

Ethics Business Practices and Conduct Committee Charter

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1. Purpose

The purpose of this charter is to define the membership, roles and responsibilities, authority and meeting administration of the Ethics, Business Practices, and Conduct Committee (“EBPCC”). The purpose of the EBPCC is to assess and make determinations regarding Truist’s business practices to ensure alignment with core purpose, principles, and values and to share best practices. The Committee also serves as the forum for enterprise reputational risk exposures.

2. Membership

The Committee will consist of the following members, however other risk professionals and business/function leaders may be requested to attend Committee meetings at the discretion of the Committee Chair (“Chair”):

Voting Members
Chairman and CEO
President and COO
Chief Risk Officer
Deputy Chief Risk Officer (Chair)
Chief Financial Officer
Head of Banking & Insurance
Chief Legal Officer and Head of Human Resources
Head of Retail Community Banking
Chief Human Resources Officer
Enterprise Ethics Officer (Secretary)
Corporate Responsibility Officer
Non-Voting Members
Head of Commercial Community Banking
Head of National Consumer Finance and Payments
Enterprise Chief Information Officer
Head of Corporate & Institutional Group
Head of Private Wealth Management
Chief Digital & Client Experience Officer
General Auditor

3. Committee Responsibilities

The EBPCC will achieve its purpose through review of the following primary areas of responsibility, as appropriate:

- Sales Practices;
- Client/Product Suitability;
- Incentive/Reward Systems; including annual review of incentive/reward designs;
- Culture;
- Conduct;
- Risk Education and Awareness;
- Periodic review of client complaints reporting;
- Periodic review of employee concerns/investigations reporting

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The EBPCC will also review reputational exposures and external-related issues such as industry considerations, peer financial institution issues, trade group issues, and emerging issues/external risk factors and their potential impact on the organization, including:

- Environmental, Social, and Humanitarian Issues related to business practices;
- Strategic partner practices;
- Critical 3rd party practices;
- Client practices

4. Authority

- This Committee reports to and operates under the authority of the BRC;
- This Committee may form and delegate authority to subcommittees, as appropriate;
- This Committee may also commission Working Groups to support this Committee and applicable subcommittees, as appropriate;
- A comprehensive inventory of the Truist Committee Governance structure is maintained by the Policy Management and Governance team <Link Placeholder>

5. Meeting Administration

5.1 Schedule and General Administration

- The Committee will meet quarterly and at the request of the Chair. The Committee may also act upon matters of importance by e-mail vote and acknowledgement to approve or disapprove matters presented;
- All members are expected to attend each meeting. If unable to attend, voting members are expected to notify the Chair to ensure a quorum will be reached.

5.2 Voting Requirements / Quorum

- A quorum consists of a majority of the voting members, and must include the Chair, or designee. Each voting member, or assigned delegate, will cast a vote, with the majority determining the final outcome. In the event of a tie vote, the topic may be adjudicated by the parent committee.

5.3 Interactions and Escalation

- The BRC serves as the primary governance body for all required escalation matters;
- In order to effectively fulfill its responsibilities, the EBPCC may regularly coordinate actions and activities with other Executive Management level committees;
- Matters may also be escalated to this Committee from other Committees, sub-Committees, or Working Groups;
- Many of the Executive Management level committees maintain overlap in Executive membership and other select meeting participants. To further ensure connectivity and transparency, summary meeting content may also be shared between these committees.
- The EBPCC interacts with the Board of Directors as outlined below:
 - The Committee will provide updates of decisions made to the BRC;

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- Additional periodic reporting will occur to the Board Nominating & Governance Committee and the Board Compensation Committee as it pertains to their respective committee scope of responsibilities.

6. Change Log

Version	Section	Change Author	Date	Change Summary
1	All	Tiffany Wyne	10/04/2019	New Charter

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