



RISK COMMITTEE CHARTER

As Approved by the Boards of Directors

February 2024

TRUSTCO BANK
AND
TRUSTCO BANK CORP NY
RISK COMMITTEE CHARTER

As Approved by the Boards of Directors

February 2024

Purpose and Objectives

The Risk Committee (the “Committee”) was constituted by the boards of directors (“boards”) of TrustCo Bank Corp NY (the “Corporation”) and Trustco Bank (“Bank”) for the purpose of overseeing the management of the Enterprise Risk Management (“ERM”) Program of the Corporation the Bank and to ensure that risk is appropriately identified, measured, treated, monitored and reported within the governance structure approved by the boards. These objectives shall be pursued within the framework of the board-approved policies and the ERM Program established by the Executive Vice President responsible for risk management of the Corporation and the Bank.

Membership

The Committee shall be comprised of not fewer than four members of the boards. Members of the Committee will be appointed by the boards, and at least four members of the Committee must be, “independent” as defined under the rules of the NASDAQ Stock Market. The Committee need not be comprised exclusively of directors who are independent, as so defined.

Responsibilities

The boards shall be responsible for understanding the quantity of financial and non-financial risks facing the Corporation and the Bank and evaluating the adequacy of the risk management tools used by Corporation and Bank management to address these risks. By establishing the Committee, the boards empower the Committee to function as the primary line of oversight for risk management activities within the Corporation and the Bank. The boards delegates the responsibility for the development and implementation of an ERM Program to the Executive Vice President responsible for risk management under the oversight of the Committee and the Management Risk Committee (“MRC”). Once established, the Enterprise Risk Management Policy and Program will be updated and approved annually by the Committee.

Specifically, the Committee will fulfill the following key responsibilities:

1. Approve acceptable risk appetite and tolerance levels, limits, and metrics, taking into consideration the strength of the Corporation's and the Bank's capital, liquidity and overall quality of risk management, measurement, and reporting systems.
2. Assign responsibility to the Executive Vice President responsible for risk management for the establishment of the ERM Program and for reporting on individual risk areas, as well as the Corporation's and the Bank's overall risk profile.
3. Review risk assessments prepared by management and the MRC that identify and evaluate material risks, including both qualitative and quantitative aspects, and assist the boards in understanding the nature and level of the Corporation's and the Bank's risks.
4. Ensure that risk is being actively identified, measured, treated and monitored to within the established and acceptable risk tolerance levels.
5. Annually review and update as needed the Committee charter and membership and ensure that the ERM Policy and Program are updated and approved at least annually.

In its performance of the above key responsibilities, the Committee shall assist the boards to meet their fiduciary obligations in assuring that the Corporation and the Bank operate in a safe and sound manner, and in accordance with the applicable interagency regulatory guidance.

Committee Structure and Operations

The boards must designate one member of the Committee as its chairperson. The Committee must meet once every fiscal quarter, or more frequently if circumstances dictate.

The Committee may request any officer or employee of the Corporation or the Bank or their respective outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. A meeting of the Committee may be called by the Committee chairperson or any two members. A majority of the entire membership of the Committee shall constitute a quorum for the conduct of business by the Committee or for any specified item of business at any meeting of the Committee. Actions may be taken by majority vote held at a meeting or by unanimous written consent.

The minutes of each meeting shall be prepared by the Secretary or such other person designated by the Committee chairperson as Acting Secretary of the Committee. The Secretary shall record the minutes in the books and records of the Corporation and shall be responsible for maintaining such minutes on behalf of the Committee. The Committee shall report its activities to the board on a regular basis and make such recommendations as it deems necessary or appropriate.

Resources and Authority of the Committee

The Committee will have the resources and authority appropriate to discharge its duties and responsibilities. The Committee may, in its sole discretion and at the expense of the Corporation or the Bank, as appropriate, retain or obtain the advice of legal counsel or other adviser (an “Adviser”) and, therefore, has the authority to select, terminate, and approve the fees and other retention terms of any Adviser in connection with the discharge of its duties and responsibilities, as it deems necessary or appropriate without seeking approval of the full board or management. Further, the Committee will have direct and unrestricted access to Corporation and Bank management and non-management personnel and all Corporation and Bank records. The Committee will be directly responsible for the appointment, compensation, and oversight of the work of any Adviser retained by the Committee, and the Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such Adviser, as well as for any administrative or other expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.

In performing their responsibilities under this Charter, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- Officers or employees of the Corporation or the Bank whom the boards and Committee members believe in good faith to be reliable and competent in the matters presented;
- Other persons as to matters that the board and Committee members believe in good faith to be within the professional or expert competence of such person; or
- Committees of the boards as to matters within such committees’ designated authority which committees the board and Committee members believe in good faith to merit confidence.

The Committee may, in its discretion and subject to the requirements of applicable law, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Acknowledgment, Adoption and Ratification by the Bank Board of Directors

It is anticipated and understood that the board of directors of Trustco Bank will acknowledge, adopt and ratify this Charter so as to make it and the Risk Committee established thereby fully applicable to the Bank. Thus, as constituted, the Risk Committee shall be obligated to and authorized to act for the Bank in the same way and under the same terms and conditions as govern the Risk Committee’s dealing with the Corporation.