



DIRECTORS COMPLIANCE COMMITTEE CHARTER
(Amended and Restated December 2023)

I. Purpose

It is the express goal of Customers Bank to be a best in class and first-class model corporate citizen. As such, the Bank is fully committed to exemplary sustainable compliance with all of the applicable banking laws and regulations.

The Compliance Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities in respect of:

- The Bank's policies concerning all regulatory compliance activities within applicable laws and regulations
- The creation and ongoing support of a robust compliance management system including but not limited to:
 - Qualified and experienced compliance staff
 - Sufficient resources
 - Management accountability for compliance
 - Policies
 - Training
 - Other prudent components necessary to manage compliance risk
- Require periodic compliance audits, testing, monitoring, or risk assessments reports
- Provide for recurring reports of compliance risks, changes, issues, and resolution to Board or designated committee

To ensure full compliance with any Compliance related requests/mandates made by the Bank's regulatory authorities, the Compliance Committee shall have the authority to conduct investigations appropriate to fulfilling its responsibilities. The Compliance Committee shall have the ability to retain, at the Bank's expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties.

II. Membership

The Compliance Committee shall be comprised of three or more directors as determined by the

Board of Directors. Compliance Committee members, including a Chair, shall be appointed by the Bank's Board of Directors and serve under the direction of the Board. If the Compliance Committee Chair is not present at a meeting of the Committee, one of the other members of the Committee will preside at any meeting.

The Chair of the Committee or a majority of its members may call a meeting of the Committee in addition to regularly scheduled meetings. The Compliance Committee shall fix its own rules of procedure which shall be consistent with the Bank's By-Laws and this Charter. The Compliance Committee may form subcommittees for any purpose that it deems appropriate and may delegate to such subcommittees such power and authority as it deems appropriate. The Committee will meet on a regular basis and, in any event, not less frequently than four times per year. All Committee members are expected to attend each meeting in person or via telephone or videoconference. The presence of one half of the members of the Committee (rounded upward if not a whole number) shall constitute a quorum, the presence of which is necessary for the Committee to transact business. Meeting agendas will be prepared by the Committee Chairperson or his/her designee and be provided in advance to the Committee members along with appropriate briefing materials. Minutes of the Committee meetings shall be recorded and circulated to the Board by the Committee Chairperson or his/her designee.

III. Committee Duties and Responsibilities

The Compliance Committee shall:

- A. Review and reassess the adequacy and effectiveness of this Charter periodically (but not less than annually) and recommend changes to the Board of Directors or any appropriate Committee of the Board when necessary;
- B. Review and approve the Bank's overall policies and goals concerning regulatory compliance including but not limited to CRA, and Fair Lending Responsible Banking programs except where review and approval of the full Board is required;
- C. Ensure that there are adequate dedicated resources including compliance staffing necessary to administer the compliance management system relative to the size and complexity of the Bank.
- D. Evaluate the adequacy and effectiveness of the Bank's Compliance programs;
- E. Review the Bank's compliance with applicable laws, rules, and regulations;
- F. Receive and review the reports of examination of the Bank and mandates by regulatory authorities concerning compliance matters, to include management responses and reports provided by the Regulatory Affairs Committee with respect thereto;
- G. Provide oversight of annual compliance related training and monitoring programs;

- H. Review all internal and external compliance independent audits;
- I. Review the establishment, closure and relocation of branches and other offices;
- J. Maintain minutes of meetings and periodically report to the Board of Directors and the regulatory authorities on significant results of the compliance activities of the Bank;
- K. Perform any other activities consistent with this Charter, and governing law as the Board of Directors shall specifically delegate to the Compliance Committee.