



BOARD ENTERPRISE RISK MANAGEMENT COMMITTEE (“BRC”) CHARTER

I. Purpose

The Boards of Directors (individually a "Board," and collectively, the "Boards") of Primis Financial Corp. and its wholly owned subsidiary, Primis Bank, (collectively referred to as the “Company”), have established a joint Board Enterprise Risk Management Committee (the “Committee” or “BRC”) to oversee the Company's enterprise-wide risk management framework through the authority and responsibilities described in this Charter.

The Committee shall assist the Boards by overseeing the significant risk management functions and programs of the Company, including the establishment and maintenance of an Enterprise Risk Management (“ERM”) Program, as defined in the ERM Policy, serve as a resource to management regarding risk management efforts, and seeks to enhance the Boards understanding of the Company's overall risk profile, risk tolerances, and enterprise-wide risk management activities and their effectiveness.

The Committee’s principal roles include:

- Overseeing the strategic design and adequacy of the Company’s risk management functions, programs, and practices established by management to identify, assess, manage, monitor, and report on the Company’s significant risks for each of the ERM Program’s risk categories: credit, market (interest rate), liquidity, operational (includes Information Technology), compliance, strategy, and reputational;
- Monitoring the ongoing effectiveness of the ERM Program, including review and approval of the Risk Appetite Statement (“RAS”), which establishes risk appetites and metrics utilized to monitor compliance with the chosen risk category appetites; and
- Undertaking the specific responsibilities included in this Charter, as well as such other duties that may be prescribed by the Boards from time to time.

II. Membership

A. Appointment of Committee Members. The Committee shall consist of at least three members appointed by and will serve at the discretion of the Boards. The Chairperson of the Committee also shall be appointed by the Boards. Committee members may be removed, without cause, by the affirmative vote of the majority of the Boards at any time. Any Committee member may resign effective upon giving oral or written notice to the Chairperson of the Committee, the Corporate Secretary, or the Boards (unless the notice specifies a later time for the effectiveness of such resignation). Vacancies occurring on the Committee shall be filled by the Boards.

B. Independence Requirements. Each member shall satisfy the independence requirements set forth in Rule 5605(c)(2) of the listing Rules of the Nasdaq Stock Market (“Nasdaq”), and any applicable rules and regulations of the Securities and Exchange Commission. Members shall be appointed by its Boards and shall serve at the pleasure of the Boards and for such term or terms as the Boards may determine. In addition, the CEO shall serve as an ex-officio advisory member with voting rights as a Committee member. In addition, the Chairman of the Committee must not be a member of the “immediate family” (as defined in Regulation Y of the Federal Reserve Board) of

any person who is or has been in the last three years an “executive officer” (as defined in Regulation O of the Federal Reserve Board).

C. Additional Risk Committee Membership Requirements. At least one member of the Committee shall have experience in identifying, assessing, and managing risk exposures of large, complex firms (risk management experience in non-banking or non-financial firms may fulfill this requirement).

III. Responsibilities and Authority

The following are general guidelines establishing the responsibilities and authority of the Committee. This list is not intended to be exhaustive and subject to the approval of the Boards, and the Committee may modify the list as appropriate to meet its purposes and conduct its principal functions.

A. Oversight of Enterprise Risk. The Committee shall have the following duties:

1. Review and approve the Company’s ERM Policy at least annually, which defines its ERM Program, and monitor the ERM Program’s effectiveness to ensure the program remains commensurate with the Company’s size, complexity, and overall risk profile.
2. Receive risk-based presentations and other information from the Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”), Chief Credit Officer (“CCO”), the Chief Strategy Officer (“CSO”), Chief Information Officer (“CIO”), Chief Risk Officer (“CRO”) and other members of senior management to understand the significant risks and/or emerging risks to which the Company is exposed.
3. Oversee, provide effective challenge to, and approve the Company’s Risk Appetite Statement at least annually, including monitoring of compliance with the approved appetites assigned to each of the ERM Program’s risk categories developed and maintained by management to align with the Company’s strategic plan goals and objectives.
4. Review and approve significant risk-management related policies recommended by management at least annually, or more frequently if significant content changes are warranted.
5. Consider and provide advice to the Boards, when appropriate, on the risk impact of significant strategic decisions the Boards may be contemplating, including considering whether a strategic decision is within the parameters of the Risk Appetite Statement.
6. Monitor significant operations and information technology projects such as operating area restructuring, new lines of business, products and services, and significant core systems issues and/or the need for replacement.
7. Review the status of any pending or threatened legal matters that could have a significant impact on the Company’s business, operations, financial statements, or reputation.
8. Review the amount, nature, characteristics, concentrations, and quality trends of the credit and liquidity risk exposures to the Company’s loan and investment portfolios, including large-depositor concentrations.
9. Provide oversight of the ERM function, including, but not limited to, reviewing its independence, authority, and staffing; assessing, at least annually, the effectiveness of the ERM Program and CRO; and consulting in the appointment, compensation, and dismissal of the CRO.

10. Provide a forum for the CRO to raise any risk issues or issues with respect to the relationship and interaction between the ERM function, Company's senior management, Internal Audit Department, stockholders, or regulators.
11. Oversee the independent External Loan Review function administered by the CRO including assurance of independence of the function from loan function management.
12. Annually review and approve the independent External Loan Review engagement letters, statements of work, and the External Loan Review Policy.
13. Review the ongoing remediation status of any findings included in examination reports received from the Board of Governors of the Federal Reserve System, Virginia State Corporation Commission's Bureau of Financial Institutions ("BFI"), Consumer Financial Protection Bureau, and any other applicable federal or state banking regulatory agency with authority over the Company and any responses prepared by management to the findings and/or recommendations made in response to examination reports.
14. Review significant pronouncements and changes to key regulatory requirements relating to the Company's risk management activities.
15. In addition to the ERM Program, monitor management's implementation and maintenance of the following functions, programs, and activities:
 - A. Community Reinvestment Act
 - B. Vendor Management
 - C. Compliance Management System ("CMS")
 - D. BSA/AML/OFAC Program
 - E. Information Technology, including Cyber, Information, Privacy, and Physical Security programs
 - F. Business Continuity
 - G. Company-wide fraud activity/losses.
16. Review and approve, as applicable, any other matters related to risk management or regulatory compliance as required by the Company's regulators.

To the extent any of these duties is fulfilled by an action of the Boards or another authorized committee of the Boards, such action shall serve as satisfaction of the Committee's duty or responsibility.

B. Annual Review of Charter. The Committee shall review and assess the adequacy of this Charter at least annually and recommend to the Boards for approval any amendments or modifications to the Charter that the Committee deems appropriate.

C. Additional Risk Committee Authority. The Committee is authorized, on behalf of the Board, to do any of the following, as the Committee deems necessary or appropriate in its discretion:

1. Review and evaluate the Committee's composition and performance on an annual basis and present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.
2. Form and delegate authority to subcommittees consisting of one or more of its members as the Committee deems appropriate to fulfill its responsibilities and exercise its powers; provided that the Committee will be responsible for the decisions made and actions taken by any such subcommittee.

3. Directly engage, appoint, and oversee such independent legal and other advisors as it deems necessary or advisable to fulfill their responsibilities and powers, and determine the compensation or fees payable to such counsel or other advisors.
4. Rely upon advice and information that it receives in its discussions and communications with management, the independent auditors and such advisors as may be consulted by the Committee.
5. Request, as deemed appropriate, to assist in fulfilling its responsibilities, that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditors, or any other advisor retained by the Company, attend meetings of the Committee or any subcommittee thereof.
6. Perform other activities which are consistent with this Charter, the Company's Certificate of Incorporation, Bylaws, and corporate governance policies (each as amended from time to time), or otherwise required by applicable laws, rules, regulations, and Nasdaq listing standards.
7. Direct and supervise any investigation into any matter within the scope of its responsibilities and, in connection therewith, have access to Company personnel and documents relevant to any such investigation.
8. Incur such expenses as are necessary or appropriate in performing its duties.
9. Perform such other functions as may be requested by the Boards from time to time.
10. With respect to any authority or responsibilities granted to the Committee by this Charter, in lieu of making a final determination with respect thereto, make a recommendation to the Boards for its final approval thereof.

IV. Meetings and Procedures

The Committee will meet at least once per quarter or more frequently if deemed appropriate by the Committee or its Chairperson. The Committee will regularly report to the Boards on significant matters related to the Committee's responsibilities and as requested by the Boards with respect to other matters. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held in person, telephonically, and/or by video conferencing. The Committee may also act by unanimous written consent in lieu of a meeting, including through electronic communications as permitted under the Company's Bylaws. The Committee will maintain written minutes of its meetings that adequately record its deliberations and decisions on risk-management matters and will make such minutes available to the Boards.

V. Limitations on Risk Committee Responsibilities

Notwithstanding the responsibilities and powers of the Committee set forth in this Charter, management is responsible for the design, implementation, or maintenance of the Company's ERM framework. Each member of the Committee is entitled to rely on the integrity of those persons and organizations within and outside the Company that provide information to the Committee, and the accuracy and completeness of the financial and other information provided to the Committee by such persons and organizations absent actual knowledge to the contrary.