect to legal matters, regular corporate accounting firm with respect to accounting matters or, at its discretion, retain other legal, accounting or other advisors if the Committee determines that such counsel or advisor is necessary or appropriate under the circumstances. The Committee may appoint any individual, who need not be a member, to act as the secretary at any meeting. The Committee shall have sole authority to approve all fees and terms of engagement of such advisors, and the Company shall provide sufficient funding for the payment of any such advisors retained by the Committee.

Committee Authority and Responsibilities.

1. The Committee shall have the sole authority to retain at the expense of the Company and terminate any compensation consultant used to assist the Company, the Board or the Committee in the evaluation of the compensation of the Company's chief executive officer ("CEO"), or any other executive officer or director of the Company and shall have sole authority to approve such consultant's fees and other retention terms.
2. The Committee shall have the authority, to the extent it deems necessary or appropriate to carry out its responsibilities, to retain at the expense of the Company independent legal, accounting, tax, actuarial or other advisors. The Committee shall have the sole authority to approve such advisors' fees and other retention terms.
3. Except as otherwise provided under Nasdaq Listing Rules, the Committee shall consider all factors relevant to the independence from management of any compensation consultant or compensation-related legal, accounting, tax, actuarial or other advisor prior to engaging such consultant or advisor, including the following:
 - (a) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;

- (b) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - (c) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - (d) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
 - (e) Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
 - (f) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.
- 4. The Committee shall have the authority to confer with Company management and other Company employees to the extent it deems necessary or appropriate to fulfill its responsibilities. The Committee is authorized to conduct or initiate inquiries or investigations into any matters within the Committee's scope of responsibilities and shall have full access to the books, records, facilities and personnel of the Company.
 - 5. The Committee shall periodically review and advise the Board (supported, in the discretion of the Committee, by internal or external experts) on (i) current trends in regional and industry-wide compensation practices and (ii) how the Company's compensation programs and practices compare to those of comparable companies in the industry.
 - 6. The Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and determine and approve the compensation level of the CEO based on this evaluation. In determining the long-term incentive component of the compensation of the CEO, the Committee may consider the Company's performance and relative stockholder returns, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years and other factors that the Committee deems appropriate in connection with its review. The CEO may not be present during voting or deliberations concerning the CEO's compensation.
 - 7. The Committee shall interpret, implement, administer, review and approve all aspects of remuneration to the Company's executive officers and other key officers, including their participation in incentive-compensation plans and equity-based compensation plans. The Committee also shall review and approve for the CEO and all other executive officers of the Company all employment agreements, consulting agreements, severance arrangements and change in control agreements or provisions.

8. The Committee shall have the same authority with regard to all aspects of director compensation as it has been granted with regard to executive compensation, except that the ultimate decision regarding the compensation of any director shall be subject to the approval of the Board.
9. The Committee shall develop, approve, administer and recommend to the Board and the Company's stockholders for their approval (to the extent such approval is required by any applicable law, regulation or Nasdaq Listing Rule) all stock ownership, stock option and other equity-based compensation plans of the Company, and all related policies and programs.
10. The Committee shall review and approve, and oversee and monitor compliance with, policies with respect to the incentive-based compensation recovery or "clawback" of compensation.
11. The Committee shall make individual determinations and grant any shares, stock options, or other equity-based awards under all equity-based compensation plans, and exercise such other power and authority as may be required or permitted under such plans, other than with respect to non-employee directors, which determinations shall be subject to the approval of the Board.
12. The Committee shall review and discuss with management the Compensation Disclosure and Analysis report to be included in the Company's annual report on Form 10-K and proxy statement as required by SEC regulations.
13. The Committee shall review and monitor the Company's strategies and policies related to human capital management, human capital related risk exposures and the steps management takes to mitigate such exposures.
14. The Committee shall oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including non-binding advisory votes on executive compensation and the frequency of such votes, and the requirement under Nasdaq Listing Rules that, with limited exception, stockholders approve equity compensation plans.
15. The Committee may form and delegate authority to subcommittees as the Committee deems appropriate.
16. The Committee shall report regularly to the Board, but not less frequently than annually. The Committee shall report to the Board as frequently as it deems appropriate on the compensation of Board members, and make recommendations regarding changes to the Company's director compensation practices.
17. The Committee shall review and reassess the adequacy of this Committee Charter annually and recommend any proposed changes to the Board for its approval. This Charter is in all respects subject and subordinate to all applicable laws and each of the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as such laws and documents may be amended from time to time.

18. The Committee shall perform an evaluation of its performance at least annually to determine whether it is functioning effectively, and shall report the results of such review to the Board.

Miscellaneous.

In addition to the activities described above, the Committee shall perform such other functions as necessary or appropriate in its or the Board's opinion under all applicable laws and each of the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, and under the resolutions and other directives of the Board.

Subject to all applicable laws, regulations and Nasdaq Listing Rules and each of the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, the authority vested in the Committee by this Committee Charter shall be construed in the broadest possible manner.

Effective Date.

This Committee Charter was adopted by the Board and became effective on September 12, 2025.