
 **EAGLE BANCORP, INC.**
Risk Committee Charter

Purpose

The primary purpose of the Eagle Bancorp, Inc. and its subsidiaries (the "Company") Risk Committee (the "Committee") is to assist the Company's Board of Directors (the "Board") by providing oversight of the Company's risk governance framework and risk functions, including the risk and control assessments, strategies, policies, procedures, processes, and systems established by management to identify, measure, monitor, and manage major risks of the Company. The "enterprise" risk categories that are used to monitor the Company's overall risks are credit risk, interest rate/market risk, liquidity risk, operational risk, information technology risk, compliance risk, legal risk, reputational risk, strategic risk, and human capital management.

The Committee is intended to promote a robust and effective risk culture, facilitate Board-level oversight of risk-related issues and serve as a resource to management by overseeing major risks across the entire Company and by enhancing management's and the Board's understanding of the Company's overall risk appetite and risk management activities and effectiveness. At its discretion, the Committee may make recommendations to the Board, including those with regard to the overall risk profile of the Company. The Risk Committee will also assist the Board in the Board's responsibilities regarding strategic decisions with respect to lending policies and the loan portfolio in accordance with and in furtherance of the Strategic Plan of EagleBank (the "Bank"), and to periodically review and monitor the quality of the loan portfolio and the methodology and adequacy of the allowance for credit losses and to provide updates to the Board.

The Committee objectives shall include the following with respect to Credit and Lending policies:

- To review and recommend approval of the Bank's loan policies to the full Board of Directors
- To approve and recommend to the Board for approval loans within acceptable risk tolerances which can be lawfully made to executive officers, directors, their spouses or related interests; and
- To stay well-informed as to general economic factors, relevant loan portfolio trends and measures.

Although the Audit Committee provides capital and asset/liability management oversight, the Risk Committee evaluates any material risks associated with activities and recommends to, or consults with, the Audit Committee as appropriate to remediate any risk deficiencies.

Membership and Structure

The Committee shall consist of at least three voting members. The members of the Committee, including the Chair of the Committee (the "Committee Chair"), shall be appointed by the Board annually at the Company's annual organizational meeting, or as otherwise determined by the Board. Committee members may be removed from the Committee, with or without cause, by the Board, and vacancies shall be filled by a majority vote of the directors of the Board.

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The voting members shall include: (a) at least one member with experience in identifying, assessing, and managing the risk exposures of financial institutions (as determined by the Board in its business judgment); and (b) the Chair/President/Chief Executive Officer.

Non-Voting members shall consist of the following positions:

- Chief Credit Officer
- Chief C&I Lender
- Chief Real Estate Lender

To ensure appropriate oversight of risk and other issues without unnecessary duplication, the Committee Chair and chairs of each of the other Board committees shall communicate as they deem advisable.

Oversight of the Risk Management Function

The Committee shall support the stature, authority and independence of the risk management function managed by the Chief Risk Officer. The Committee shall periodically receive (at least quarterly) reports on the operation of the risk management function, including but not limited to reports regarding the adequacy of resourcing, budget variances, material enterprise risks, and risk appetite variances.

The Committee shall periodically meet in executive session with the CRO, and the Chair of the Committee shall meet regularly on a one-on-one basis with the CRO. The Chair of the Committee shall also be consulted on material issues or concerns relating to the performance of the CRO.

Meetings

The Committee shall meet at least four (4) times per year, and more frequently as the Committee or Committee Chair deems necessary or desirable. The Committee will generally meet preceding the meeting of the Board. The Committee Chair will designate the dates for the Committee meetings in the upcoming year by the date of the last meeting in the prior calendar year. In-person attendance is preferred, although teleconference attendance is permissible. A quorum shall be declared when a majority of the appointed members of the Committee are in attendance in person or by means of telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. All actions of the Committee shall require the affirmative vote of a majority of the membership of the Committee present at a meeting if a quorum is present. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing.

A Committee member should not vote on any matter in which he or she is not independent. The Committee may ask members of management or others to attend the meeting and is authorized to receive all pertinent information from management. The Committee Chair or his/her designee shall preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the agenda of each meeting. The Committee Chair shall ensure that relevant meeting materials are



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gathered and distributed as soon as administratively practicable in advance of the scheduled meeting. Meeting minutes are required.

Responsibilities and Duties

This section describes some of the oversight responsibilities of the Committee. This list is not intended to be exhaustive, and the Committee may take on additional responsibilities from time to time. Some of these responsibilities are intended to be subject to annual (or more frequent) review by the Committee, while others are intended to be subject to review only as necessary, advisable, or appropriate. The Committee's responsibility is one of oversight. The Committee has no duty to assure compliance with laws and regulations or to conduct investigations.

Enterprise Risk Management ("ERM")

1. Review and approve the charter of the management-level ERM Committee and review periodic reports on the ERM Committee's discharge of their responsibilities listed in its charter.
2. Approve such actions, policies, or procedures as may be required by law or regulation and that are within the scope of this Charter, including but not limited to the risk management framework, oversight of the risk management function, and the Risk Appetite Statement (the "RAS").
3. Review actions taken with respect to any matters related to the Committee's purpose and requiring Board or management attention, as contained in any regulatory agency examination report, audit report, or self-assessment.
4. Review and approve designated policies that reflect the Company's risk management philosophy, principles, and limits.
5. Review summary reports on risk exposure in all enterprise risk categories. Identify any material violations or breaches of policy or RAS limits or tolerances.
6. Review and approve the RAS, which establishes firm quantitative limits for risk exposure and qualitative tolerances that reflect the Board's tolerances in each risk category.
7. Review any material violations or breaches of risk tolerances, policy limits or other risk policy provisions. Understand the causal factors underlying such violations, and review/ approve the plans proposed by management to remediate violations. Monitor implementation of such remediation plans until completed.
8. Meet in executive session with the CRO, with no other members of management present, at each meeting to discuss any matters that may be of concern to either the Committee members or the CRO. These sessions should be held even if there are no issues/concerns to report.
9. Oversee the activities of the CRO on an ongoing basis.
10. Oversee the activities of the Enterprise Risk Management Committee (the "ERMC") and review the minutes and "dashboard" risk report from that committee.
11. Review management and/or consultant assessments of the enterprise risk profile and alignment with the Company's strategic plan.
12. Review emerging risks and other selected risk topics or risk-related issues as appropriate to ensure timely corrective actions are taken to proactively identify, monitor, control, mitigate or accept risk.
13. Receive such other reports from the CRO or his/her designee as the CRO or ERM Committee may deem necessary or appropriate, including assessment of the risk program.

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14. Review the independence, authority, and adequacy of the risk management function and ensure that the CRO has sufficient stature, authority, staffing and resources to carry out such officer's responsibilities.

Capital and Liquidity Risk

1. Review analysis of the Company's liquidity risk. If liquidity management issues develop between meetings of the Committee that the Chief Financial Officer believes could have a material adverse impact on the Company, the Chief Financial Officer will promptly report such issues to the Chair of the Committee.
2. With respect to liquidity risk management, approve the contingency funding plan at least annually, and approve any material revisions to the plan.
3. Review the acceptable level of liquidity risk that the Company may assume in connection with its operating strategies (liquidity risk tolerances) at least annually and bring to the Board annually for its approval.
4. Receive and review at least semi-annually information provided by senior management to determine whether the Company is operating in accordance with its established liquidity risk tolerances, and bring to the Board semi-annually for its review.
5. Review periodically the liquidity risk-management strategies, policies, and procedures established by senior management, and bring to the Board for its approval and periodic review.

Credit Risk Oversight

1. Review and recommend approval of the Bank's loan policies to the full Board, which encompasses all areas of lending including, but not limited to:
 - Commercial real estate loans;
 - Commercial and industrial loans;
 - Land acquisition, development and construction loans;
 - Consumer loans;
 - Loan concentration limits;
 - Allowance for credit losses; and
 - Underwriting and credit administration.
2. Review and recommend to the full Board all loans that require full Board approval, i.e., loans subject to Regulation O.
3. Review and, if appropriate, approve Related-Party Loan Transactions, as defined by the Company's 60-132 Related Party Transactions Policy.
4. Monitor the Loan Portfolio at a macro level with respect to:
 - Loan Growth in accordance with Budget;
 - Charge Offs and Recoveries;
 - Portfolio Composition and Concentrations; and
 - Past Due and Non-Performing Loans.
5. Review executive summaries of independent loan reviews and audits (both internal and external) of the lending and credit areas.

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6. When appropriate, based upon variance to the risk parameters and goals set forth in the Strategic Plan and Budget and RAS, advise the Board as to recommended changes in strategic direction and applicable lending and credit policies.
7. Review loan portfolio and credit quality reports and trends, including but not limited to, the ACL Memorandum, Extension Report, Critical Documentation Exception Summary Report, Stress Testing Reports, Loans 30 Days or More Delinquent, Portfolio Composition Reports, Loans to Directors and Executive Officers, and Loans to Officers and Employees.

The Committee shall create a standing sub-committee (the “Asset Quality Sub-Committee” or “AQC”) comprised of at least two members of the Committee whose purpose is to assist the Committee and the Board in providing oversight of management’s responsibilities related to asset quality and credit risk management. The AQC is an advisory and oversight committee and is not authorized to take any action. The AQC will focus on trends, metrics and in particular changes in all loan categories and in asset quality since last Committee meeting. For the avoidance of doubt, the Committee retains full jurisdiction (and authority) over all matters coming before the AQC. The AQC will brief the Committee and bring to their attention matters requiring heightened oversight and potential action.

1. Composition. In addition to the two Committee members mentioned above, the Chair/President/CEO shall be a member of the AQC. The Chief Credit Officer and the Chief Risk Officer shall be ex-officio members. The Chair of the AQC will be appointed by the Committee members, and the Chair of the Risk Committee shall serve as the Vice Chair of the AQC. The Chair of the AQC may invite the Head of CRE Lending and the Head of C&I lending, as well as any other advisors or employees as the Chair so decides.
2. Frequency of Meetings. The AQC shall meet no less frequently than once a quarter and may meet periodically as the Chair and Vice Chair collectively decide. Minutes of each meeting shall be taken by the corporate secretary, or his/her designee, reviewed by the Chief Legal Officer, and presented for approval as soon as practicable following each meeting.
3. Required Content. The agenda for each AQC meeting shall, at a minimum, include reporting on the following matters:
 - Status of any regulatory findings and remediation relating to asset quality or credit risk management.
 - Loan Portfolio level metrics or Key Performance Indicator. Absent special circumstances, it is not expected that the AQC will review the details of any individual credits.
 - Review of trends, metrics and material changes in all loan categories and asset quality, since the last Committee meeting.

For the avoidance of doubt, the AQC may filter reporting on any of the above for loans that are considered by the AQC to be de minimis.

Other Responsibilities

1. The Committee Chair shall provide a report to the full Board at each meeting of the Board following a Risk Committee meeting. This report should summarize the activities of the Risk

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Committee and the AQC and should inform the Board about any material breaches of the RAS or risk policy limits, and the plans for their remediation.

2. Review and approve Related Party AP/Vendor Transactions. In determining whether to approve a Related Party AP/Vendor Transaction,¹ the Risk Committee shall determine whether the proposed terms are fair and reasonable to the Company and commensurate under the circumstances with terms no more favorable than terms generally available to an unaffiliated third party under the same or similar circumstances. In making the foregoing determination, the Risk Committee shall consider, among other things:
 - whether there are demonstrable business reasons for the Company to enter into the Related Party AP/Vendor Transaction and with this party as opposed to an independent third party;
 - whether the Related Party AP/Vendor Transaction would impair the independence of a Director;
 - whether the Related Party AP/Vendor Transaction would present an improper conflict of interest for any Director or Designated Executive Officer; and
 - any other information considered to be relevant by the Risk Committee regarding the Transaction.
3. Maintain minutes of its meetings and records relating to those meetings and the Committee's activities.
4. Review and assess the quality and clarity of the information provided to the Committee and make recommendations to management as the Committee deems appropriate from time to time for improving such materials.
5. Review and reassess the adequacy of this Charter annually and recommend to the Board any proposed changes to this Charter.
6. Conduct an annual evaluation of the Committee's performance, as well as the performance of any subcommittees of the Committee.

Delegation of Authority

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee or working group of the Committee, to the extent consistent with the Company's articles of incorporation, bylaws, Corporate Governance Guidelines, and applicable law and rules. The Committee and its members may authorize the formation of working groups or task forces on particular topics to carry out its responsibilities.

Outside Advisors

The Committee has the authority to engage outside consultants or advisors (auditors, consultants, legal counsel) if deemed necessary by a majority of the voting members of the Committee to assist in fulfilling their responsibilities. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for

¹ Related Party Transactions are defined in the Company's Related Party Transaction Policy.

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ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Reliance

The Committee shall have full access to the Corporation's executives and personnel as necessary to carry out its responsibilities. The Committee shall have the authority to obtain such data or other resources as it deems necessary to perform its duties.

The Committee shall be entitled to rely, in good faith, on information, opinions, reports, interest rate surveys, statements or other information prepared or presented to it by officers or other employees of the Company, whom the Committee deems to be reliable and competent in the matters presented, including another committee of the Board, counsel, public accountants, internal auditors or other such persons as the Committee believes to be within the professional competence of such person.