

**CHARTER  
OF THE NOMINATING AND GOVERNANCE COMMITTEE  
OF THE  
BOARD OF DIRECTORS OF TRUIST FINANCIAL CORPORATION**

Purpose

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Truist Financial Corporation (the “Corporation”) to assist the Board in: (i) reviewing the qualifications and independence of the members of the Board and its various committees on a periodic basis as well as the composition and structure of the Board as a whole; (ii) identifying and recommending to the Board nominees for election as directors; (iii) evaluating the annual performance of the Board and its committees and the performance of incumbent directors in determining consideration for reelection; (iv) facilitating Board development programs and providing guidance and oversight on corporate governance and related matters; and (v) overseeing and administering relevant policies, procedures, and codes of ethics, as more specifically described below.

Committee Membership

The Committee members and its Chair are appointed annually by the Board, on the recommendation of the Committee, and may be replaced by the Board. The Committee shall have at least three members. All members must meet the independence requirements of the New York Stock Exchange, the rules and regulations of the Securities and Exchange Commission, the Corporation’s Corporate Governance Guidelines and any standards of independence as may be prescribed by any applicable listing standards, laws and regulations relating to the Committee’s duties and responsibilities.

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 by a subcommittee of at least two members.

Meetings

The Committee shall meet as often as it deems appropriate; provided, however, that the Committee shall meet at least twice per year. The Committee Chair may request that certain officers or employees of the Corporation, the Corporation’s outside counsel, independent auditor or other advisors, as the Committee deems appropriate, be present at meetings of the Committee. The Committee may meet in executive session without members of management in attendance as often as deemed appropriate. 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. As it relates to directors, the Committee shall:

- a. Review the qualifications and independence of the members of the Board and its various committees, as well as the composition and structure of the Board.
  - b. Review and make recommendations as to the Board's committee structure.
  - c. Annually review and recommend: (i) to the Board, the composition of Board committees; and (ii) to each Board Committee, the chair of such committee.
  - d. Assist the Board in identifying and reviewing qualifications of prospective directors of the Corporation, as well as assist the Chief Executive Officer and the Board in reviewing the Corporation's succession plans relating to directors. The Committee shall select individuals with diverse skills and characteristics who demonstrate the highest personal and professional integrity, have demonstrated exceptional ability and judgment and who shall be the most effective in serving the long-term interest of the Corporation's shareholders.
  - e. Nominate directors for election by shareholders at the annual meeting of shareholders, or at a special meeting of shareholders.
  - f. In connection with the nomination process, the Committee shall establish appropriate policies and procedures for determining director nominees, including the procedure for shareholders' submissions of recommendations in accordance with the Corporation's Bylaws, Corporate Governance Guidelines, Director Nomination Policy and applicable law and regulation.
  - g. Oversee the annual evaluation of the Board and its committees.
  - h. Oversee and evolve as appropriate the Board Development Program and any other director orientation and continuing education programs.
  - i. In the event that a nominee for director fails to receive the required vote for reelection, recommend to the Board, in accordance with the Director Resignation Policy found in the Corporate Governance Guidelines, whether to accept such director's resignation from the Board.
2. As it relates to corporate governance and related matters, the Committee shall:
- a. Administer the Corporation's Related Person Transactions Policy and Procedures.
  - b. Annually review and recommend to the Board any changes to the Corporation's Articles of Incorporation, Bylaws, Committee Charters, Corporate Governance Guidelines, and Statement of Political Activity, as deemed appropriate.
  - c. Oversee management's integration of the Corporation's purpose, values and culture with its strategy and objectives.
  - d. Periodically review, recommend changes, consider exceptions, and monitor compliance with the Code of Ethics, the Code of Ethics for Directors, the

Supplemental Code of Ethics for Senior Financial Officers and other written corporate governance policies.

- e. As it determines appropriate, oversee the Corporation's policies, programs, strategies, and practices related to environmental, social and/or humanitarian matters.
  - f. Be responsible for administering the Corporation's shareholder engagement program, ethics program, and corporate social responsibility report.
  - g. As it determines appropriate, overseeing the Corporation's emergency CEO succession and continuity planning, including that the same is effectively administered by management.
3. The Chair of the Committee shall report periodically to the Board on the Committee's activities and recommendations. The Committee shall maintain minutes of its meetings.
  4. 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.
  5. 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 any search firm in order to assist in identifying director candidates and legal, accounting or other advisors and shall have the sole authority to approve the search firm's and advisors' fees and other retention terms, including the authority to limit the amount of fees the search firm or 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 any search firm and outside advisors to the Committee.

Reviewed and approved December 7, 2019