

Reviewed and reaffirmed on October 18, 2023

**F.N.B. Corporation and
First National Bank of Pennsylvania
Joint Risk Committee Charter
July 21, 2023**

PURPOSE

The Joint Risk Committee (the “Committee”) reports to and assists the F.N.B. Corporation (“F.N.B.”) and First National Bank of Pennsylvania (“FNBPA”) Board of Directors (collectively, the “Company”) in overseeing and reviewing information regarding the F.N.B. and FNBPA risk management framework, including the significant policies, procedures, and practices employed to manage the Company’s enterprise risk management framework and the practices employed to manage risks across the corporation.

COMPOSITION

The appointment of Committee members shall be done in accordance with Section 2.13 of the F.N.B. Bylaws, Section 3.01 of the FNBPA Bylaws, the process described in the F.N.B. Corporate Governance Guidelines, and as described in the F.N.B.-FNBPA Nominating and Corporate Governance Committee Charter. The Committee Chairperson shall be designated by a majority vote of the joint F.N.B. and FNBPA Board of Directors after consideration of the recommendation of the joint F.N.B.-FNBPA Nominating and Corporate Governance Committee.

MEETINGS

The Committee will meet as often as it determines is appropriate, but not less frequently than quarterly. All Committee members are expected to attend each meeting, in person or via telephone or video conference. 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. As necessary or desirable, the Chairman of the Committee may request that certain members of management be present at meetings of the Committee. Meeting agendas will be prepared by the Committee Chairman and provided to members, along with appropriate briefing materials. The Committee shall publish minutes for each meeting.

AUTHORITY & RESPONSIBILITY

The Committee has the authority to conduct or authorize reviews into any matters within its scope of responsibility. The Committee shall have and may exercise all the power and authority of the Board, consistent with the respective F.N.B. and FNBPA Articles of Incorporation and Bylaws, to exercise all power and authority regarding F.N.B. and FNBPA risk management matters including, but not limited to, the adoption of risk management related polices, approval of amendments thereto, or in the discretion of the Committee and consistent with the Committee’s fiduciary obligations, delegate certain risk management reviews and assessments to management level committees, which shall be responsible for periodically reporting its activities to this Committee. The Committee, to the extent it deems necessary or appropriate, will carry out the following responsibilities:

- The Committee shall review and approve the Enterprise Risk Management Framework and other enterprise risk management policies as appropriate to oversee the operations of the enterprise risk management framework.
- The Committee shall review and approve, at least annually, the enterprise risk appetite statement or statements along with quantitative metrics to incorporate changes as necessary based on changes in material risks, corporations business model, strategy, risk profile or market conditions.
- The Committee shall establish tolerance limits for monitoring key business risks consistent with the organization’s overall strategy and risk appetite.
- The Committee shall receive, consider and assess information relative to the Company’s significant risk exposures including:
 - Material legal, regulatory, supervisory, safety and soundness or rating agency issues.
 - Material emerging risks to the Company or the financial services industry.
 - The Company’s aggregate risk profile as appropriate.
 - Key risk and performance indicators relative to established tolerance limits.
 - Other significant matters relating to compliance with laws and regulations, liquidity, interest rate sensitivity, credit risk, market risk, legal and compliance risk, business and new activity risk, operational risk (operations, model, technology, business continuity risk, information security, and third party), strategic risk and reputation risk.
 - Capital adequacy and allocation of capital to business units, including the overall return on allocated business equity relative to the attend risks.
 - Operational, regulatory, and reputational risks and impacts of environmental, social and governance matters (ESG) on the Company and provide insight and guidance with respect to the Company’s management of such risks and impacts.
- Review and approve the liquidity risk management strategies, policies and contingency funding plans at least annually
- Review and recommend to the Board the Company’s comprehensive capital analysis and review and stress test submissions.
- Receive information from the Chief Risk Officer regarding the activities of the F.N.B.-FNBPA Risk Management Council and other management level risk committees and discuss matters related to F.N.B.’s and FNBPA’s risk profiles, assessments, considerations, issues and concerns, as appropriate.
- Receive and review the Company’s incentive compensation risk assessment with respect to the Review the Company’s business objectives, including avoidance of unapproved, excessive or inappropriate risk-taking and the promotion of appropriate compensation and incentive practices relative to the Company’s risk tolerances and business strategies.
- Consult with other committees of the Board on risk-related matters, in such manner as the Committee or its Chair deems appropriate.
- Perform other activities related to this charter or as requested by the Boards of Directors.

- Perform an annual self-assessment of the Committee and present the results to the Board.
- Review and assess the adequacy of the Committee charter annually and recommend to the Board any proposed changes.
- Report regularly to the Board. The Committee shall have authority to delegate any of its responsibilities to subcommittees as it may deem appropriate in its sole discretion. Have authority to retain, terminate and obtain advice, reports or opinions from search firms or other internal or outside advisors and legal counsel in the performance of its responsibilities, and to approve related fees and retention terms.
- Approve the appointment or removal of the Chief Risk Officer, who reports to the Committee and administratively to the Chief Executive Officer. Review and approve the Chief Risk Officer's annual goals and objectives, and compensation (salary and incentive) adjustments.
- Monitor and oversee the compliance risk program, including the Company's compliance with legal and regulatory obligations.
- Oversee the bank's independent credit review function, which is responsible for the evaluation of and reporting on the quality of loan portfolios. Oversight includes review and approve the credit review annual plan, progress against the plan, quarterly credit review results, and status of management's action to address significant recommendations.
- Annually review the Chief Risk Officer's recommendations regarding the assessment of the Company's Strategic Plan relative to established risk tolerances and make recommendation to the Board as to whether to accept such assessment.