

**CHARTER
OF THE EXECUTIVE COMMITTEE
OF THE
BOARDS OF DIRECTORS OF TRUIST FINANCIAL
CORPORATION AND TRUIST BANK**

Purpose

The Executive Committee (the “Committee”) is a joint committee appointed by the Boards of Directors (collectively and/or individually for the respective corporation, as the case may be, the “Board”) of Truist Financial Corporation and Truist Bank (collectively and/or individually herein, as the case may be, the “Corporation”) and has the purpose of providing a means of exercising, during the intervals between meetings of the Board, all the powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted by applicable law. In this regard, the Committee acts on behalf of the Board in the best interest of the Corporation and its shareholders in all matters for which the Board may act, to the extent permitted by applicable law. All acts done and powers conferred by the Committee shall be deemed to be, and may be certified as being, done and conferred under authority of the Board.

Committee Membership

The Committee members and its Chair shall be appointed annually by the Board on the recommendation of the Nominating and Governance Committee. They may be replaced by the Board and shall include the Chief Executive Officer and Chairman of the Board; provided, that, if the offices of Chief Executive Officer and Chairman of the Board are held by different individuals, then: (i) the Chairman of the Board shall be a member of the Committee; and (ii) the Chief Executive Officer shall be a member of the Committee so long as such officer is also a director of the Corporation. The Committee shall have at least three members.

The Committee may delegate to its Chair such power and authority as the Committee deems to be appropriate, except such powers and authorities required by law or regulation to be exercised by the whole Committee or as conferred on other Board committees.

Meetings

The Committee shall meet as often as it deems appropriate. The Committee Chair may request that certain officers or employees of the Corporation, the Corporation’s outside counsel or the Corporation’s independent auditor, as the Committee deems appropriate, be present at meetings of the Committee. The Chair of the Committee shall have the sole authority to call the Committee into executive session, provided that any member of the Committee may request that the Chair call an executive session, subject to the Chair’s discretion.

Committee Duties and Responsibilities

1. To the extent permitted by applicable law, this Committee has and may exercise, during the intervals between the meetings of the Board, all the powers and authority of the Board in the management of the business and affairs of the Corporation in a manner that the Committee determines to be in the best interests of the Corporation and its

shareholders.

2. The Chair of the Committee shall report periodically to the Board on the Committee's activities. The Committee shall maintain minutes of its meetings.
3. The Committee shall annually review and assess the adequacy of its Charter and recommend to the Board any changes to this Charter. The Committee shall annually review its own performance, assessing the skills and resources required to meet its obligations under this Charter, and shall recommend to the Board such enhancements as the Committee deems prudent.
4. The Committee shall carry out such other duties as may be delegated to it by the Board from time to time.

Committee Powers and Authority

1. The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent risk management, legal, accounting or other advisors and shall have sole authority to approve the advisors' fees and other retention terms, including the authority to limit the amount of fees an advisor may earn from other services provided to the Corporation. The Corporation shall provide appropriate funding, as determined by the Committee, to allow the Committee to perform its functions, including for the fees and expenses of outside advisors to the Committee.

Reviewed and approved December 7, 2019