



# Finance Committee Charter

---

## 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"). The Committee's purpose is to act on behalf of the Board in fulfilling its oversight responsibilities:

- Oversight of certain corporate strategic matters;
- Oversight of the Company and the Bank's financial performance; and
- Oversight of the capital planning, stress testing, and capital and liquidity management, including processes and compliance with applicable regulatory requirements, jointly with the Company's Risk Committee of the Board.

## 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, regulations and rules.

**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 Corporate strategic initiatives

- **Corporate strategic initiatives:** The Committee shall review with management the Company's corporate development activities, such as strategic investments, mergers and acquisitions, new ventures and partnerships ("strategic initiatives"). 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 significant investments. The Committee will monitor management's performance in achieving desired strategic and financial goals related to approved strategic initiatives and conduct lookback reviews, as it deems necessary.
- **Capital allocation:** The Committee shall review, at least annually, management's strategies to allocate capital across the Company to advance the Company's strategic and financial goals.

#### 3.2 Financial strategies and performance

- **Balance sheet management and financial strategies:** The Committee shall review, discuss with management, and as applicable, make appropriate recommendations to the Board for approval of, balance sheet and other 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; deposits/client funds management; dividend strategies and any proposed dividend declarations by the Company or the Bank.
- **Financial performance and forecasts:** 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.
- **Annual budget:** The Committee shall review, discuss with management, and as applicable, make appropriate recommendations to the Board for approval of the Company's annual corporate budget plan.

#### 3.3 Capital and liquidity management (review and approval shall be jointly with Risk Committee)

- **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, 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.

### **3.4 Financial risk management and remediation (review shall be jointly with the Risk Committee)**

- **Issue remediation:** The Committee shall review significant financial risk management reports and findings of management (as supplemented by the Control validation program overseen by the Chief Controls Officer), internal audit and regulators, related to the Company's corporate development, strategic planning processes and financial planning processes, including management's remediation plans and progress against such plans.

### **3.5 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, outside consultant or adviser, or other guest, 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.