



Central Bancompany, Inc.

Risk Committee Charter

I. PURPOSE

The Risk Committee (the “Committee”) of Central Bancompany, Inc. (the “Company”) is responsible for assisting the Board of Directors of the Company (the “Board”) in overseeing the risk management functions of the Company. The function of the Board and the Risk Committee is one of oversight. Risk assessment and risk management are the responsibility of management, but ultimate responsibility and accountability for risk management rests with the Board. As applicable, the term “Company” shall include both Central Bancompany, Inc. and The Central Trust Bank.

The Committee’s primary duties and responsibilities are to:

1. Assess whether the risk management functions provide proper oversight of the Company’s risk profile consistent with the Board’s established risk appetite;
2. Ensure issues and concerns are elevated to the Board and the Company’s Audit Committee, as appropriate;
3. Assist the Board in defining the Company’s risk appetite in the Company’s Risk Appetite Statement, including by reviewing the Company’s Risk Appetite Statement and recommending to the Board any changes thereto;
4. Review, and assess the effectiveness of, the Company’s Enterprise Risk Management program (as established and described in the Company’s Enterprise Risk Management Policy), including management’s implementation thereof, and recommend to the Board any changes thereto;
5. Monitor regulatory matters, including regulatory developments and results of examinations; and
6. Evaluate the adequacy of resource allocations to the risk management functions.

II. COMPOSITION

The Committee shall be comprised of two or more directors as determined by the Board. The Board shall appoint the members of the Committee and designate the Chair of the Committee. The Board may also designate a Vice Chair and other Committee positions it deems appropriate. The establishment of the number of Committee members and the appointments to the Committee shall be in accordance with the applicable provisions of law and the Company’s



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Bylaws. Committee members shall be generally acquainted with relevant risk-management principles and practices and have experience in one or more of the areas of the Committee's responsibilities.

The Committee may, in its discretion, establish one or more subcommittees, management committees, task forces, and/or working groups comprised of Committee members and/or other Company personnel to assist the Committee in fulfilling its duties and responsibilities.

III. MEETINGS

The Committee shall meet at least quarterly, or more frequently as determined by the Committee Chair. Meetings may be called by the Committee Chair, Vice Chair or by the Company's Chief Executive Officer or President. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the Committee members present at a meeting with a quorum shall be the act of the Committee.

The Chair (or, in the absence of the Chair, the Vice Chair or other designee) shall preside at meetings of the Committee and may distribute meeting agendas. The Committee shall keep minutes of its meetings.

Members of the Committee may participate in meetings by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Any action which is required to be or may be taken at a meeting of the Committee may be taken without a meeting if, setting forth the action so taken, all of the members of the Committee consent thereto in writing or by electronic transmission.

IV. RESPONSIBILITIES AND DUTIES

In carrying out its responsibilities, the Committee shall utilize procedures and practices that are flexible in order to best react to changing conditions. In meeting its responsibilities, the Committee will:

1. Review and update this Charter periodically as necessary.
2. Review its own performance on an annual basis, including reviewing the Committee's compliance with this Charter.



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3. Review Enterprise Risk Management reports and activities to help ensure the Company's risk profile is consistent with the Board approved Risk Appetite Statement and that all material risks are appropriately monitored across the board committee structure.
4. Periodically discuss with management risk assessment and risk management matters, including the policies related thereto, coordinating with the Audit Committee as appropriate.
5. Review the strategies, policies, procedures, reports, models and systems established by management to identify, assess, measure, and manage the major risks facing the Company, which may include an overview of credit, operational, compliance, interest rate, liquidity, capital management, reputational, and strategic risks.
 - a. Review significant reports prepared by Company staff in connection with activities related to the functions of the Committee, and follow-up on action items and issues identified in such reports.
6. Review issues cited in regulatory examinations that relate to the duties and responsibilities of the Committee.
7. Investigate any matter brought to its attention within the scope of its duties.
8. Review progress on Strategic Planning issues that relate to the Committee's duties and responsibilities, and present findings to the Board for review.
9. Maintain minutes of meetings, periodically report to the Board on significant results of the foregoing activities and make related recommendations to the Board.
10. Review the appointment and performance of the Chief Risk Officer and confirm the Chief Risk Officer has sufficient stature, authority, independence and resources, including budget, staffing, and systems of internal controls, within the Company.
11. Review regulatory, industry or risk management trends and recommend to the Board any other processes and systems that are necessary or appropriate to implement and monitor compliance with risk management policies and procedures.
12. Oversee any policy, practice, or other matter, whether or not referenced in this Charter, that may be specifically assigned or delegated by the Board.



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V. RESOURCES AND AUTHORITY

In discharging its oversight role, the Committee is granted the authority and resources necessary to discharge its responsibilities or to investigate any matter brought to its attention. The Committee will receive appropriate levels of management information to enable the Committee to meet its oversight responsibilities. The Committee may request any officer or employee of the Company, any adviser to the Company or the Committee, or any other person to attend a meeting of the Committee or to meet with any members of, or advisers to, the Committee. The Committee may retain outside legal or other advisers that, in the Committee's judgment, are necessary. The Company is responsible for providing appropriate funding, as determined by the Committee, and for paying compensation to any advisers retained by the Committee and administrative expenses of the Committee in carrying out its duties.