



## RISK COMMITTEE CHARTER

### I. PURPOSE

**1.1 Purpose.** The Risk Committee (the "Committee") is appointed by the Boards of Directors of SVB Financial Group ("SVBFG") and Silicon Valley Bank (the "Bank"), and is a committee of both boards (collectively, the "Board").<sup>1</sup> The purpose of the Committee is to assist the Board in its oversight of the enterprise-wide risk management of SVBFG and its subsidiaries (including the Bank) (the "Company"), specifically:

- Oversight of the Company's enterprise-wide risk management policies;
- Oversight of the operation of the Company's enterprise-wide risk management framework;
- Review of changes to the Company's risk profile; and
- Oversight of the Company's compliance with its risk appetite statement.

Management is responsible for the Company's enterprise-wide risk management, designing, implementing, and maintaining an effective risk management framework for the Company, and planning for, and responding to, the Company's material risks. The Committee's and the Board's role is one of oversight and review. The Committee shall receive and review the periodic and other reports made by management, and periodically meet with management, regarding the enterprise-wide risk management matters for which the Committee has oversight responsibility.

The Committee shall report to the Board regularly, and as the Committee determines appropriate, and shall be responsible for any other matters delegated to it by the Board.

**1.2 Committee Resources and Expenses.** The Board and management shall ensure that the Committee has adequate resources and authority to discharge its responsibilities. The Company shall provide appropriate funding for the payment of any expenses of the Committee that are necessary or appropriate in carrying out its duties, including expenses relating to any external consultants or advisers retained by the Committee. The Committee is authorized to obtain advice and assistance from internal or external legal, accounting, or other advisors at the Company's expense without the prior approval of the Board or management.

### II. OVERSIGHT RESPONSIBILITIES

**2.1 Risk Management Policies.** The Committee shall approve and periodically review the enterprise-wide risk management policies of the Company's global operations.

**2.2 Risk Management Framework.** The Committee shall oversee the operation of the Company's enterprise-wide risk management framework, which includes risk management policies and

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<sup>1</sup> References made herein to actions taken by the "Board" shall require the minimum number of votes or consents required pursuant to both respective bylaws of the Company and the Bank, as applicable.

procedures establishing risk management governance, risk management procedures, and risk control infrastructure for the Company's global operations, and processes and systems for implementing and monitoring compliance with such policies and procedures, including processes and systems for:

- Identifying and reporting risks and risk management deficiencies, including regarding emerging risks, and ensuring effective and timely implementation of actions to address emerging risks and risk management deficiencies for the Company's global operations;
  - Establishing managerial and employee responsibility for risk management (e.g., related to training and risk culture);
  - Ensuring the independence of the Company's risk management function; and
  - Integrating risk management and associated controls with management goals and compensation structure.
- The Committee shall review management's assessment of the effectiveness of the Company's risk management function, including the appropriateness and effectiveness of resources dedicated to risk management activities.

**2.3 Risk Profile.** The Committee shall monitor and understand changes to the risk profile of the Company, with a focus on the most significant risks faced by the Company, and shall escalate to the Board any matters of concern for discussion and potential action.

**2.4 Risk Appetite.** The Board will review and approve the Company's risk appetite statement on at least an annual basis or as otherwise required by the Company's risk appetite statement. The Committee shall oversee the Company's compliance with the risk appetite statement on behalf of the Board and shall make recommendations for any changes to risk appetite for Board approval. The Committee shall review and take appropriate action in response to notifications from management in the event any inner thresholds or outer limits pursuant to the Company's risk appetite statement are exceeded.

### III. MEMBERSHIP, MEETINGS AND DELEGATION OF AUTHORITY

#### 3.1 Membership.

- The Committee shall not consist of fewer than three (3) members. Initially, the Committee shall be comprised of the chairpersons of the Board and each of the standing committees of the Board (Audit, Compensation, Credit, Finance and Governance).

- All members of the Committee shall satisfy the "independent director" requirements of the NASDAQ Stock Market and any other independence or membership requirements in accordance with laws, rules or regulations, including the rules and regulations of the Securities and Exchange Commission applicable to nominating committees as may be in effect from time to time.

- The Committee shall meet the risk committee membership requirements of the rules and regulations implementing section 165 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. At least one member will have experience identifying, assessing and managing risk exposures of large, complex firms and the Chair of the Committee shall meet the independence requirements pursuant to such rules and regulations.

**3.2 Appointment and Term.** The Governance Committee of the Board, in conjunction with the Board Chair, shall nominate for Board approval the Committee chairperson (the “Chair”) and other members of the Committee to serve for a term of one year each, or in the case of vacancies, such other time period determined by the Board. The Chair and Committee members shall serve at the discretion of the Board.

**3.3 Duties of Chair.** The Chair (or in the Chair’s absence, his or her designee) shall preside at all meetings of the Committee and perform any duties as may be assigned by the Board from time to time. The Chair shall also be responsible for ensuring that key actions taken and significant matters discussed by the Committee are reported to the Board on a regular basis.

**3.4 Meetings.** Meetings of the Committee shall be held at least quarterly at the time and place as the Board or Committee determines. The Committee may invite any director, officer or employee of the Company or the Bank or any outside consultant or adviser to attend any meeting of the Committee or meet with any members of the Committee at any time.

**3.5 Minutes.** The secretary of the Committee (or any designee of the Chair) shall maintain minutes and other relevant records of the meetings and activities of the Committee. The minutes shall be available for review by the Board and any regulatory agency having jurisdiction over the affairs of SVBFG or the Bank. At any time where the secretary is not present, the Chair shall act as secretary, or designate an acting secretary, of the Committee for the purpose of recording the minutes the meeting or executive session.

**3.6 Annual Review of Charter; Amendments.** The Committee, in conjunction with the Governance Committee, shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. This Charter may be amended only by the Board.

**3.7 Delegation of Authority.** This Committee may form, and delegate its authority hereunder (as delegated by the Board) to, subcommittees when appropriate.

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