



Customers Bancorp, Inc.
Regulatory Affairs Committee
Charter As of 10/25/23

I. Purpose

The Regulatory Affairs Committee (the “Committee”) of Customers Bancorp, Inc., and all of its subsidiaries (the “Company”) is responsible for overseeing the Company’s overall regulatory compliance, strategy, and remediation efforts and ensuring that all regulatory endeavors associated with the Company’s strategy, environment, risk profile, and operations are suitably identified, measured, managed, and monitored to ensure compliance with regulatory requirements and expectations.

II. Membership

The Committee shall consist of no fewer than three members, as determined by the Board of Directors, each of whom shall be a director of the Company. All members of the Committee will have an understanding of relevant regulatory matters relevant to the Company. In addition, in the judgment of the Board, at least one member of the Committee will have experience with regulatory matters commensurate with the size, complexity, and risk profile of Customers Bank.

The Chair of the Committee will be an independent director who (1) is not an officer or employee of the Company and has not been an officer or employee of the Company during the previous three years, (2) is not a member of the immediate family (as defined in 12 C.F.R. §225.41(b)) of a person who is, or has been within the last three years, an executive officer of the Company (as defined in 12 C.F.R. §215.2(e)), and (3) is an independent director under Item 407 of the Securities and Exchange Commission’s Regulation S-K. The Chair will be appointed from among its members by the Board or, if the Board does not appoint one, by the Committee.

III. **Meetings**

- A. The Committee shall meet at least monthly. The Chair of the Committee, in consultation with its other members, will determine the frequency and length of meetings and will set meeting agendas consistent with this Charter. A majority of the members of the Committee present at a meeting shall constitute a quorum. Meetings may be called by the Chair of the Committee, the Executive Chair of the Regulatory Excellence Office ("REO") of the Company, or the Executive Sponsor of the REO of the Company. Except as otherwise provided here, all meetings of or other actions by the Committee will be held or taken according to the provisions of the Company's By-Laws that govern meetings of or other actions by the Board of Directors of the Company (the "Board").
- B. The Committee shall keep minutes of its meetings. The minutes shall be circulated in draft form to all Committee members and shall be considered for approval by the Committee at a subsequent meeting. The Chair shall report the Committee's actions, recommendations, or findings to the Board at the next regularly scheduled meeting following a Committee meeting.
- C. All determinations of the Committee shall be made by a majority of its members present at a duly convened meeting. In lieu of a meeting, the Committee may act by unanimous written consent.
- D. In the normal course of business, the Executive Chair and Executive Sponsor of the REO and the Managing Director of the REO, or equivalent, shall be invited to attend all regular Committee meetings. The Committee shall periodically meet in executive session with the Executive Chair and Executive Sponsor of the REO, the Managing Director of the REO, and separately, when deemed appropriate, with other members of senior management. These executive sessions shall be scheduled at the end of each regular Committee meeting. The Committee Chair shall have the ability to call an executive session with the non-management members of the Committee. The Committee Chair shall have the ability to call other executive sessions, as necessary.

IV. Committee Authority, Duties, and Responsibilities.

The Board shall be responsible for understanding regulatory regulations, requirements, and expectations, which have an impact on the Bank and for providing oversight and strategic direction. By establishing this Committee, the Board empowers the Committee to oversee the Company's activities in support of the Company's regulatory affairs efforts. The Board, and this Committee delegate the responsibility for the development and implementation of the regulatory excellence program to the Regulatory Excellence Office in coordination with senior management.

In exercising its oversight role, the Committee is entitled to rely on management to assume the primary regulatory compliance and remediation responsibilities and efforts, including the responsibility to establish appropriate policies and procedures. The Committee will also rely on periodic reports from management to address these regulatory responsibilities. Each member of the Committee will be entitled to rely, to the fullest extent permitted by law, upon the integrity of those persons within and outside the Company from whom it receives information, and the accuracy of the information.

In exercising its oversight responsibilities, the Committee will question, challenge, and when necessary in the opinion of the Committee, oppose recommendations and decisions made by management that could cause the Company harm or jeopardize the safety and soundness of the Company. Identified regulatory-related issues or concerns that may have a significant impact on the Company's financial statements will also be reported to the Company's Audit Committee.

- A. With respect to its oversight of the Regulatory Excellence Office its and framework, in such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall:

1. Oversee the establishment and operations of the Company's Regulatory Excellence Office and its policies and frameworks, including the appropriate policies, procedures, standards, and governance structure, commensurate with the Company's size and complexity, to effectively identify, measure, manage, and monitor key and emerging regulatory risks to the Company.
2. Review and approve at least annually the regulatory strategy and policies of the organization to ensure that the framework remains aligned with the Company's strategic plan.
3. Receive and review reports from senior management (including the Executive Chair and Executive Sponsor of the REO) regarding regulatory compliance, remediation, and strategy activities.
4. Support the independence of the REO through separate oversight responsibilities from other Board committees and the Chief Risk Officer (CRO), providing the Executive Chair of the REO and the Managing Director of the REO direct access to the Committee and the Board.
5. Receive and review reports from senior management regarding progress against regulatory-related actions to ensure the Company is meeting its commitments to regulators.
6. Review and approve the allocation of resources to ensure that the REO has sufficient support to successfully execute its responsibilities.
7. Carry out other duties that may be delegated to it by the Board.

B. The Committee shall also:

1. Review significant capital expenditures and potential significant merger and acquisition activity with consideration for regulatory implications.
2. Consider the regulatory implications of new strategic customer-facing banking products, services or business lines.
3. Receive and review reports on selected regulatory topics such as management or the Committee deems appropriate from time to

time.

4. Consult with other Board committees on regulatory matters, in a way the Committee or its Chair deems appropriate.
5. Meet regularly with the Company's primary regulators to independently understand and communicate the Company's regulatory requirements, expectations, strategy, and activities.
6. Annually review its own performance, based on criteria or in accordance with procedures agreed upon with the Company's Nominating and Corporate Governance Committee.
7. Provide regular reports of its activities to the Board.

V. Access to Records and Advisors

The Committee shall have full access to any relevant records of the Company and have the power and authority to obtain, at its discretion, advice, and assistance from internal or external financial, legal, accounting or other advisors, and to hire and compensate external advisors at the Company's expense. The Committee may request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.

VI. Delegation of Authority

The Committee may form, and delegate authority to, subcommittees comprised of one or more members of the Committee, as appropriate. Each subcommittee shall have the full power and authority of the Committee, as to matters delegated to it.

VII. Amendments

The Committee shall review and reassess this charter annually. The Board may amend this charter, from time to time, upon recommendation of the Committee or the Company's Nominating and Corporate Governance Committee, by action at any meeting or by unanimous written consent.

Organizational Area:
Charter for:
Individual Responsible for Updates:
Board of Directors Approval Date:

Risk & Compliance
Regulatory Affairs Committee
Executive Chair and Sponsor of REO,
Regulatory Affairs Chair
October 25, 2023