



Risk Committee Charter

The Boards of Directors (the “Board”) of Pathward Financial, Inc. and Pathward, N.A. and its Divisions (collectively, the “Company”) have established this Charter to establish and direct activities of the Risk Committee (“Committee”), which shall be a committee of the Board. The Charter addresses the following: Authority and Purpose, Committee Membership, Appointments and Removal, Meetings and Rules of Order, Responsibilities and Review Schedule.

1.0 Authority and Purpose

The purpose of the Committee is to assist the Board and Executive Management with their responsibilities to provide appropriate governance and oversight of the enterprise-wide risk profile and risk management of the Company’s operations. This oversight covers all enterprise risk categories relevant to the Company including without limitation: operational, compliance, legal, liquidity, market, interest rate, information technology, cyber and reputation/strategic risk, and any other material types of risk faced by the Company. The Committee will also assist the Board in fulfilling its responsibilities to provide oversight of management’s handling of credit risk, and to ensure compliance with Board decisions regarding the Company’s lending strategy and credit risk appetite.

To assist with fulfilling its purpose, the Committee is authorized to:

- Take any actions necessary to carry out provisions of this Charter or as are expressly delegated to the Committee by the Board.
- Retain external legal, accounting, or other advisors at the Company’s expense. The Committee has the authority, in its discretion, to conduct any investigation as it deems necessary or appropriate to enable it to carry out its duties.
- Delegate any of its responsibilities to a Sub-Committee(s) of its Members for the purpose of evaluating special or unique matters.
- Coordinate the discussion of and share information with, or receive information from, the Board and its other committees with respect to oversight and risk management matters relevant to the Company.
- Perform such other functions that may be delegated to it by the Board from time to time.



2.0 Committee Membership

The Committee shall consist of a minimum of three (3) Directors, a majority of which shall be independent Directors. Members of the Committee shall qualify as “independent” if they meet the independence or “non-employee Director” requirements of the Internal Revenue Service, Securities and Exchange Commission, The Nasdaq Stock Market LLC, Securities Exchange of 1934, as amended, and any other governmental or regulatory body exercising authority over the Company, as interpreted by the Board in its business judgment.

3.0 Appointments and Removal

The Board shall conduct and oversee the following:

- Elect Members of the Committee annually, or more frequently at its discretion.
- Elect a Chair of the Committee from among its Members. The Chair shall preside at each meeting. In the event the Chair is not available, the other Committee Members in attendance may appoint a temporary chair for such meeting by vote of a majority of the full Committee. Such temporary chair shall hold office only during that meeting and, upon the entrance of the Chair to that meeting, his/her temporary office shall be terminated.
- Accept a Member’s resignation or remove a Committee member. A Member may resign by delivering his or her written resignation to the Committee Chair or may be removed by majority vote of the Board by delivery to such Member with removal to take effect upon delivery thereof or a specified date. A resignation from the Board shall be deemed to be a resignation from the Committee.
- Fill any vacancies on the Committee.

4.0 Meetings and Rules of Order

The Committee may determine the procedural rules for meetings and conducting its business consistent with the Company By-Laws. Further, the Committee shall act in accordance therewith, except as otherwise provided herein or required by law. Adequate provisions shall be made for notice to Members of all meetings.



Meeting Frequency	The Committee shall meet as frequently as needed, but not less than four (4) times per year. A meeting may be called by the Committee Chair, by a majority of the Members, or at the request of the Chair of the Board.
Quorum	A majority vote of the Members present at a meeting, if a quorum is present, shall constitute an act of the Committee. A majority of Members present in person or by conference telephone or other communications equipment, by means of which all persons participating in the meeting can hear each other, shall constitute a quorum.
Action Without a Meeting	Any action required or permitted to be taken by the Committee at a meeting may be taken without a meeting if all Members consent thereto in writing, and the writing is filed with the Committee minutes.
Non-Member Attendance	The Chair of the Committee may invite to its meetings any Director, member(s) of Company management, or such other persons as it deems appropriate in order to carry out its responsibilities; however, Directors who are not Members of the Committee may not vote on any matter coming before the Committee for a vote. The Lead Director, when the Company has one, shall be invited and encouraged to attend all Committee meetings. The Committee may also exclude from its meetings any person it deems appropriate in order to carry out its responsibilities. The Company's EVP, Chief Legal and Administrative Officer is expected to attend each meeting of the Committee.
Minutes	The Committee shall maintain written minutes of its meetings and report its actions and recommendations to the Board at the next regular meeting following each Committee meeting.

5.0 Responsibilities

In furtherance of its purpose, the Committee shall have the following responsibilities:

Risk Framework	<ul style="list-style-type: none"> • Ensure the Company has appropriate strategies, policies, and systems for risk governance, risk management practices, and the risk control infrastructure. • Approve any policies or activities required to be approved by applicable law or regulation or as delegated by the Board.
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	<ul style="list-style-type: none"> • Review reports on and oversee the Company’s enterprise risk management frameworks, including processes and resources necessary for the Company to execute its risk program effectively. • Review reports from management and, if appropriate, other Board committees, regarding the adherence to enterprise-wide risk limits in conjunction with the established risk appetite and related tolerances. • Review senior management’s assessment as to whether it has adequately considered all material risk facing the effectiveness of strategies to manage those risks.
Risk Profile	Review and discuss management’s assessment of the Company’s risk position and profile, trends and emerging risks, reports from management on significant new business or strategic initiatives, and other risk management topics that the Committee deems relevant.
Risk Appetite	<ul style="list-style-type: none"> • Oversee and recommend to the Board the establishment of the risk appetite as needed but no less than every three years. • Assess the alignment of the Company’s risk profile with the Company’s strategic plan, goals, objectives, and risk appetite. Review management reporting on mitigation strategies as appropriate.
Credit Risk Oversight	<ul style="list-style-type: none"> • Oversee assessments of the Company’s credit risk position, trends, emerging risks, and alignment with risk appetite. • Oversee management’s administration of the Company’s credit portfolio, including responses to adverse trends in credit risk, credit concentration, and asset quality. • Oversee the administration and effectiveness of the Company’s credit risk management framework and policies through the review of such processes, reports, and other information as it deems appropriate.



**Limitation of
the
Committee's
Role**

While the Committee has the authority and responsibilities set forth in this Charter, management is responsible for designing, implementing, and maintaining an effective risk program. It is not the Committee's responsibility to approve such practices and procedures or assure that the Company complies with specific legal or regulatory requirements.

6.0 Review Schedule

Evaluations

The Committee shall annually review and evaluate its own performance.

**Charter
Review**

The Committee shall reassess the adequacy of this Charter annually and review and approve any recommended any proposed changes to the Board for consideration and approval.