



Technology Oversight Committee Charter

Purpose

The primary purpose of the Eagle Bancorp, Inc. and its subsidiaries ("Company") Information Technology Oversight Committee ("TOC") is to assist the Company's Board of Directors ("Board") by providing heightened oversight of the Company's information technology ("IT") risk governance framework and IT functions, including the strategies, policies, procedures, processes, and systems established by management to identify, measure, monitor, and manage major IT risks of the Company.

The TOC is intended to promote a robust and effective IT operational, infrastructure and information security environment and culture, and to facilitate Board-level oversight of IT risk-related issues. The TOC is also intended to serve as a resource to management by helping to identify and oversee major IT risks across the entire Company. Additionally, the TOC is focused on enhancing management's and the Board's understanding of the Company's overall IT operating and infrastructure environment, IT risk appetite and IT risk management activities and effectiveness, including but not limited to overseeing management's design and operation of effective IT controls. At its discretion, the Committee may make recommendations to the Board, including those with regard to the overall IT risk profile of the Company.

The TOC is also expected to review management's responses to, and remediation plans for, any deficiencies or IT matters identified by Regulators examiners, internal or external auditors or any first line business unit.

Membership and Structure

The TOC shall consist of at least three voting members. The members of the TOC, including the Chair of the TOC ("TOC Chair"), shall be appointed by the Board and may be removed from the TOC, with or without cause, by the Board. Vacancies shall be filled by a majority vote of the directors of the Board.

At least one member shall have experience in identifying, assessing, and managing IT systems and infrastructure (as determined by the Board in its business judgment).

Non-voting members of the TOC shall include the Company's Chief Administrative Officer, Senior Technology Manager, Chief Risk Officer, Chief Information Security Officer, Chief Legal Officer and Chief Audit Executive, or from time to time each of their delegates.

To ensure appropriate oversight of IT and other issues without unnecessary duplication, the TOC Chair and chairs of each of the other Board committees shall communicate as they deem advisable.

The TOC is authorized to access all pertinent information from management.

Meetings

The TOC shall meet monthly, and more frequently as the TOC or TOC Chair deems necessary or desirable. The TOC Chair will designate the dates for the TOC meetings by the date of the last meeting in the prior calendar year. In-person attendance is preferred, although teleconference attendance is permissible from time-to-time. A voting quorum is considered the majority of voting members. Meetings shall allow for an executive session.

Technology Oversight Committee Charter

The TOC Chair has the power to call a TOC meeting as the need arises and shall preside at each meeting of the TOC and, in consultation with management and the other members of the TOC, shall set the agenda of items to be addressed at each meeting and shall report the highlights of TOC meetings to the Risk Committee of the Board and the full Board via meeting minutes and/or formal oral or written reports. The TOC Chair report should summarize the activities of the TOC, and should inform the Risk Committee and the Board about any material breaches of Risk Appetite Statements (RAS) or risk policy limits, and the plans for the remediation of any known deficiencies.

The TOC Chair shall ensure that relevant meeting materials are gathered and distributed as soon as administratively practicable in advance of the scheduled meeting. Meeting minutes are required and voting members shall review and approve meeting minutes.

Responsibilities and Duties

This section describes some of the oversight responsibilities of the TOC. This list is not intended to be exhaustive, and the TOC may take on additional oversight responsibilities from time to time. Some of these responsibilities are intended to be subject to review by the TOC, while others are intended to be subject to review only as necessary, advisable, or appropriate.

The TOC's responsibilities are to provide heightened oversight of management's IT related responsibilities and to ensure that any commitments made by the full Board to the Regulators regarding IT are carried out, as well as ensuring appropriate levels of management accountability for the execution of a stable and well-governed IT environment and the remediation of any known IT related deficiencies. The TOC has no duty to assure compliance with laws and regulations or to conduct investigations.

The TOC shall:

- Review any IT Examination Findings within 60 days of the issuance of any report of examination once it is memorialized in writing by the Regulators;
- Review management's response to any IT Examination Findings, and review and challenge management's remediation plans to ensure the deficiencies identified in any IT Examination Findings are fully remediated in a prompt, efficient and sustainable manner;
- Ensure that the Company has the appropriate human capital and financial resources and, if necessary, external expertise, to address deficiencies identified in any IT Examination Findings and to close out such findings in a manner and timeframe acceptable to the Regulators;
- Ensure that management has in place (1) an appropriate "second" and "third" line compliance, risk assessment and audit testing and reporting framework to facilitate the remediation of the any IT Examination Findings, and (2) an adequate internal control and governance environment surrounding such remediation efforts that is both designed and operating effectively;
- Proactively monitor and hold management accountable for the timely and successful completion of the Company's IT project plans and key milestones associated with any remediation plans to address any IT Examination Findings;

Technology Oversight Committee Charter

- Proactively monitor and hold management accountable for the close-out and timely remediation of other outstanding IT technology issues that have been identified in the Company's Issue Management Tracking System (IMS);
- Oversee the execution of the annual IT Audit Plan of the Company's Internal Audit Department in coordination with the Audit Committee; and
- Oversee the annual IT Risk Assessment to be undertaken by the Chief Risk Officer.

Other TOC Responsibilities:

- Maintain minutes of its meetings and records relating to those meetings and the TOC's activities that, among other things demonstrate the TOCs review and challenge of management's IT related activities;
- Review and assess the quality, clarity and completeness of the information provided to the TOC and make recommendations to management as the TOC deems appropriate from time to time for improving such materials;
- Review and reassess the adequacy of this Charter annually and recommend to the Board any proposed changes to this Charter; and
- Conduct a biennial self - evaluation of the Committee's performance, as well as the performance of any subcommittees of the Committee.

Delegation of Authority

The TOC Chair or his/her designee shall preside at each meeting of the TOC and shall ensure the delivery of an agenda and relevant materials as soon as administratively practicable prior to any scheduled meeting.

In fulfilling its responsibilities, the TOC shall be entitled to delegate any or all of its responsibilities to a subcommittee or working group of the TOC, to the extent consistent with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines, and applicable law and rules of markets in which the Company's securities then trade.

The TOC may retain any independent counsel, experts, or advisors that the TOC believes to be desirable and appropriate. The TOC may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the TOC, for payment of compensation to any such persons employed by the TOC and for ordinary administrative expenses of the TOC that are necessary or appropriate in carrying out its duties.