



<b>Group:</b>	Executive / Board of Directors
<b>SubGroup:</b>	Board of Directors
<b>Policy Name:</b>	Digital and Technology Committee Charter
<b>Policy No.:</b>	BOD-1.9
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<b>Approval Level:</b>	Board of Directors

<b>Purpose:</b>	This charter outlines the purpose, membership, administration and responsibilities of the Digital and Technology Committee of the Board of Directors of 1st Source Bank.
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# **1ST SOURCE BANK**

## **DIGITAL AND TECHNOLOGY COMMITTEE CHARTER**

### **PURPOSE**

The purpose of the Digital and Technology Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of 1st Source Bank with oversight of risks, controls and strategy in technology operations, digital transformation, including digital strategies, plans and operations related to data and technology usage and implementation, data privacy, business continuity, disaster recovery, third-party technology usage, cybersecurity and for the protection of sensitive customer and proprietary information.

### **COMMITTEE MEMBERSHIP, QUALIFICATIONS, AND OTHER ADMINISTRATIVE MATTERS**

**Membership:** The Committee shall be comprised of three or more Directors of the Board.

**Qualifications:** The Board shall appoint members to the Committee who in the Board’s judgment have the experience, expertise and judgment necessary to evaluate the information and reports presented to the Committee by Management with respect to the responsibilities under this Charter.

**Term:** The members of the Committee shall be appointed by the Board annually and as vacancies or newly created positions occur, on the recommendation of the Governance & Nominating Committee of the Board.

**Leadership:** The chair of the Committee (the “Committee Chair”) shall be selected by the Board and shall preside at all meetings of the Committee at which he/she is present. In the absence of the Committee Chair, the Committee Chair may appoint one of the members of the Committee to preside at the meeting or one of the members present shall be chosen by the members of the Committee present to preside at the meeting.

**Meetings:** The Committee shall meet at least quarterly, or more frequently as circumstances dictate. The Committee will cause to be kept adequate minutes of its proceedings.

**Outside Advice:** The Committee is authorized to obtain the advice of independent technology, risk management, legal, accounting and other independent third-party advisors and subject matter experts.

**Information Source:** In performing their responsibilities hereunder, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared and/or presented by:

- One or more officers or employees of the Bank whom the Committee member reasonably believes to be reliable and competent on the matters presented;
- Counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person(s); or
- Another committee of the Board as to matters within its designated authority which the Committee member reasonably believes to merit confidence.

#### **DUTIES AND RESPONSIBILITIES**

Following are the duties and responsibilities of the Committee which the Committee may supplement from time to time as reasonably appropriate to support its purpose(s) as stated hereinabove:

##### Technology and Digital

- Receive, as and when appropriate, reports from management on strategy, risks of and/or controls for, the Bank's (i) technology and digital strategies and operations; (ii) strategies for capitalizing on industry changes and new distribution channels for products and services created by digital technologies; (iii) relevant technology and digital metrics; (iv) technology and operational resiliency policies, standards, procedures, processes, programs and planning.
- Review, discuss with and provide advice to Management, and, as and when appropriate, make recommendations to Management regarding risks of and/or controls for significant investments in support of the Bank's technology and digital strategies and operations.

##### Information Security, Cybersecurity and Data Privacy

- Receive and evaluate reports from members of Management, as and when appropriate, including, but not limited to, from the Chief Digital Officer, the Chief Information Officer, the Chief Information Security Officer and other officers or employees as appropriate, regarding risks of and/or controls for the Bank's practices, management and performance of technology operations, information security,

cybersecurity and data privacy, including reports related to the assessment, analysis and mitigation of these and related risks.

- Review, discuss with and, as and when appropriate, provide guidance to Management and make recommendations to the Board regarding material emerging technology and/or cybersecurity issues, trends, laws and regulations that may adversely affect the Bank and its business and strategies.

#### Third-Party Technology Strategy

- Receive and evaluate reports from Management, as and when appropriate, on the risks of and/or controls for the Bank's third-party technology strategies, including information on critical risks and metrics relating thereto.
- Review, discuss with and, as and when appropriate, provide guidance to Management and make recommendations to the Board regarding material emerging third-party technology issues, trends, laws and regulations that may adversely affect the Bank and its business and strategies.

#### Coordination with Management and Other Board Committees

- Coordinate with Management, including the Chief Digital Officer, the Chief Risk Officer, and the Audit, Finance & Risk Committee ("AFRC") (which coordination may be through the Chairs of each committee) to help ensure that the committee has received the information necessary to permit it to fulfill its duties and responsibilities.
- Receive reports, as necessary and appropriate, from members of Management, Management committees, the Chief Auditor and/or the Bank's independent auditors and the Bank's and Holding Company's regulators regarding assessments and reviews of technology-related risk management, governance and oversight as well as internal control systems and processes.

#### General

- Exercise such other powers and authority as the Board may, from time to time, confer upon it.
- Periodically conduct a self-assessment of the performance of the Committee and a review of this Charter biennially and make recommendations to the Board for changes to this Charter.