



Leadership Development and Compensation Committee Charter

Purpose

The Leadership Development and Compensation Committee ("Committee") is appointed by the Board of Directors (the "Board") to discharge the Board's responsibilities relating to compensation for the Chief Executive Office (the "CEO") and the other executive officers of Customers Bancorp, Inc. and Customers Bank (collectively, the "Company"). The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the executive officers and will have the authority and specific responsibilities described below.

Composition of the Committee

The Committee will be composed of not less than two (2) members who will be selected by the Board from its own members. The members must qualify as independent directors as defined for Committee members by the rules of the New York Stock Exchange. At least two members of the Committee also will qualify as ["outside" directors within the meaning of Internal Revenue Code Section 162(m) and as] "non-employee" directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. Every action approved by a majority of the members present at any meeting duly held at which a quorum is present is the act of the Committee.

No action of the Committee will be void or deemed to be without authority solely because of a failure of any member to meet the qualification requirement set forth in this Charter.

Committee Procedures and Administration

The Committee will meet as often as necessary to carry out its responsibilities, but no less than three times per year. The Committee Chair will preside at each meeting. In the event the Committee Chair is not present at a meeting, the Committee members present at that meeting will designate one of its members as the acting chair of such meeting. A majority of

the Committee members will constitute a quorum for the transaction of business. The Committee may act in writing by the unanimous consent of its members.

The Committee will maintain minutes of its proceedings and will regularly report to the Board on its actions and activities. Minutes of each meeting of the Committee will be prepared and distributed after each meeting.

The Committee may form and delegate authority to subcommittees other than any power or authority required by law or stock exchange requirements to be exercised by the Board of Directors or the Committee as a whole. Delegation by the Committee to any subcommittee will not limit or restrict the Committee on any matter so delegated.

The Committee will conduct an evaluation of the Committee's performance of its responsibilities annually and present it to the Board.

Responsibilities and Duties

The Committee is charged with the responsibility of overseeing the Company's executive compensation philosophy of, and program for, compensating the CEO and executive officers of the Company at a level sufficient to attract, motivate, and retain the talent needed to achieve the short-term and long-term goals of the Company. The Committee will implement an executive compensation program which reflects that the CEO and the executive officers of the Company are compensated with salary, supplemental and incentive compensation, and certain benefits that are consistent with such philosophy. The Committee will review and reassess the adequacy of this Charter on an annual basis.

The Committee will:

1. Review, evaluate, and recommend to the Board the compensation of, and certain benefits provided to the Company's executive officers, including the CEO, at least annually, and report to the Board concerning its recommendations for final Board approval, provided that the CEO may not be present during voting or deliberations on his or her compensation. For any newly promoted or hired CEO, the Committee will make recommendations to the Board regarding compensation and retention awards.
2. In determining the incentive components of CEO compensation, the Committee may consider a number of factors, including, but not limited to, the Company's performance

and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.

3. Review and approve corporate goals and objectives relevant to the compensation of the CEO and the other executive officers, and in coordination with all independent directors, evaluate the performance of the CEO in light of those goals and objectives. Approve the level of the CEO and the other executive officers' compensation, subject to final approval by the Board for the CEO. The final assessment and compensation of the CEO will be reviewed with the CEO by the Chair or the Lead Director.
4. Administer the Company's stock option or other equity incentive plans, including without limitation, making grants and monitoring awards under such plans, interpreting the terms of such plans and taking such other actions as contemplated by such plans.
5. In particular, the Committee will review and approve the following as they affect the CEO and other executive officers:
 - i. all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities,
 - ii. any employment agreements, supplemental retirement agreements, deferred compensation plans, retirement programs, other forms of compensation deemed appropriate, and severance arrangements, non-compete or non-solicitation agreements, as applicable, and
 - iii. any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits.
6. Annually review and assess executive compensation programs to determine if they expose the Company to unnecessary or excessive risk and to implement policies and practices that may help manage and monitor such risk within acceptable parameters.
7. Review and discuss with management the Compensation Discussion and Analysis ("CD&A") and related narrative and tabular disclosures to be included in the Company's annual proxy statement or annual report on Form 10-K ("SEC Filings") and, based thereon, determine whether to recommend to the Board that the CD&A be included in

the Company's annual proxy statement or annual report on Form 10-K pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC").

8. The Committee will produce the annual Leadership Development and Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.
9. The Committee will oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, shareholders approve equity compensation plans.
10. Periodically discuss with management the implementation and effectiveness of the Corporation's policies, strategies, programs and practices relating to its human capital management function, including but not limited to those relating to talent recruiting, leadership development, progression and retention, diversity, equity and inclusion, culture, human health and safety and total rewards.
11. Periodically review and assess any human capital measures or objectives that are required to be disclosed by the SEC.

Consultants, Legal Counsel and Other Advisers

1. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser.
2. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee and will have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention.
3. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.

4. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:
 - i. the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - ii. the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - iii. the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - iv. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
 - v. any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
 - vi. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

Other

1. The Committee will review the most recent results of the Company's "say on pay" vote as well as the results of other Company stockholder votes with respect to compensation-related matters and will consider whether any changes should be made to the Company's executive compensation policies in response to such votes.
2. The Committee will review and revise as necessary, the recoupment or "clawback" policy allowing the Company to recoup compensation paid to employees.

3. The Committee will review and approve the stock ownership guidelines for executive officers and directors, and, on a periodic basis, will monitor adherence to the Company's stock ownership guidelines.
4. The Committee will select and periodically review and revise a peer group of companies against which to assess the Company's compensation programs and practices to ensure they are competitive and supportive of the Company's strategy and objectives.
5. The Committee will review the succession planning and consider whether to establish guidelines for the CEO and key executive officers' succession plan, and if established, will monitor adherence to the Company's succession planning guidelines for executive officers.
6. Perform any other activities required by applicable law, rules or regulations, including the rules and regulations of the SEC or the securities exchange on which the Company is listed, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Leadership Development and Compensation Committee deems necessary or appropriate consistent with its purpose.

2023 Leadership Development and Compensation Committee checklist

Committee Responsibility	2023 Target Completion Date	Date Completed
Annually review the compensation of the CEO and executive officers and make a recommendation to the Board for approval of the annual base salary and short-term incentive (STI) compensation paid to the CEO. The Chair or the Lead Director will review the compensation with the CEO.	March 2023	
Annually review the Company's peer group companies.	April 2023	
Review the performance of the CEO (in coordination with all independent directors) and executive officers relative to the established performance goals and objectives. The final assessment will be reviewed with the CEO by the Chair or the Lead Director.	March 2023	

Annually review and make a determination and report to the Board for approval the long-term incentive (LTI) for the CEO and eligible executive officers.	April 2023	
Review and discuss the Compensation Discussion and Analysis ("CD&A") and related narrative and tabular disclosures to be included in the Company's annual proxy statement and if satisfactory, recommend to Board for inclusion in the Company's annual proxy statement. The Committee will also provide the required committee report in compliance with the rules and regulations promulgated by the SEC.	April 2023	
The Committee will review and reassess the adequacy of this Charter on an annual basis and submit to the Board for approval.	May 2023	
Review a risk assessment of compensation plans and programs to ensure they do not expose the Company to unnecessary or excessive risks.	July 2023	
Conduct and present to the Board an annual performance evaluation of the Committee.	July 2023	
Review and assess the terms of the stock ownership guidelines for executive officers.	July 2023	
Consider whether to establish guidelines for the CEO and key executive officers' succession plans, and if established, monitor the Company's adherence to these guidelines.	July 2023	
Review, determine and approve any change in control or similar agreements/provisions for the CEO or key executive officers.	October 2023	
Review the Compensation philosophy and assess that the CEO and executive officers are compensated consistent with such philosophy.	November 2023	
Discuss with management the implementation and effectiveness of the Corporation's policies, strategies, programs and practices relating to its human capital management function.	November 2023	
Review and assess human capital measures or objectives that are required to be disclosed by the SEC (if any).	November 2023	