



Risk Committee Charter

1. Purpose

The **Risk Committee** (the "Committee") is appointed by the Boards of Directors of SVB Financial Group (the "Company") and Silicon Valley Bank (the "Bank") and is a committee of both boards (collectively, the "Board"). The Committee's purpose is to act on behalf of the Board in fulfilling its oversight responsibilities:

- Oversight of the Company's enterprise-wide risk management policies and frameworks;
- Oversight of adherence to the Company's risk appetite, risk profile and risk culture;
- Oversight of the Company's Risk function and leadership; and
- Oversight of various risk management activities across the Company.

2. Membership

2.1 Membership:

- The Committee shall consist of no fewer than three (3) members.
- All members of the Committee shall satisfy the independence and experience requirements of the Securities and Exchange Commission ("SEC"), Nasdaq, and other applicable laws. At least one member will have experience in identifying, assessing, and managing risk exposures of large, complex financial services organizations commensurate with the Company's structure, risk profile, complexity, activities, and size.

2.2 Appointment and term: The Governance and Corporate Responsibility Committee ("GCRC") of the Board, in coordination 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.

2.3 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 be responsible for reporting to the Board, on a regular basis, key actions taken, and significant matters discussed, by the Committee. The Chair shall coordinate with respective Board Committee Chairs on matters germane to other committees, as appropriate.

3. Duties and responsibilities

3.1 Policies and frameworks:

- **Risk management policies:** The Committee shall approve and review, at least annually, the enterprise risk management policies of the Company's global operations.
- **Risk management framework:** The Committee shall oversee the development and operation of the Company's Enterprise Risk Management Framework, which includes risk management policies and 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 emerging risks, and ensuring effective and timely implementation of actions to address emerging risks and risk management deficiencies for the Company's global operations;
 - Providing the Committee with the appropriate structure, content, quality, and timeliness of risk reporting and overall information flow;
 - Establishing managerial and employee responsibility for risk management;
 - Assessing that management has developed, implemented and assessed the risk management framework and that internal controls are effective and consistent with the Company's strategy, structure, risk profile, complexity, activities, and size, and with regulatory requirements;
 - Assessing the independence of the Company's risk management function; and integrating risk management and associated controls with management goals and compensation structure; and

3.2 Risk appetite, risk profile and risk culture:

- **Risk appetite:** The Board will review and approve the Company's Risk Appetite Statement on at least an annual basis, subject to the Committee's recommendation. Changes to the Risk Appetite Statement (including underlying risk metrics) shall be approved by the Board (or a delegated committee authorized by the Board). The Committee shall oversee the Company's compliance with the Risk Appetite Statement on behalf of the Board. 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.
- **Risk profile and exposures:** The Committee has oversight of the Company's risk profile across all major risk categories, including capital, liquidity, credit, market, operational, compliance, strategic, and reputational risk. The Committee shall monitor and understand changes to the risk profile of the Company across those risk categories, 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.

- **Emerging risks:** The Committee shall receive and review reports on selected risk topics, including emerging risks, as management or the Committee deems appropriate from time to time.
- **Risk culture:** In coordination with the Compensation and Human Capital Committee (“CHCC”) of the Board, the Committee shall oversee management’s efforts to define, communicate and instill the Company’s principles relating to ethics, conduct and employee behavior, including tone from the top. The Committee will receive reports from management, at least annually, on efforts to foster the desired culture and promote ethical behaviors and to encourage employees to escalate issues and share feedback without fear of retaliation. The Committee will oversee the Company’s conduct risk management framework.

3.3 Risk function and leadership

- **Chief Risk Officer:** The Committee shall be responsible for the appointment, performance evaluation (including goal setting), compensation, and termination of the Chief Risk Officer (the “CRO”), in coordination with the Compensation and Human Capital Committee, as appropriate. The Committee shall also be responsible for validating the CRO has the stature and experience to execute her or his role effectively. The CRO shall be subject to dual reporting: (i) to the Committee on a functional basis, and (ii) to the Chief Executive Officer of the Company on an administrative basis.
 - The CRO shall report regularly to the Committee on the Company’s top risks, significant risk issues and overall risk management. The Committee shall have access to, and open communications with, the CRO.
- **Risk function:** 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.

3.4 Capital and liquidity risk management (review and approval shall be jointly with Finance Committee of the Board)

- **Capital management and planning:** The Committee shall review and discuss with management the Company’s capital planning and capital risk management policies and processes, including capital strategies and adequacy; stress testing processes, scenario development and results; management’s underlying assumptions, estimation approaches and model performance and overlays; and assessment against the Company’s strategy and risk appetite.
- **Capital plan:** The Committee shall review the Company’s annual capital plan, taking into consideration the results of the review of the plan by the Risk and Internal Audit functions, and recommend the plan for Board approval.
- **Liquidity management strategies and policies:** The Committee shall review, approve and recommend for Board approval at least annually, the Company’s liquidity risk management strategies (including liquidity tolerance), policies and procedures, as developed by management.

- **Liquidity risk tolerance:** The Committee shall review, approve and recommend for Board approval at least annually, the Company's liquidity risk tolerance as developed by management.
- **Liquidity management contingency funding:** The Committee shall review and approve, at least annually, the contingency funding plan that sets out the Company's strategies for addressing liquidity needs during liquidity stress events.
- **Liquidity management liquidity profile and tolerance:** The Committee shall review and discuss management reporting regarding the Company's liquidity risk profile, liquidity risk tolerance, as well as other key liquidity-related areas, including cash flow projection methodology and liquidity risk management issues from the Risk and Internal Audit functions (and management's corrective actions).
- **Compliance with capital adequacy, liquidity, and related regulatory standards:** The Committee shall review the Company and the Bank's ongoing compliance with applicable regulatory requirements, including Federal Reserve capital adequacy and liquidity guidelines and applicable prudential regulatory standards, as well as internal policies.

3.5 Credit risk, market risk, and other financial risk management

- **Credit risk management, strategies, and performance:** The Committee shall oversee the credit risk management of the Company and significant lending and credit policies. The Committee will receive reports on the Company's credit portfolio and oversee management's responses to trends in credit risk, credit concentration and asset quality, and review and assess, at least on a quarterly basis, management's process for establishing the Company's allowance for credit losses. The Head of Credit Review shall report at least quarterly to the Committee on any potential implications of Credit Review activities on credit risk management and provide to the Committee any significant Credit Review reports related to credit risk management.
- **Market risk and other financial risk management:** The Committee shall oversee other financial (excluding accounting or financial reporting) risk management of the Company, and shall review and approve significant policies governing the Company and the Bank's market risk and other financial risk management activities relating to, among other things, trading and non-trading positions, derivatives, warrants, interest rate risk management, and exposures resulting from foreign exchange trading.

3.6 Operational and compliance risk management

- **Operational risk:** The Committee shall oversee management's responsibilities related to the Company's risk of financial loss or reputational impact resulting from fraud, ineffective or inadequately designed processes or systems, improper behavior or human effort, legal events, or from external events. The Committee will coordinate these reviews with management, including the CRO and Chief Operations Officer, and with the Technology Committee and the Audit Committee of the Board, as appropriate.
- **Compliance risk:** The Committee shall oversee management's identification, measurement, monitoring, and control of material risks associated with compliance and legal matters.

3.7 Strategic and reputational risk management

- **Strategic and reputational risk:** The Committee shall oversee management’s responsibilities related to the oversight of the Company’s risk to earnings, capital, or the conduct of business arising from negative public opinion, adverse business decisions, ineffective or inappropriate business plans, or failure to respond to changes in the competitive environment and/or other inherent risks of the business.

3.8 Other risk-specific roles:

- **Compensation risk:** Annually, in coordination with the CHCC and with appropriate input from the Company’s CRO, the Committee will review the Company’s compensation arrangements to assess if they are consistent with the safety and soundness of the Company and do not encourage excessive risk taking, and will communicate its conclusions on those arrangements to the CHCC. The Committee will also provide input the CHCC on the annual goals for the CEO, Officers and other executives, and on the performance evaluations of those individuals, with regard to risk management matters. An “Officer” shall be any officer, other than the CEO, designated by the Board for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules thereunder.
- **Regulatory affairs:** The Committee shall oversee the Company’s Regulatory Affairs function and shall discuss with management any regulatory activity that may have a material impact, including the scope and timing of such impact, on the Company, risk management, compliance risk, governance processes and other matters if deemed appropriate.
- **Resolution plan:** The Committee shall review and recommend for Board approval the Bank’s Resolution Plan, and review and discuss the planning process and activities with management.
- **Internal Controls:** The Committee shall oversee the Company’s systems of internal controls through reviewing reporting, as necessary and appropriate, from the Chief Controls Officer and Chief Risk Officer.
- **Issue remediation:** The Committee, in coordination with the Finance Committee, shall review significant risk management reports and findings of management, internal audit and regulators, related to risk management, including management’s remediation plans and progress against such plans.

3.9 Other delegated responsibilities:

- **Additional matters:** The Committee shall carry out such other duties that may be delegated to it by the Board from time to time.

4. Meetings

4.1 Meetings:

- Meetings of the Committee shall be held at least quarterly at the time and place as the Board or Committee determines. Meetings may be held in-person or by telephone or video conferencing.

- A meeting of the Committee may be called by the Chair or any two members of the Committee.
- Agendas for meetings shall be set under the direction of the Chair.
- All determinations of the Committee shall be made by a majority of its members present at a duly convened meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

4.2 Attendance: The Committee may invite any director, officer or employee, any outside consultant or adviser, or other guest to attend any meeting of the Committee or to meet with any members of the Committee at any time.

4.3 Executive sessions: The agenda for each Committee meeting will provide time during which the Committee can meet separately in executive session with management (including the Chief Risk Officer and other representatives of the second and/or third lines of defense), outside consultants or advisers, or other guests, and as a Committee to discuss any matters, as needed.

4.4 Procedures: The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are consistent with any provisions of the Company's or the Bank's bylaws that are applicable to the Committee.

5. Access to records, resources, and advisors

5.1 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 the Company 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 of actions taken at the meeting or executive session thereof.

5.2 Dependence on information: In carrying out its oversight responsibilities, each Committee member shall be entitled to rely on the integrity and expertise of those persons providing information to the Committee and on the accuracy and completeness of such information, absent actual knowledge of inaccuracy.

5.3 Resources and advisors: The Board and management shall provide the Committee with adequate resources and authority to discharge its responsibilities. The Company shall provide for appropriate funding for the payment of any expenses of the Committee that are necessary or appropriate in carrying out its duties, including, as determined by the Committee, expenses (including compensation) 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.

6. Charter, evaluation, and delegations of authority

6.1 Charter review: The Committee, in coordination with the GCRC, 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.

6.2 Committee evaluation: Annually, there shall be a performance evaluation of the Committee based on a process determined by the GCRC.

6.3 Delegation of authority: The Committee may form, and delegate all or any portion of its authority and responsibilities hereunder (as delegated by the Board) to, one or more subcommittees when appropriate. The Committee may, as it deems appropriate, also delegate the oversight and administration of certain matters to management committees formed by, or at the direction of, the Committee or to designated employees.