



## **CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors (the "Board") of Customers Bancorp, Inc. (the "Company"), based on the recommendation of its Nominating and Corporate Governance Committee ("N&CG"), has adopted these corporate governance guidelines to provide the framework for effective governance of the Board and the Company. These guidelines are reviewed annually and will be made available on the Company's website.

### **INTRODUCTION**

The Company's mission and corporate purpose is to create a strong, sound and profitable financial services company with long-term growth and value for its shareholders. The Company has long been committed to the highest standards of corporate governance. To achieve its mission, the Company has adopted certain corporate values to provide the foundation for the Company's corporate culture and to promote the highest ethical conduct among its directors, officers and team members.

The Board of Directors of the Company is elected by its shareholders to oversee and advise management in the conduct of the Company's affairs and business. In this regard, the Board continuously promotes an environment within the Company that is conducive to sound corporate governance, including periodic review, refinement and approval of these Corporate Governance Guidelines and the code of ethics for directors, officers and team members and development of board committees that are designed to effectively accomplish the Board's oversight and advisory responsibilities.

### **ROLE OF THE BOARD AND MANAGEMENT**

The business of the Company is managed under the direction of its Board. The Board delegates the conduct of business to the Company's officers, managers and team members under the direction of the Chief Executive Officer. In addition to the selection and evaluation of the performance and compensation of the Company's Chief Executive Officer, the Board's oversight responsibilities include the following:

- i. succession planning for the position of Chief Executive Officer and other members of senior management;
- ii. reviewing, monitoring and, where appropriate, approving the Company's strategic plans and objectives, financial performance, risk management framework and risk appetite; and
- iii. ensuring processes are in place for maintaining the integrity and reputation of the Company and reinforcing a culture of ethics, compliance and risk management.

The Board carries out its oversight responsibilities directly and through the work of its committees.

The role of the Board also is to promote the long-term economic value of the Company and its stock. In doing so, the Board recognizes that the long-term economic interests of shareholders can often be furthered by giving appropriate and responsible consideration to the interests and concerns of other

constituencies, such as the Company's customers, investors, team members and local communities, as well as government officials, regulatory agencies, and the general public.

## **BOARD COMPOSITION AND DIRECTOR QUALIFICATION STANDARDS**

### ***Independence Requirements***

A majority of the directors will be independent directors as determined by the Board. The Board has adopted the Director Independence Standards set forth in Appendix 1 to assist the Board in making director independence determinations (each director so determined, an "Independent Director"). The Director Independence Standards are intended to comply with the New York Stock Exchange ("NYSE") corporate governance rules, the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the implementing rules of the Securities and Exchange Commission ("SEC") thereunder (or any other legal or regulatory requirements, as applicable) and the Federal Deposit Insurance Corporation Improvement Act. The N&CG Committee of the Board shall be responsible for assessing the independence and qualifications of the members of the Board and making recommendations thereon to the full Board.

### ***Director Independence Standards***

A director shall qualify as independent from management for purposes of service on the Board and its Committees if the Board has determined that the director has no material relationship with the Company, either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company. A director shall be deemed to have no material relationship with the Company and will qualify as independent provided that (a) the director meets these Standards and (b) if any relationship or transaction of a type not specifically mentioned in these Standards exists, the Board, taking into account all relevant facts and circumstances, determines that the existence of such other relationship or transaction is not material and would not impair the director's exercise of independent judgment.

## **DIRECTOR INDEPENDENCE**

The Board will maintain a significant majority of its members who meet the criteria for independence required by the New York Stock Exchange ("NYSE"), Sections 303A.01 and 303A.02 of the listed company manual, and these guidelines. The Board, with the assistance of the N&CG Committee, will make independence determinations on an annual basis at the time the Board approves director nominees for inclusion in the proxy statement and, if a director joins the Board between annual meetings, at such time based on the applicable NYSE requirements and an evaluation of all of the relevant facts and circumstances. The Board has adopted the Director Independence Standards set forth in attached Appendix 1 to assist the Board in making its independence determinations.

Directors are requested to inform the Chair of the N&CG Committee and the Chief Executive Officer of any circumstance that might reasonably affect his or her independence under requirements of the NYSE and these guidelines. If so notified, the Board, with the assistance of the N&CG Committee, will re-evaluate, as promptly as practicable thereafter, such director's independence. The Board will include the Chief Executive Officer, and the Board may elect or nominate other members of management as directors.

## **DIRECTOR QUALIFICATIONS**

The N&CG Committee identifies or evaluates and recommends candidates for Board membership to the Board. The Board has approved the following minimum qualifications for first-time nominees for director: (i) individuals of the highest character and integrity, (ii) a demonstrated breadth and depth of management and/or leadership experience, preferably in a senior leadership role (e.g., chief executive officer, managing partner, president) in a large or recognized organization or governmental entity; (iii)

financial literacy or other professional or business experience relevant to an understanding of the Company and its business; and (iv) a demonstrated ability to think and act independently as well as the ability to work constructively in a collegial environment. In identifying candidates, nominees for director, or evaluating individuals recommended by stockholders, the N&CG Committee shall determine, in its sole discretion, whether an individual meets the minimum qualifications approved by the Board and will consider the current composition of the Board in light of the diverse communities and geographies served by the Company and the interplay of the candidate's or nominee's experience, education, skills, background, gender, race, ethnicity and other qualities and attributes with those of the other Board members, as well as such other factors as the N&CG Committee deems appropriate. The invitation to join the Board is extended by the Chair of the N&CG Committee and/or the Chair of the Board after discussion with and approval by the N&CG Committee and the full Board of Directors.

### ***Board Membership Criteria***

A candidate for election as a director of the Company is nominated to stand for election based on his or her professional experience, recognized achievement in his or her respective field, an ability to contribute to the Company's business, his or her experience in risk management and the willingness to make the commitment of time and effort required of a Company director over an extended period of time. A director must be "financially literate," as required by the Board, and should understand the intricacies of a public company. A director should possess good judgment, strength of character, and an independent mind, as well as a reputation for integrity and the highest personal and professional ethics. Other factors will be taken into consideration to assure that the overall composition of the Company Board is appropriate, such as occupational and geographic diversity and age. The Board has a goal, which is pursued through the N&CG Committee, to include members with diverse backgrounds, skills and characteristics that, taken as a whole, will help ensure a strong and effective governing body.

## **BOARD RESPONSIBILITIES**

The primary functions of the Board of Directors of the Company include the following:

- Act in the best interests of the Company and its shareholders, and set a climate of corporate trust, confidence and overall transparency. In discharging these responsibilities, the Board relies on the expertise, honesty and integrity of the Company's Executive Management, other senior officers, the internal audit function, the independent accountants, and outside advisors and consultants.
- Oversee the direction and management of the Company.
- Establish and periodically review, update and amend corporate governance guidelines.
- Establish and periodically review, update and amend codes of ethics and other appropriate policies for directors, officers and employees.
- Review and approve fundamental business strategies to enhance long-term shareholder value.
- Oversee and evaluate internal control systems and processes, financial reporting, and public disclosure of information.
- Oversee and evaluate management's implementation of, and compliance with, the Company's risk management policies.

- Monitor corporate performance on an on-going basis against the Profit Plan and the performance of peer companies.
- Periodically review the Chief Executive Officer's performance and annually approve his compensation.
- Conduct management succession planning and review.
- Conduct a self-evaluation at least annually to determine whether the Board and its committees are functioning effectively.

## **CHAIR OF THE BOARD**

Given the existence of a lead independent director and the Company's overall governance profile, as well as the Board's belief that it should maintain the flexibility to determine the leadership of the Company, the Board does not have a fixed policy regarding the separation of the offices of the Chair of the Board and the Chief Executive Officer. The Board believes that the Board should select the Chair of the Board, from time to time, based on criteria that it deems to be in the best interests of the Company and its shareholders.

## **LEAD DIRECTOR**

A Lead Director, who will be "independent" under the rules of the New York Stock Exchange and the Company's Director Independence Standards, will be appointed by a majority of the independent directors annually. The Lead Director shall (i) following consultation with the Chair and Chief Executive Officer and other directors, approve Board meeting agendas and schedules, assuring that there is sufficient time for discussion of all agenda items; (ii) call special meetings or executive sessions of the Board and call and chair executive sessions or meetings of the non-management or independent directors and, as appropriate, provide feedback to the Chair and Chief Executive Officer, and otherwise serve as a liaison between the independent directors and the Chair of the Board; (iii) work with committee chairs to ensure coordinated coverage of Board responsibilities; (iv) facilitate communication between the Board and senior management, including advising the Chair or the Chief Executive Officer of the Board's informational needs and approving the types and forms of information sent to the Board; (v) serve as an additional point of contact for Board members and shareholders, and be available for consultation and direct communication with major shareholders; (vi) facilitate the Board's review and consideration of shareholder proposals properly submitted for inclusion in the Company's annual proxy statement; (vii) serve as a "sounding board" and advisor to the Chair and Chief Executive Officer; contribute to the performance review of the Chair and Chief Executive Officer; and (ix) stay informed about the strategy and performance of the Company and reinforce that expectation for all Board members.

## **BOARD COMMITTEES**

The By-laws give the Board authority to designate the committees of the Board. The N&CG Committee reviews the committee structure and committee assignments annually and recommends to the Board the assignment of Board members to various committees. The Board believes that experience and continuity are more important than mandatory rotation of committee assignments or chairs. The N&CG Committee may recommend changes to committee membership based on committee needs, director experience and interest, and to provide for a succession plan for a committee chair. Standing committees include: Audit, Compensation, N&CG, and Risk, each of which is comprised principally of non-management directors and has regularly scheduled meetings. The Audit, N&CG, and Compensation Committees are comprised exclusively of directors who meet the criteria for

independence required by the New York Stock Exchange, all other applicable laws, rules and regulations regarding director independence, and these guidelines. Management directors may attend the general session of any regularly scheduled committee meeting at the pleasure of the committee chair.

The committee chair, in consultation with management and other committee members, develops the committee's agenda. The committee chair, in consultation with the Chair of the Board, Lead Director and/or other committee members, determines whether special committee meetings or longer meetings are advisable. The committee chair reports on a committee's meeting at the full Board meeting following the committee meeting.

The Board's standing committees also may act as committees of Customers Bank ("Bank"), the Company's principal banking subsidiary, pursuant to authorization granted to those committees by the governing documents of and resolutions adopted by the Bank's board of directors and the Company's Board. Each standing committee shall exercise its oversight responsibilities with the understanding that the Bank's interests are not to be subordinated to the interests of the parent holding company in a way as to jeopardize the safety and soundness of the Bank.

## **AUTHORIZATION**

The Board of Directors, by resolution adopted by a majority of the whole Board, may create an Executive Committee, an Audit Committee, a Directors' Risk Committee, a Nominating Committee, a Compensation Committee, and such other permanent or temporary committees as the Board deems necessary for the proper conduct of the business of the Corporation. Each committee shall have and may exercise such powers as shall be conferred or authorized by resolution of the Board and which are not inconsistent with these Bylaws or applicable law. The creation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors of any responsibility imposed on it by law.

## **APPOINTMENT OF COMMITTEES**

At its first meeting after the annual meeting of the shareholders, the Board shall appoint the members and a chair for each committee. If the appointees accept their appointment, they shall serve for one (1) year or until their successors are appointed. The Board of Directors shall have the power to fill any vacancies occurring on any committee and to remove and replace a member of any committee. Unless otherwise provided, a Director may be a member of more than one (1) committee. If the Chief Executive Officer of the Corporation is a member of the Board of Directors, the Chief Executive Officer of the Corporation shall be appointed as a full member of the Executive Committee.

## **CONDUCT OF COMMITTEES**

A majority of the membership of each committee shall constitute a quorum for the transaction of business. Each committee shall meet at such times as the committee may decide or as the Board of Directors may require. Special meetings of committees may be called at any time by its chair, or by the Chair of the Board or by the Chief Executive Officer. Except for its chair, each committee may appoint a secretary and such other officers as the committee members deem necessary. Each committee shall have the power and authority to obtain from the appropriate officers of the Corporation all information necessary for the conduct of the proper business of the committee. If required by the Board of Directors, minutes of the proceedings shall be submitted to the Board of Directors upon its request.

## **EXECUTIVE COMMITTEE**

If created by resolution adopted by a majority of the whole Board, the Executive Committee shall meet upon not less than twenty-four (24) hours' prior notice given in accordance with Section 4.07 of these

Bylaws. The Executive Committee shall have and may exercise all powers of the Board of Directors in the management of the Corporation, except as the Board of Directors may specifically limit by resolution, or except where action by the entire Board of Directors is specifically required by law.

#### **AUDIT COMMITTEE**

If created by resolution adopted by a majority of the whole Board, the Audit Committee shall consist entirely of outside Directors. The Audit Committee shall oversee the Corporation's accounting and financial reporting process (including reports on the effectiveness of, and changes in internal controls), and the internal audit process and internal audit team, on behalf of the Board and report the results of its activities to the Board. Members of management of the Corporation, whether or not Directors of the Corporation, may be invited by the Audit Committee to attend meetings thereof.

#### **RISK COMMITTEE**

If created by resolution adopted by a majority of the whole Board, the Risk Committee shall consist of both outside Directors and inside Directors, and shall be chaired by an outside Director. The Risk Committee shall define the Risk Appetite of the Company, and shall oversee the risk assumed by the Company to ensure consistency with the Risk Appetite. Members of management may be invited by the Risk Committee to attend meeting thereof.

#### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

If created by resolution adopted by a majority of the whole Board, the Nominating Committee shall meet at least annually to propose, for consideration by the whole Board, nominees for election as Directors of the Corporation.

#### **LEADERSHIP DEVELOPMENT AND COMPENSATION COMMITTEE**

If created by resolution adopted by a majority of the whole Board, the Compensation Committee shall be composed entirely of independent Directors. The Compensation Committee creates the foundation and strategy driving compensation practices for all employees of the Company, including base salary, annual incentives, long-term incentives, benefit packages and pre-requisites.

#### **ATTENDANCE AND PARTICIPATION AT MEETINGS**

Directors are expected to attend the Company's annual shareholders' meeting, all scheduled and special Board meetings and meetings of committees on which they serve and to spend the time appropriate to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting generally should be distributed to the Board before the meeting, and directors should review these materials in advance of the meeting.

Directors are expected to attend in person and participate in all meetings of the Board and Committees on which such Director serves, but are permitted to attend via telephone or video conference. The Board is expected to meet during the year often enough to perform its functions relative to the size and scope of the Company's business, and expects to meet not less than five times per year.

Generally, Board materials related to agenda items shall be provided to Board members sufficiently in advance of Board meetings to allow the directors to prepare for discussion and decision making, if appropriate. However, certain materials may be distributed at the meeting to provide updated information, context or as otherwise appropriate.

## **STRATEGIC REVIEWS**

The Board oversees management's development of the Company's strategic plans, and works with management in setting the schedule, format, and agenda for Board strategy sessions so that there are sufficient time and materials to permit appropriate interaction between directors and management in reviewing and considering the Company's strategy.

## **CHIEF EXECUTIVE OFFICER PERFORMANCE REVIEW**

The Compensation Committee shall conduct an annual review of corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals, and determine the compensation level of the CEO based on such an evaluation. The Board of Directors will review the Committee's report in order to confirm that the CEO is providing effective leadership for the Company.

## **CHIEF EXECUTIVE OFFICER SUCCESSION**

The Board of Directors shall be responsible for ensuring that the Company has developed an executive management succession plan, including procedures for CEO selection in the event of an emergency or the retirement of the CEO. Such plan shall be reviewed and evaluated by the Board at least annually. The Lead Director, or the Chair of the Board (if there is no Lead Director), shall lead the Board's annual review and evaluation of the Company's executive management succession plan. The CEO should make available his or her recommendations and evaluations of potential successors, along with a review of any development plans of such individuals.

## **DIRECTOR ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS**

Board members have complete access to the Company's management. In addition, the Company's management is expected to update the Board on any significant Company or competitive developments or matters between Board meetings. Non-Board members who are members of the Operating Committee (the direct reports to the Company's Chief Executive Officer) regularly attend Board and most committee meetings.

The Board and each committee have the authority to obtain advice and assistance from internal and external legal, accounting or other advisors, at the Company's expense, without consulting with or obtaining the prior approval of management of the Company.

## **COMMUNICATIONS**

The Board believes that the management speaks for the Company. As described below, individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, either at the request of management or the Board; provided, however, that non-management directors should not communicate with the media regarding the Company unless requested or approved in advance by the Company's Chief Executive Officer or the Board of Directors.

The Board values the opportunity to engage with the Company's shareholders to help the Company

better understand the views of its investors on key corporate governance topics and, together with management, has implemented an investor outreach program. As part of the program, the Lead Director and management participate in meetings with many of the Company's largest institutional investors to discuss and obtain feedback on corporate governance, executive compensation, and other related issues important to the Company's shareholders. The Company's investor outreach program, which is in addition to other communication channels available to shareholders and other interested parties to express their views to the non-management directors, reflects the Board's commitment that its corporate governance policies and practices continue to evolve and reflect the insights and perspectives of the Company's many stakeholders.

## **DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

Each new director participates in an orientation to the Company. This orientation will include presentations by senior management on the Company's strategic plans, its significant financial, accounting and risk management policies and issues, its compliance programs, its Code of Ethics and Business Conduct, its principal officers and its internal and independent auditors.

The Company encourages director continuing education, including by making available to directors information on director education programs, and will reimburse the expenses incurred by a director in attending continuing education programs relevant to his or her duties as a director of the Company. At least twice annually and more frequently as appropriate, the Board also participates in director training and business update sessions at its Board meetings which include presentations by management on the Company's businesses, services and products, and industry trends as well as presentations by outside experts on various topics such as regulatory developments and emerging risks in the financial services industry. In addition, educational and reference materials on governance, regulatory, risk, and other relevant topics are regularly included in Board meeting materials and maintained in an electronic library available to directors.

## **DIRECTOR COMPENSATION**

The N&CG Committee is responsible for annually reviewing the form and amount of compensation to non-management directors. In performing this review, the N&CG Committee may rely on information regarding director compensation policies and practices of a peer group of financial services organizations information provided by external compensation consultants or counsel, or other information as determined in the discretion of the N&CG Committee. Changes in Board compensation, if any, are made at the recommendation of the N&CG Committee subject to approval by the Board. Management directors do not receive any additional compensation for their services as directors.

Director compensation shall be designed with the objectives of (i) attracting and retaining directors capable of fulfilling all the duties and responsibilities of a director and perpetuating the success of the Company's business and (ii) fairly paying directors for work required in a company of the Company's size and scope and recognizing the individual roles and responsibilities of the directors. The Board believes that director compensation should align the directors' interests with the long-term interests of the Company's shareholders.

## **STOCK OWNERSHIP REQUIREMENTS: PROHIBITION OF HEDGING OR PLEDGING OF COMPANY SECURITIES**

Directors are required to own shares of the Company's common stock. The Board has adopted a stock ownership policy that each non-management director, after five years on the Board, own Company common stock having a value equal to five times the annual cash retainer, and maintain at least that stock ownership level while a member of the Board and for one year after service as a director terminates.



Under our Codes of Ethics, directors and team members may not engage in short selling of or hedging transactions involving Company securities or purchase or sell derivatives in respect of Company securities.

In addition, directors and executive officers of the Company may not pledge any of their equity securities of the Company in connection with a margin or similar loan transaction unless approved by the Insider Trading Policy Compliance Officer and the Board.

### **ANNUAL PERFORMANCE EVALUATION OF THE BOARD**

The N&CG Committee annually oversees and reports to the Board on an evaluation of the Board's performance. As part of the Board's self-evaluation process, each director provides the Chair of the N&CG Committee with his or her assessment on various topics regarding Board composition, performance, structure, effectiveness, and responsibilities, including the mix of director skills, experience, and backgrounds, and the individual contribution of directors to the work of the Board and its committees. The assessments are organized and summarized by the Chair and presented to the Board for discussion in executive session; any necessary follow-up items are reviewed by the N&CG Committee or Chair with the Board or management, as appropriate. The N&CG Committee considers the results of the self-evaluation, together with a review of other information it deems appropriate such as director independence, meeting attendance, and the other items included in these guidelines in its annual director nomination process. As provided in its respective charter, each Committee conducts a similar self-evaluation process led by the committee chair, and the chair follows-up with management on any matters raised in the assessment. The Board's and each committee's performance evaluation includes a review of these guidelines and its committee charter, respectively, to consider any proposed changes.

The Board shall conduct a self-assessment of its performance once a year. To assist the Board in its self-assessment, the N&CG Committee will establish an evaluation process and the specific criteria on which performance of the Board and its individual members are assessed. This assessment should be of the Board's contribution as a whole and specifically review areas in which the Board and/or management believes a better contribution could be made. Each Committee of the Board will conduct a similar self-assessment of its performance once a year.

## ***Appendix 1***

### **DIRECTOR INDEPENDENCE STANDARDS**

#### ***General Statement***

The rules of the New York Stock Exchange (“NYSE”) provide that the Board of Directors of Customers Bancorp, Inc. (the “Company”) must affirmatively determine that a director has no material relationship with Customers Bancorp, Inc. (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) in order for the director to be considered independent. The Board has adopted the independence standards outlined below to assist the Board in determining whether a director is independent. In cases where a director has a relationship that is not covered in the independence standards outlined below, a majority of the Company’s independent directors, after considering all relevant facts and circumstances and taking into account the presumption of immateriality regarding certain relationships not covered in the independence standards, will make a determination of whether the relationship is material or not and therefore whether the director is independent.

#### ***Definitions***

The following definitions apply for purposes of these Director Independence Standards:

- “Affiliated Entity of a director” means any for-profit or not-for-profit entity (i) where the director is an Executive Officer, an employee, a general partner, or of counsel and/or (ii) where the director owns 10% or more of the entity.
- “Affiliated Entity of an Immediate Family Member” means any for-profit or not-for-profit entity (i) where the Immediate Family Member is an Executive Officer or general partner and/or (ii) where the Immediate Family Member owns 10% or more of the entity.
- “Executive Officer” has the same meaning specified for the term “officer” in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended.
- “Immediate Family Members” means a director’s spouse, parents, stepparents, children, stepchildren, siblings, mother-in-law, father-in-law, sons-in-law, daughters-in-law, brothers-in-law, sisters-in-law, and any person (other than domestic employees) who shares the director’s home.
- Customers Bancorp, Inc. means the Company and any of its subsidiaries.

#### ***NYSE Bright Line Standards of Independence***

##### **Directors**

In accordance with the rules of the NYSE, a director is not independent if the director:

- is, or has been within the last three years, an employee of Customers Bancorp, Inc.;
- has received, during any twelve-month period within the last three years, more than

\$120,000 in direct compensation from Customers Bancorp, Inc., excluding director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);

- is a current partner or employee of a firm that is Customers Bancorp, Inc.'s internal or external auditor; or was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on Customers Bancorp, Inc.'s audit within that time;
- is, or has been within the last three years, employed as an Executive Officer of another company where any of the Company's present Executive Officers at the same time serves or served on that company's compensation committee; or
- is a current employee of another company that has made payments to, or received payments from, Customers Bancorp, Inc. for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or two percent of such other company's consolidated gross revenues.

#### Immediate Family Members

In accordance with the rules of the NYSE, a director is also not independent if his or her Immediate Family Member:

- is, or has been within the last three years, an Executive Officer of Customers Bancorp, Inc.;
- has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from Customers Bancorp, Inc., excluding compensation received by an Immediate Family Member for service as an employee (other than as an Executive Officer);
- is a current partner of a firm that is Customers Bancorp, Inc.'s internal or external auditor; or is a current employee of such a firm and personally works on Customers Bancorp, Inc.'s audit; or was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on Customers Bancorp, Inc.'s audit within that time;
- is, or has been within the last three years, employed as an Executive Officer of another company where any of the Company's present Executive Officers at the same time serves or served on that company's compensation committee; or
- is a current Executive Officer of another company that has made payments to, or received payments from, Customers Bancorp, Inc. for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or two percent of such other company's consolidated gross revenues.

#### ***Categorical Standards of Independence***

The Board has adopted these categorical standards of independence to assist the Board in making independence determinations. The Board has considered and determined that the following relationships are not material relationships for purposes of determining whether a director is independent:

### Financial Services Relationships

A relationship, transaction or arrangement between Customers Bancorp, Inc., on the one hand, and (i) a director; (ii) an Immediate Family Member; (iii) an Affiliated Entity of a director; and/or (iv) an Affiliated Entity of an Immediate Family Member, on the other, involving depository, lending, lease financing, brokerage, investment advisory, investment banking, investment management, insurance, stock transfer, securities registrar, indenture trustee, trust and estate, custodial, cash management, stock option plan administration or other banking or financial services offered to customers by Customers Bancorp, Inc., provided that:

- such relationship, transaction or arrangement is made in the ordinary course of business of Customers Bancorp, Inc. and is on substantially the same terms as those prevailing at the time for comparable transactions with persons not affiliated with Customers Bancorp, Inc.; and,
- with respect to any extension of credit by Customers Bancorp, Inc. to any borrower described in clauses (i) – (iv) above, such extension of credit was made in compliance with applicable law, including Regulation O of the Board of Governors of the Federal Reserve System and Section 13(k) of the Securities Exchange Act of 1934; and,
- to the extent applicable, if such relationship, transaction or arrangement is with a for-profit or not-for-profit entity where a director is an employee, or a for-profit or not-for-profit entity where an Immediate Family Member is an Executive Officer, the payments to, or payments received from, Customers Bancorp, Inc. for such financial services are, in any fiscal year, less than the greater of \$1 million or two percent of such other entity's consolidated gross revenues.

### Business Relationships

A business relationship, transaction or arrangement between Customers Bancorp, Inc. and an Affiliated Entity of a director, or an Affiliated Entity of an Immediate Family Member, involving property or non-financial services, or other contractual arrangements (including lease agreements for Customers Bancorp, Inc. branch offices), provided that:

- such relationship, transaction or arrangement is made in the ordinary course of business of Customers Bancorp, Inc. and on substantially the same terms as those prevailing at the time for comparable transactions with persons not affiliated with Customers Bancorp, Inc.; and,
- the payments to, or payments received from, Customers Bancorp, Inc. for such property or non-financial services, or under such contractual arrangement, are, in any fiscal year, less than the greater of \$1 million or two percent of such other entity's consolidated gross revenues; and,
- to the extent applicable, if such relationship, transaction or arrangement is with an entity that is providing legal services to Customers Bancorp, Inc., neither the director nor an Immediate Family Member of the director performs the services to Customers Bancorp, Inc.

### Charitable Relationships

Contributions made by Customers Bancorp, Inc. to a tax-exempt organization, including a foundation or university, where a director or an Immediate Family Member of the director is employed as an Executive Officer, or where a director serves as chair of the board, provided that the contributions in any fiscal year, excluding Customers Bancorp, Inc. matching funds, are less than the greater of \$1 million or two

percent of the tax-exempt organization's consolidated gross revenues for the most recently ended fiscal year for which total revenue information is available.

#### Family Relationships

Employment by Customers Bancorp, Inc. of an Immediate Family Member, provided that:

- such Immediate Family Member was or is not an Executive Officer of the Company; and,
- such Immediate Family Member does not reside in the same home as the director; and,
- the compensation and benefits paid to any such Immediate Family Member were established by Customers Bancorp, Inc. in accordance with its employment and compensation practices applicable to team members holding comparable positions.

#### Non-Management Relationships

Except as provided above under Charitable Relationships involving a director serving as Chair, any relationship, transaction or arrangement, including business and charitable relationships, between Customers Bancorp, Inc. and a for-profit or not-for-profit entity where a director or an Immediate Family Member serves solely as a non-management board member, a member of a trade or other similar association, an advisor or a member of an advisory board, a trustee, a limited partner, an honorary board member or trustee or in any other similar capacity of such entity, or where an Immediate Family Member is employed by such entity in a non- Executive Officer position, will not be considered material or relevant for purposes of considering the independence of a director.

#### Other Relationships

Any other relationship, transaction or arrangement not covered by any of the categorical standards described above will be presumed not to be material to the director's independence as long as (i) the relationship, transaction or arrangement was made in the ordinary course of business of the parties and on substantially the same terms as those prevailing at the time for comparable transactions with persons not affiliated with Customers Bancorp, Inc., or (ii) the amount involved does not exceed \$10,000 in any fiscal year.

*Approved by Nominating and Corporate Governance Committee on March 22, 2023  
Ratified by Board on March 22, 2023*