



Technology Committee Charter

1. Purpose

The **Technology 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 overall role of technology in executing the corporate strategy;
- Oversight of significant technology investments and programs; and
- Oversight of technology and operational performance.

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.
- At least one member of the Committee shall have a background in technology relevant to the Company.

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 Strategy

- **Strategy:** The Committee shall review and approve, annually, the Company's technology strategy and significant initiatives, in context of supporting the corporate strategy and goals.
- **Industry trends:** The Committee shall monitor and evaluate existing and future trends in technology that may affect the Company's strategic plans, internal operations, products and services, and distribution channels for products and services.

3.2 Portfolio Oversight

- **Investments:** The Committee shall review significant technology investments in support of the Company's technology strategy.
- **Major initiatives and programs:** The Committee shall review significant technology initiatives and programs to understand and assess rationale, business benefits, planning and resourcing and incorporation of relevant risk management frameworks and practices, and oversee management's progress in implementing these initiatives and programs.
- **Operations:** The Committee shall receive reports from management concerning the Company's technology operations including, among other things, software development, technical operations performance, major outages or customer disruptions, and technology architecture, as well as resources and staffing.

3.3 Risk Management

- **Risk management:** The Committee shall review, at least quarterly, steps taken by management to monitor and control operational risk exposures related to technology, including information security, fraud, vendor, data protection and privacy, business continuity and resilience, and cybersecurity risks. The Committee will coordinate these reviews with management, including the Chief Risk Officer, and with the Risk Committee of the Board and the Audit Committee of the Board, as appropriate. The Committee shall review and approve, as necessary and appropriate, the Company's significant operations and technology policies, including for information security, cybersecurity, and data privacy risk management.
- **Vendor management:** The Committee shall receive reports from management concerning the Company's vendor management program including, among other things, critical-vendor management and third-party risk management.
- **Internal controls:** The Committee shall review and discuss with management the quality and effectiveness of IT processes and internal control systems.
- **Issue remediation:** The Committee shall review significant 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 technology and operations, including management's remediation plans and progress against such plans.

3.4 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 as 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.