

## **Risk Committee**

The Boards of Directors of Independent Bank Corp. (the “Company”) and Rockland Trust Company (“Rockland Trust”) have established a joint Risk Committee (the “Risk Committee”) and approved this Charter to outline its role and duties.

### **1. Risk Committee Role**

Management of the Company and of Rockland Trust is responsible for risk assessment and management. The Board of Directors is responsible for Management oversight and has appointed the Risk Committee to assist the Board in its oversight and review of Management’s assessment and management of risk, and in so doing to oversee: (i) the Enterprise Risk Management Framework adopted by Management; and, (ii) the ERM Policy and Risk Appetite Statement adopted by Management.

The Risk Committee shall:

#### **Charter Review and Board Reports**

- Review and reassess the adequacy of this Charter as needed but not less than annually, recommend any proposed changes to the Board for approval, and publish or otherwise make this Charter available in accordance with the requirements of applicable law and regulation.

#### **Risk Management Oversight & Key Responsibilities**

- Oversee the Enterprise Risk Management Framework and Risk Appetite Statement adopted by Management, including the alignment of Management’s Risk Appetite Statement with the Company's strategic priorities and capital plans.
- Review and engage in effective challenge of the major risk exposures of the Company and Rockland Trust and its business units in alignment with the ERM Framework and Policy including the Risk Appetite Statement and other risks reported against established risk measurement methodologies and the steps Management has taken to monitor and mitigate risk exposures.
- Review regular reports from the Chief Risk Officer, Risk Management function and other members of Management relating to the Company’s risk profile, risk management topics and matters including emerging risks and other enterprise-wide risk issues and industry trends.

- Oversee and review the Company's adherence to the Risk Appetite Statement as it relates to the Risk Taxonomy Level 1 risk domains and associated quantitative metrics designed to measure the current risk posture against risk tolerances, including metrics in excess of established limits and Management's risk mitigating actions. .
- Receive and review periodic reporting on the results of regulatory supervision and examinations that directly or indirectly reflect upon the effectiveness of the Company's risk management program, functions and practices; and ensuring that Management is taking corrective actions to address resultant concerns.
- Receive and review periodic reporting on significant compliance and operational risk matters including the effectiveness of the Company's Compliance Management System and Program including Consumer Compliance regulations, CRA, Fair and Responsible Banking, and Anti-Money Laundering (AML)/Countering the Financing of Terrorism (CFT) and Office of Foreign Asset Control (OFAC) compliance.
- Ratify the Enterprise Risk Management Committee (ERMC) Charter.
- Make regular reports to the Board regarding the Committee's activities.

### **Chief Risk Officer (CRO)**

The CRO reports directly to the CEO to ensure appropriate oversight and integration of risk management within the company's strategic planning and operations. In addition, to ensure appropriate independence, the CRO is accountable and has direct access to the Risk Committee, which will provide input regarding the performance of the CRO.

### **Regulatory Requirements**

Review significant risk management regulatory reports and findings, as applicable to the mandate of the Committee, including Management's remediation plans and progress against regulatory reports and findings.

### **Coordination with Management and Other Board Committees**

Coordinate with the CRO and Management (which may be done through the Risk Committee Chair) to help ensure that the Committee and other Board Committees have received the information necessary to permit them to fulfill their duties and responsibilities with respect to oversight of risk.

### **Other Authority**

- Make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
- Have such other authority, duties, and responsibilities as are incidental to the responsibilities described in this Charter, which are not intended to be exclusive, or as the Board may delegate to the Committee.

## **Limitation of Risk Committee Role**

While the Risk Committee has the oversight responsibilities and powers set forth in this Charter, Management is responsible for risk assessment and management. It is not the duty of the Risk Committee to assess or manage the risks of the Company and Rockland Trust.

## **2. Risk Committee Members**

The Risk Committee shall consist of at least three members appointed by the Board, with at least one member with appropriate risk management knowledge or experience. The Board shall designate one Committee member who satisfies independence requirements, as Chair. A majority of Committee members shall have no material relationship with the Company and shall otherwise satisfy the independence requirements of the Company, the Company's current listing exchange, and other applicable law.

The members of the Risk Committee shall be elected by the Board to serve until their successors are duly elected and qualified but may be removed from the Committee by the Board and replaced by the Board when and as necessary.

## **3. Risk Committee Meetings**

The Risk Committee shall meet at least four times a year. The Risk Committee may also schedule additional special meetings when the Committee deems it necessary or advisable.

The Committee shall meet in executive session as it deems necessary and appropriate and may in its discretion invite others to participate in or be present for executive session discussions.

Directors appointed to the Risk Committee are expected to attend all regularly scheduled meetings of the Committee and to strive to attend any additional meetings held. The Risk Committee shall retain written minutes of its meetings, which shall be filed with the minutes of the Board.

## **4. Access to Information, Management, Advisors, Officers, and Employees**

The Committee shall have direct access to any and all information of the Company and of Rockland Trust and complete and open access and communication with Management.

The Risk Committee has the authority to retain special legal, accounting, or other advisors. The Risk Committee also has the authority to hire additional resources (including legal counsel) when it deems necessary or advisable to do so. The Company shall provide appropriate funding, as determined by the Risk Committee, for payment of advisors. The Risk Committee may request any officer or employee of the Company or Rockland Trust, any outside counsel, or anyone else to attend a Committee meeting or to meet with any members of, or advisors to, the Committee.