

Reviewed and reaffirmed on October 18, 2023

**CHARTER
OF
JOINT CREDIT RISK, FAIR LENDING and CRA COMMITTEE
OF
F.N.B. CORPORATION
AND
FIRST NATIONAL BANK OF PENNSYLVANIA
(Amended Effective September 27, 2023)**

**ARTICLE 1
PURPOSE, DUTIES AND RESPONSIBILITIES**

Section 1.1 Preamble and General Purpose. The Joint Credit Risk, Fair Lending and CRA Committee (the “Committee”) is appointed by the Boards of Directors (“Board”) of F.N.B. Corporation (“F.N.B.”) and First National Bank of Pennsylvania (“Bank”). The purpose of the Committee, as more fully described in this Policy, is to oversee the credit and lending risk management strategies and objectives of F.N.B. and the Bank, including: (i) oversight of the credit risk management and strategies, including approval of internal credit policies and establishment of loan portfolio concentration limits; (ii) review of the quality and performance of the Bank’s loan portfolio; (iii) approval of intercompany loans subject to Regulation W; (iv) review loans to Bank “insiders” (as defined under Regulation O) and recommend approval of such loans to the Board in accordance with applicable regulatory requirements; (v) oversight of the Bank’s Community Reinvestment Act (“CRA”) activities and responsibilities, including the CRA Policy, community development, investments and involvement, and CRA compliance; (vi) review of fair lending reports and strategies produced by the F.N.B./Bank Compliance Department and review of federal bank regulatory examination reports and related communications concerning fair lending compliance; and any other credit related matter delegated to the Committee by the F.N.B. or Bank Board. As described in Section 1.6 herein, the Committee shall regularly report to the Board on significant matters its discussed or approved at each of its meetings.

Section 1.2 Credit Performance and Risk Management. The Committee shall be responsible for oversight of the performance of the Bank’s credit function, credit risk management and execution and approval of the Bank’s overall strategic credit goals through periodic management reports to the Committee on the following matters:

- (a) Review and approve the Bank’s various credit policies (collectively referred to herein as the “Credit Policy”), and any amendments thereto;
- (b) Review and set Bank internal lending limit, establish lending authority for Bank management loan committee(s) and delegate to the Chief Credit Officer appropriate authority to assign specific lending limits for each Bank officer;
- (c) Portfolio composition, including dispersion of loan portfolio by geographic markets, industries and other relevant sectors;

- (d) Portfolio concentrations, including concentration limits for the various portfolio segments and loan and industry types;
- (e) Past-due and non-accrual loans;
- (f) Asset quality and on at least a quarterly basis, review and approve the Bank's Allowance for Credit Loss provision (ACL) and report the Committee's determination regarding the ACL provision to the Board along with the methodology used by the Committee to make its ACL determinations;
- (g) Criticized and classified credits;
- (h) Exception(s) to the Credit Policy;
- (i) Insider loan transactions;
- (j) Regulatory examination findings, criticism, violations, and compliance matters;
- (k) Credit risk matters;
- (l) Such other reports as may be requested by the Committee;
- (m) Unsecured credit approvals in excess of established limits;
- (n) Flood compliance reviews;
- (o) Review the Bank's CRA compliance matters, including strategies, plans and activities and Compliance Department and federal bank regulatory CRA reports and communications (See section 1.3 herein);
- (p) Review the Bank's fair lending strategies, plans and activities and Compliance Department and federal bank regulatory CRA reports and communications See section 1.4 herein);
- (q) Assess qualification of Regulation O Officer and approve such officer's designation
- (r) Review and monitor the Bank's lending strategies as it relates to environmental, social, and governance (ESG)-related risks.

Section 1.3 CRA Monitoring and Responsibilities. The Committee shall be responsible for oversight of the Bank's CRA Policy and practices including the following responsibilities:

- (a) Review and approve the Statement of Purpose of the Community Development Committee (annually) and authorize management, as necessary, to develop and implement any additional policies relating to community development.
- (b) Approve updates to the Community Reinvestment Program and Policy, as needed.
- (c) Appoint FNB's CRA Officer.
- (d) Review FNBPA's community reinvestment and community actions and commitments (biannually).

- (e) Review federal bank regulatory CRA examination findings and recommendations.
- (f) Review Bank reports issued by the bank's Compliance Department regarding CRA matters (annually).

Section 1.4 Fair Lending Monitoring. Although the Board Audit Committee is responsible for oversight of the Bank's fair lending strategies and compliance matters, the Committee may receive certain fair lending updates and reports to assist it with its credit oversight responsibilities, including without limitation the following:

- (a) Update on fair lending strategies, plans and activities in the Bank's various markets.
- (b) Update on fair lending compliance including the most recent reports issued by the Bank Compliance Department and the federal bank regulatory agencies.
- (c) Summaries of material changes to Bank fair lending policies and processes.
- (d) Review of fair lending loan distributions (e.g., applications and approved loans) relative to race, ethnicity, and other protected classes under fair lending laws, as they relate to the Bank's CRA assessment area and majority-minority census tracts.

In addition, the Committee may from time-to-time make recommendations to the Audit Committee regarding the Bank's fair lending policies, strategies or responses to the Bank Compliance Department and federal bank regulatory reports.

Section 1.5 Committee Credit Approval. Proposed intercompany credit transactions, including those subject to Regulation W, shall be reviewed and approved by way of presentations at Committee meetings or the written consent of a majority of Committee members.

Section 1.6 Reporting to Board; Board Responsibility. The Committee shall review and recommend to the Bank Board any loans to insiders requiring Board approval in accordance with Regulation O. The Committee shall report to the Bank Board at the next meeting of the Bank Board following the Committee meeting. The Committee's reports to the Board shall include, among other matters, all changes to the Bank's Credit Policy, any significant changes to the Bank's credit risk management, CRA and fair lending strategies as described in Sections 1.2 and 1.3 hereof, and any significant concerns, problems or emerging risks identified in the management reports contemplated under Sections 1.4, 1.5 or 1.6 hereof. The Bank Board and management shall ensure that the Committee has adequate resources and authority to discharge its responsibilities.

ARTICLE 2 ORGANIZATION

Section 2.1 Number of Committee Members and Membership. The number of Committee members and Committee membership shall be as follows:

- (a) The Committee shall consist of no fewer than three (3) or more than five (5) permanent members, all of whom shall be members of the Board.
- (b) The Bank CEO and Bank President are ex officio members who may participate in

Committee meetings, discussions and deliberations; however, such ex officio members shall not be entitled to vote on any Committee matter.

Section 2.2 Appointment and Term. The nominated Committee members shall be appointed to a one-year term by the Bank Board in accordance with Section 2.5 hereof.

Section 2.3 Duties of Chair. The Committee Chair shall preside at all meetings of the Committee and perform any duties as may be assigned by the Committee or the Bank Board from time to time.

Section 2.4 Termination and Resignation. Any member of the Committee may resign at any time during the course of his or her term. The Bank Board may terminate a Committee member at any time and without cause.

Section 2.5 Committee Appointments and Vacancies. Committee appointment(s) (including re-appointments of current members) and any vacancies on the Committee, however created, shall be filled by a majority vote of the Bank Board, provided that (for persons who are being considered for their initial appointment to the Committee) the Bank Chairman and Bank Chief Executive Officer have an opportunity to review the qualifications of proposed appointee(s). Each member of the Committee so appointed shall hold office until the expiration of the appointed term or unless such person resigns or is terminated pursuant to Section 2.4 hereof.

Section 2.6 Regular Meetings. Regular meetings of the Committee shall be held at the time and place determined by the Committee. Regular meetings of the Committee may be held without notice. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of the Committee. In the absence of a quorum, a majority of the members of the Committee present may adjourn any meeting, from time to time, until a quorum is present.

Section 2.7 Special Meetings. Special meetings of the Committee may be called at any time by the Chair of the Committee, the Chief Executive Officer of the Bank, or by the Chief Credit Officer of the Bank. Special meetings may be held at any time after notice is provided to each Committee member and such notice may be provided by telephone, e-mail, facsimile, text message or similar transmission.

Section 2.8 Voting. In accordance with the Bank Bylaws a majority of the Committee members entitled to vote shall constitute a quorum for the purpose of properly holding a Committee meeting and for the Committee to approve or authorize Committee actions or approve Bank Regulation O loans (including written consents). Each action approved or consented to by a majority of the Committee members entitled to vote and present at the meeting (at which a quorum is present) shall be regarded as an act of the Committee, unless other consent or approval is required pursuant to this Committee Charter, the Bank's Articles of Association, the Bank's Bylaws, or applicable law or regulation.

Section 2.9 Minutes. The Chair shall appoint an acting Secretary for the meeting and such acting Secretary of the Committee shall maintain minutes and other relevant records of the meetings and activities of the Committee. The minutes shall be available for review by the Bank Board and any regulatory agency having jurisdiction over the affairs of the Bank. In the event of

any meeting in Executive Session or otherwise where the Secretary is not present, the Chair or Chief Executive Officer shall act as recording secretary for such meetings.

Section 2.10 Telephone Conference Meetings. Members of the Committee may participate in a Committee meeting through use of conference telephone or similar communication equipment, so long as all members participating in the meeting can hear one another. Also, meetings may be conducted by unanimous written consent in accordance with applicable Pennsylvania corporate law.

Section 2.11 Review of Charter; Amendments. This Charter may only be amended by the Bank Board or the Executive Committee of the Bank Board and in consultation with the Bank Chairman and the Bank Chief Executive Officer.

Section 2.12 Delegation of Authority. This Committee may form and delegate its authority hereunder to a subcommittee or management when appropriate.