



FINANCE COMMITTEE CHARTER

I. PURPOSE

1.1 Purpose. The Finance 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”).¹ The Committee’s purpose is to act on behalf of the Board in fulfilling the following responsibilities:

- Oversight of the financial (excluding accounting and financial reporting) risk management of the Company and the Bank;
- Oversight of capital planning, capital and liquidity management, and stress testing, including processes and compliance with applicable regulatory requirements;
- Reviewing the Company and the Bank’s financial performance and compliance with applicable financial regulatory requirements; and
- Reviewing certain corporate development matters.

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 for 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 Financial Risk Management. The Committee shall oversee the financial (excluding accounting or financial reporting) risk management of the Company and the Bank, and shall review and approve the umbrella Financial Risk Policy governing the Company and the Bank’s risk management activities relating to, among other things, investments, derivatives, warrants, liquidity and funds management, interest rate risk management, capital management, and exposures resulting from foreign exchange trading. The Committee shall also review and discuss with management the Company’s results of its stress tests conducted by the Company. Additionally, the Committee shall oversee and monitor any risk metrics under the Company’s Risk Appetite Statement, as deemed appropriate by the Board of Directors or its Risk Committee.

¹ 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.

2.2 Financial Strategies and Capital Management. The Committee shall review, discuss with management, and as applicable, make appropriate recommendations to the Board for approval:

- financial strategies to achieve the Company and the Bank’s objectives regarding financial matters, including issuances of debt or equity securities, stock repurchases, investments, derivative activities, hedging activities, trading activities, private equity investment activities, and deposits/client funds management;
- dividend strategies and any proposed dividend declarations by the Company or the Bank;
- ongoing capital and liquidity management and planning, including capital adequacy, and annual capital and budget plans; and
- capital and liquidity stress testing processes, including methodologies, models and planning assumptions under relevant regulatory requirements.

2.3 Financial Performance. The Committee shall review the Company and the Bank’s financial performance results and forecasts through the review of selected financial reports provided by management and such other information it deems appropriate. The Committee shall also review the asset/liability management of the Company and the Bank and such other information as it deems appropriate.

2.4 Financial Compliance. The Committee shall review the Company and the Bank’s ongoing compliance with applicable regulatory requirements, including Federal Reserve capital adequacy guidelines and applicable prudential regulatory standards, as well as internal policies.

2.5 Corporate Development. The Committee shall review with management the Company’s corporate development activities, such as strategic investments or arrangements. The Committee shall also review, as delegated by the Board, any material corporate development matters that may result in a significant financial impact on the Company or the Bank, such as proposed mergers, acquisitions or material investments.

III. MEMBERSHIP, MEETINGS AND DELEGATION OF AUTHORITY

3.1 Membership.

- The Committee shall consist of no fewer than three (3) members.
- All members of the Committee shall satisfy any independence or membership requirements for finance or similar committees in accordance with applicable laws, rules or regulations as may be in effect from time to time, including those promulgated by the Federal Reserve Bank, the Nasdaq Stock Market, and the Securities and Exchange Commission.

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 to 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 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.

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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