



Risk Committee Charter

Purpose

The purpose of the Risk Committee (the "Committee") is to assist the Board in its oversight of management's responsibility to implement an effective enterprise risk management framework reasonably designed to identify, assess and manage the strategic, operational and reputational risks of the Corporation.

Membership

The Committee shall consist of three or more members of the Board, each of whom is "independent" under the applicable requirements of the New York Stock Exchange. The members of the Committee shall have an understanding of risk management principles and practices relevant to the Corporation and satisfy any regulatory or legal requirements that are applicable to the Committee. Members shall be appointed by the Board based upon the recommendation of the Nominating and Corporate Governance Committee and subject to the Corporation's bylaws. Individuals appointed to the Committee shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Meetings

The Committee shall meet at least three times per year. Additional meetings may occur as the Committee or its Chair deems advisable. Attendance and participation may be in person or telephonic. The Committee shall meet periodically with the Chief Risk Officer of the Corporation and other members of management as it deems appropriate to carry out its responsibilities. An agenda will be published prior to each meeting and minutes will be prepared reflecting the actions taken at each meeting. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. The Committee chairperson may consult with the chairperson of any other Board committee to organize and conduct joint meetings on topics of common interest.

Committee Responsibilities

The Committee has the following responsibilities:

1. Review and discuss with management key risks, including cybersecurity, resiliency, technology, privacy and data management, credit, settlement, liquidity, third-party, regulatory compliance (including compliance with Federal consumer financial laws), and market risk (product, geography, competition).
2. Annually review, jointly with the Audit Committee, the Enterprise Risk Management program of the Corporation including the identification of top risks.

3. Review risk factors and other disclosures regarding risks contained in reports filed with the Securities and Exchange Commission, including in Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and proxy statements.
4. Review and discuss with management the risk appetite relating to key risks, as well as the guidelines, policies and processes for monitoring and mitigating such risks. In this regard, the Committee will, from time to time, review and approve a list of top enterprise risks, an enterprise risk appetite statement, and the tolerance levels for Board-level risk metrics.
5. Review and discuss with management the risk governance structure and the guidelines, policies and processes regarding risk assessment and management.
6. Review and discuss with management relevant regulatory exams, findings from such exams, and the status of the remediation of any such findings.
7. Review with the Board any issues arising with respect to the performance of the risk management function.
8. Review and discuss with the Chief Risk Officer whether the risk management function has the appropriate resources and authority to fulfill its responsibilities.
9. Review reports on selected risk topics as the Committee deems appropriate from time to time.

Committee Reports

The Committee shall:

- Conduct an annual evaluation of its performance relative to the requirements of this Charter. The performance evaluation shall also include recommendations to the Board for any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate.
- Report to the Board on material risk matters and make recommendations to the Board as appropriate on risk and related matters.
- Prepare written minutes to be presented to the Board at the next Board meeting.

Other than the written minutes provided to the Board, reports to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make a report.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities and may, in its sole discretion, retain or obtain the advice of consultants, legal counsel or other advisors. The Corporation must provide appropriate funding, as determined by

the Committee, for payment of reasonable compensation to any advisor retained by the Committee, and the Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such advisor and shall have sole authority to approve such advisor's fees and the other terms and conditions of the advisor's retention.

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