

ADOPTED BY THE BOARD OF DIRECTORS ON APRIL 18, 2023.

STANDING COMMITTEE STRUCTURE AND PROCEDURES

I. RESERVATION OF AUTHORITY BY THE BOARD OF DIRECTORS

The functions and duties of the standing committees described hereafter in this Resolution are subject to the resolution of the Board of Directors bearing Seal No. 074956, dated June 19, 2007, in which the Board of Directors, notwithstanding any delegations of authority to any standing committee of the Board or officer or employee of the Federal Deposit Insurance Corporation (FDIC) previously made or that thereafter may be made by the Board of Directors or any description of the specific powers and duties of the officers of the FDIC contained in the Bylaws, reserved to itself consideration of matters which would establish or change existing FDIC policy, could attract unusual attention or publicity, or would involve an issue of first impression.

II. CASE REVIEW COMMITTEE

A. Membership.

(1) The Case Review Committee shall be composed of six members as follows when the FDIC has a full Board of Directors:

(a) one member, designated by the Chairperson of the Board of Directors of the FDIC, from among the

three presidentially-appointed (internal) members of the Board of Directors;

(b) one Deputy or Special Assistant to each of the remaining four members of the Board of Directors, as designated by the respective Board member; and

(c) the General Counsel, who shall serve as a nonvoting member.

(2) The member of the Board of Directors designated in subparagraph A.(1)(a) shall serve as the chairperson of the Case Review Committee.

B. Review Authority for Administrative Enforcement Actions.

The Case Review Committee shall have review authority over:

(1) proposed actions to remove, suspend, or prohibit an individual from participation in the conduct of the affairs of an insured depository institution under section 8(e)(1) and (2) of the Federal Deposit Insurance Act (Act), and proposed actions to temporarily suspend an individual under section 8(e)(3) of the Act;

(2) proposed actions to assess civil money penalties, except for civil money penalties under:

(a) section 7(a)(1) of the Act for late, inaccurate, false or misleading filing of Reports of Condition and Income,

(b) the Flood Disaster Protection Act for violations of flood insurance requirements, and

(c) section 18(h) of the Act for failure to timely pay assessments;

(3) proposed actions to order the payment of restitution under section 8(b)(6) of the Act;

(4) proposed actions to suspend or prohibit an institution-affiliated party who is charged in any information, indictment or complaint as set forth in section 8(g) of the Act;

(5) any administrative enforcement actions that may affect FDIC policy, attract unusual attention or publicity, or involve an issue of first impression, as determined by the Director of the Division of Risk Management Supervision, the Director of the Division of Depositor and Consumer Protection, the Director of the Division of Complex Institution Supervision and Resolution, the General Counsel, their respective designees, or the chairperson of the Case Review Committee; and

(6) proposed determinations of pattern and practice of discrimination in violation of the Equal Credit Opportunity

Act or the Fair Housing Act that could result in the referral of a matter to the Attorney General or notice to the Secretary of Housing and Urban Development.

C. Functions and Duties.

(1) The Case Review Committee shall review in advance and determine whether or not to approve the issuance of orders or notices under delegated authority with respect to any proposed enforcement action described in subparagraphs B(1)-(5) or the proposed determination of a pattern and practice of discrimination described in subparagraph B(6) if the chairperson of the Committee determines that such prior review is necessary. If the chairperson of the Committee determines that such prior review is not necessary with respect to an action or determination, the Division and Office Directors shall retain their delegated authority with respect to such action or determination without the need for further review by the Committee or its chairperson.

(a) When making a determination as to whether prior review and approval by the Case Review Committee of an order, notice, or proposed determination of a pattern and practice of discrimination is appropriate, the chairperson of the Case Review Committee may confer with the other members of the Board of

Directors about matters that may affect FDIC policy, attract unusual attention or publicity, or involve an issue of first impression.

(b) As part of an approval determination under subparagraph C(1), the Case Review Committee may place defined parameters or express limitations on the issuance of an order or notice under delegated authority or the proposed determination of a pattern and practice of discrimination.

(2) The Case Review Committee may consider and provide guidance on any matter related to administrative enforcement actions. The Committee shall exercise this function:

(a) upon a request by the Director of the Division of Risk Management Supervision, the Director of the Division of Depositor and Consumer Protection, the Director of the Division of Complex Institution Supervision and Resolution, or the General Counsel, or their respective designees, if the chairperson of the Committee determines that the request should be granted; or

(b) upon a determination by the chairperson of the Case Review Committee that consideration of an enforcement-related matter is appropriate.

(3) The Case Review Committee may issue guidelines relating to administrative enforcement actions within the Committee's review authority.

D. Limitations on Delegated Authority of Division and Office Directors.

(1) The Division of Risk Management Supervision, the Division of Depositor and Consumer Protection, and the Division of Complex Institution Supervision and Resolution shall exercise delegated authority to issue notices and orders with respect to administrative enforcement actions (under the Resolution bearing Seal No. 086825, dated October 20, 2020, as amended) in a manner that is consistent with the requirements of subparagraph C.

(2) Notwithstanding the provisions of the Resolution bearing Seal No. 086825, dated October 20, 2020, as amended, which grants the relevant division and office directors and the General Counsel the authority to redelegate their authority related to enforcement actions, neither the division or office directors nor the General Counsel may sub-delegate their authority to issue or execute any required concurrent certifications on the following types of notices:

(a) notices of intention to remove or prohibit under sections 8(e)(1) or (2) of the Act;

(b) notices of assessment of civil money penalties under section 8(i) of the Act (except as excluded in subparagraphs B(2)a. - c.);

(c) notices of charges for restitution under section 8(b)(6) of the Act; and

(d) notices of removal or prohibition under section 8(g) of the Act.

E. Communication Firewall.

(1) In order to preserve the impartiality of the members of the Board of Directors, who may be called to rule upon a recommended decision of an administrative law judge in an administrative enforcement proceeding, only the Deputies and/or Special Assistants to the Board members may consider substantive issues related to any administrative enforcement proceeding after the issuance of a notice in such a case. Such matters may not be considered or addressed by the Board members themselves during the pendency of the proceeding, nor may any information regarding these proceedings be communicated by the Deputies or Special Assistants to any Board members.

(2) Notwithstanding subparagraph E(1), the chairperson of the Case Review Committee may consider and determine whether an amended notice of charges against the same insured depository institution or institution-affiliated

party should be considered by the full Case Review Committee under subparagraph C(1) prior to issuance, if the amended notice involves new or additional causes of action based upon evidence discovered or misconduct occurring subsequent to the issuance of the original notice.

III. AUDIT COMMITTEE

A. Membership. The Audit Committee shall be composed of three members as follows:

(1) one of either the Vice Chairperson of the Board of Directors or the Director (Appointive), as designated by the Board of Directors;

(2) one of either the Director (Comptroller of the Currency) or the Director (Director, Consumer Financial Protection Bureau), as designated by the Board of Directors; and

(3) a senior employee of the FDIC who reports directly to the Chairperson of the Board or one deputy to a member of the Board of Directors other than to a member who is serving on the Committee. Such individual shall be designated by the Board of Directors.

Members of the Audit Committee and the Chairperson of the Committee shall be designated by the Board of Directors of the FDIC, upon the recommendation of the Chairperson of the Board of Directors.

B. Functions and Duties. The Audit Committee shall:

(1) oversee the FDIC's financial reporting, internal controls and enterprise risk management activities;

(2) assess the sufficiency of the FDIC's internal control structure;

(3) consider reports issued by the Office of Inspector General;

(4) monitor management's response to findings and recommendations;

(5) ensure compliance with applicable laws, regulations, and internal and external audit recommendations; and

(6) perform such other duties as the Chairperson may prescribe, all for the purpose of rendering advice to the Chairperson of the Board of Directors.

IV. SUPERVISION APPEALS REVIEW COMMITTEE

A. Membership. The Supervision Appeals Review Committee shall be composed of five members as follows when the FDIC has a full Board of Directors:

(1) the Chairperson or Vice Chairperson of the Board of Directors or Director (Appointive), as designated by the Chairperson of the Board of Directors, who shall serve as Chairperson of the Committee;

(2) one Deputy or Special Assistant, other than to a member who is serving on the Committee, to the Chairperson, Vice Chairperson, and Director (Appointive), as designated by the respective Board member;

(3) the General Counsel, who shall serve as a non-voting member; and

(4) the Ombudsman, who shall serve as a non-voting member.

B. Functions and Duties. The Committee shall consider and decide appeals of material supervisory determinations as set forth in the Guidelines for Appeals of Material Supervisory Determinations, as amended from time-to-time by the Board of Directors.

V. ASSESSMENT APPEALS COMMITTEE

A. Membership. The Assessment Appeals Committee shall be composed of six members as follows when the FDIC has a full Board of Directors:

(1) the Vice Chairperson of the Board of Directors or Director (Appointive), as designated by the Chairperson of the Board of Directors, who shall serve as Chairperson of the Committee;

(2) a Deputy or Special Assistant to the Chairperson of the Board of Directors, as designated by the Chairperson;

(3) a Deputy or Special Assistant to the Director (Comptroller of the Currency), as designated by the Director (Comptroller of the Currency);

(4) a Deputy or Special Assistant to the Director (Consumer Financial Protection Bureau), as designated by the Director (Consumer Financial Protection Bureau);

(5) a Deputy or Special Assistant, other than to the member who is serving on the Committee, to the Vice Chairperson or Director (Appointive), as designated by the respective Board member; and

(6) the General Counsel, who shall serve as a non-voting member.

B. Functions and Duties. The Assessment Appeals Committee shall consider and decide appeals regarding assessment matters as provided in the Guidelines for Appeals of Deposit Insurance Assessment Determinations, as amended from time-to-time by the Board of Directors.

VI. MISCELLANEOUS

A. The chairperson of each committee will schedule meetings of the committee and appoint the members of any subcommittees established by the committee.

B. The standing committees will meet on a regular basis and shall periodically submit reports of their actions to the Board of Directors at such times as the Board shall determine.

C. Although no permanent staff members are assigned to the committees, the committees may request staff assistance from the operating divisions and offices of the FDIC as necessary. Moreover, the committees may establish subcommittees and delegate some of their responsibilities to those subcommittees.

D. The standing committees may promulgate rules governing their operations and functions.

E. Any member of a committee, other than the committee's chairperson, may designate a senior member of the member's staff within the substantive areas of responsibility related to cases before a committee to act on the member's behalf in the event of the member's absence or inability to attend meetings of the committee. The Chairperson of the Board of Directors may designate an Appointive Director (as defined in the Bylaws) to serve as the chairperson of a committee during any period in which the committee's chairperson is absent or unable to act as its chairperson. Any senior staff member or Appointive Director designated in accordance with this paragraph will be considered to be a member of that committee, and in the case of a designated Appointive Director, its chairperson, during the term of such designation. Any designation made pursuant to this

paragraph will be made in writing and will be of indefinite duration unless the document making the designation specifically limits the duration or until the designee leaves the senior staff of the committee member or is no longer an Appointive Director, as applicable.

F. In the event one or more vacancies on a committee exist as a result of an absence of individuals eligible for designation or appointment, and this results in a committee having either one voting member or an even number of voting members, the Chairperson of the Board of Directors will designate a sufficient number of temporary members to the committee from among the officers of the FDIC (as defined in the Bylaws) so that each committee has an odd number of voting members. The Chairperson of the Board of Directors will designate the minimum number of temporary members necessary to provide an odd number of voting members on each committee and will indicate the vacancy in which the temporary member serves (for example, as a Temporary Member in lieu of the Deputy or Special Assistant to the Vice Chairperson, now vacant). Each temporary member will be considered a member of the committee for the term of the temporary member's designation. The temporary member's committee membership will terminate when an eligible individual is designated to the committee in the

position in which the temporary member serves. The provisions of this Paragraph F. are not be applicable to the Audit Committee.