



Risk Committee Charter

Purpose

The primary purpose of the Eagle Bancorp, Inc. and its subsidiaries (“Company”) Risk Committee (“Committee”) is to assist the Company’s Board of Directors (“Board”) by providing oversight of the Company’s risk governance framework and risk functions, including the strategies, policies, procedures, processes, and systems established by management to identify, measure, monitor, and manage major risks of the Company. Major risks include liquidity risk, interest rate/market risk, credit risk, operational risk, compliance/legal/regulatory risk, reputational risk, and strategic risk.

The Committee is intended to promote a robust and effective risk culture, facilitate Board-level oversight of risk-related issues and serve as a resource to management by overseeing major risks across the entire Company and enhancing management’s and the Board’s understanding of the Company’s overall risk appetite and risk management activities and effectiveness. At its discretion, the Committee may make recommendations to the Board, including those with regard to the overall risk profile of the Company.

The Committee is also expected to review capital management activities and make recommendations, as appropriate, to the Board.

Membership and Structure

The Committee shall consist of at least three voting members. The members of the Committee, including the Chair of the Committee (“Committee Chair”), shall be appointed by the Board annually at the Company’s annual organizational meeting. Committee members may be removed from the Committee, with or without cause, by the Board, and vacancies shall be filled by a majority vote of the directors of the Board.

At least one member shall have experience in identifying, assessing, and managing the risk exposures of financial institutions (as determined by the Board in its business judgment).

A voting quorum is considered the majority of voting members. The Committee shall meet at least quarterly, and more frequently as the Committee or Committee Chair deems necessary or desirable. Teleconference attendance is permissible from time-to-time. Meetings shall allow for an executive session and may include separate executive sessions with risk leadership as the Committee determines appropriate.

To ensure appropriate oversight of risk and other issues without unnecessary duplication, the Committee Chair and chairs of each of the other Board committees shall communicate as they deem advisable.



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Management may be invited to Committee meetings for reporting or discussion of risks and issues in their respective areas. The Committee is authorized to access all pertinent information from management.

Responsibilities and Duties

This section describes some of the oversight responsibilities of the Committee. This list is not intended to be exhaustive, and the Committee may take on additional responsibilities from time to time. Some of these responsibilities are intended to be subject to annual (or more frequent) review by the Committee, while others are intended to be subject to review only as necessary, advisable, or appropriate.

The Committee's responsibility is one of oversight. The Committee has no duty to assure compliance with laws and regulations or to conduct investigations.

Enterprise Risk Management ("ERM")

1. Review and approve the charter of the management-level ERM Committee and review periodic reports on the ERM Committee's discharge of their responsibilities listed in its charter.
2. Approve such actions, policies, or procedures as may be required by law or regulation and that are within the scope of this Charter, including but not limited to the risk management framework, oversight of the risk management function, and risk appetite.
3. Review actions taken with respect to any matters related to the Committee's purpose and requiring Board or management attention, as contained in any regulatory agency examination report, audit report, or self-assessment.
4. Review and approve designated policies that reflect the Company's risk management philosophy, principles, and limits.
5. Review management and/or independent assessments of the enterprise risk profile and alignment with the Company's strategic plan.
6. Review emerging risks and other selected risk topics or risk-related issues as appropriate to ensure timely corrective actions are taken to mitigate risk or accept risk.
7. Consider the impact of risk taking incentives on the Company's enterprise risk profile.
8. Receive such other reports from the Chief Risk Officer or his/her designee as the Chief Risk Officer or ERM Committee may deem necessary or appropriate, including assessment of the risk program.

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9. Review the independence, authority, and adequacy of the risk management function and ensure that the Chief Risk Officer has sufficient stature, authority, and resources to carry out such officer's responsibilities.

Liquidity Risk

1. Review management's reports on the Company's overall liquidity risk profile and whether they are within established policy limits, and review reports on significant trends.
2. Review management's reports concerning significant capital markets activities and significant portfolio activities and trends, and such other related matters as management or the Committee may deem relevant to the Committee's purpose.
3. Review results of stress testing.

Interest Rate/Market Risk

1. Review management's reports on the Company's overall interest rate/market risk profile and whether they are within established policy limits, and review reports on significant trends.
2. Review results of stress testing.

Credit Risk

1. Review management's reports on the Company's overall credit risk profile and whether it is within established policy limits.
2. Review management's assessments of asset quality and asset quality trends and the effectiveness of credit risk management practices, and such other related matters as management or the Committee may deem relevant to the Committee's purpose.
3. Review independent investment and loan-related assessments.
4. Review results of stress testing and credit concentrations.

Operational Risk

1. Review management's reports on the Company's overall operational risk profile and whether it is within established policy limits.
2. Review management's reports related to technology risk and management information systems, including the adequacy of the Company's business recovery, contingency plans and test results, the information security program, including risks related to customer information, model risk, data governance, and significant third party information technology, vendor, and operational outsourcing arrangements.
3. Review management's reports related to staffing and resources.



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Compliance/Legal/Regulatory Risk

1. Review management's reports on the Company's overall compliance, legal, and regulatory risk profile and whether it is within established policy limits.
2. Review management's reports on the assessment of significant legal risks to the Company.
3. Review management's reports on the Company's compliance with laws and regulations by the Company.
4. Review and approve the Compliance, Ethics, Bank Secrecy Act /Anti-Money Laundering/OFAC, Community Reinvestment Act, and the fair lending programs and associated risks.

Reputational Risk

1. Review management's reports on the Company's overall reputational risk profile and whether it is within established policy limits.
2. Review reports from the Ethics Officer on matters posing actual or potential reputational risks to the Company.

Strategic Risk

1. Review management's reports on the risks in achieving the Company's strategic goals.

Capital Management

1. Review management's reports on the Company's capital structure and capital adequacy in light of applicable statutory or regulatory requirements, current and planned business activities, enterprise risk profiles, and established policy limits.

Other Responsibilities

1. Report regularly to the Board on its activities.
2. Maintain minutes of its meetings and records relating to those meetings and the Committee's activities.
3. Review and assess the quality and clarity of the information provided to the Committee and make recommendations to management as the Committee deems appropriate from time to time for improving such materials.
4. Review and reassess the adequacy of this Charter annually and recommend to the Board any proposed changes to this Charter.
5. Conduct an annual evaluation of the Committee's performance, as well as the performance of any subcommittees of the Committee.



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Delegation of Authority

The Committee Chair or his/her designee shall preside at each meeting of the Committee and, in consultation with other members of the Committee, shall set the agenda of items to be addressed at each meeting and shall report the highlights of Committee meetings to the Board via meeting minutes and/or formal reports. The Committee Chair shall ensure the delivery of an agenda and relevant materials at least five days prior to any scheduled meeting.

The Committee shall report at the next Board meeting or sooner when appropriate or requested by the Chairman of the Board, on its findings, actions, activities, and recommendations. In addition, the Committee shall provide information as the Board or Board-designated committee may request and make recommendations as the Committee shall deem appropriate.

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee or working group of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines, and applicable law and rules of markets in which the Company's securities then trade.

The Committee may retain any independent counsel, experts, or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.