

**CHARTER
OF THE TECHNOLOGY COMMITTEE
OF THE
BOARD OF DIRECTORS OF TRUIST FINANCIAL CORPORATION AND TRUIST
BANK**

Purpose

The Technology 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”) to assist (i) the Board in its oversight of the Corporation’s technology strategy and operations, and significant investments in support of such strategy and operations, all with the objective of combining technology with a consumer touch to create the trust necessary to build and sustain profitable client relationships, and (ii) the Board and its Risk Committee in oversight of technology risks.

Committee Membership

The Committee members and its Chair shall be appointed annually by the Board, on the recommendation of the Nominating and Governance Committee of the Corporation, and may be replaced by the Board. The Committee shall have at least three (3) members. The Chair must meet the independence requirements of the New York Stock Exchange (as applied to the members of the Board of Directors), 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 three members.

Meetings

The Committee shall meet at least quarterly, or more frequently as needed. The agendas for the meetings shall be set under the direction of the Chair of the Committee. The Committee Chair may request that certain officers and employees of the Corporation, other directors, the Corporation’s outside counsel, independent auditor, or other advisors as the Committee deems appropriate, be present at meetings of the Committee, including the Chief Information Officer, the Chief Risk Officer and the Chief Information Security Officer. The Committee shall meet in executive session without members of management in attendance as often as deemed appropriate, but at minimum annually. In addition, independent members of 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. The Committee or its Chair shall select a Committee member to serve as interim chair if the Committee Chair cannot be present at a duly convened meeting.

Committee Duties and Responsibilities

1. As it relates to oversight of technology strategy and operations, the Committee shall:
 - a. Receive reports from members of management, as and when appropriate, on the Corporation's technology strategy and operations, significant technology investments and related technological progress, and trends that may affect the Corporation's technology strategy and operations.
 - b. Receive reports from members of management, as and when appropriate, on the Corporation's strategies for capitalizing on industry changes and new distribution channels for products and services created by digital technologies.
 - c. Receive reports from members of management, as and when appropriate, on any relevant technology metrics.
 - d. Review, as and when appropriate, the Corporation's technology strategy and operations and associated expenditures for the Corporation and its business segments.
 - e. Review and, as appropriate, make recommendations to the Board regarding significant technology investments in support of the Corporation's technology strategy and operations.
 - f. Review or discuss, as and when appropriate, the Corporation's technology policies, standards, and controls.
2. As it relates to oversight of technology risks pursuant to delegated authority, the Committee shall:
 - a. Receive reports from members of management, including, but not limited to, the Chief Information Officer, the Chief Risk Officer, the Chief Information Security Officer, Chief Data Officer, and other officers or employees as appropriate, regarding the Corporation's practices, management and functioning of technology operations and information security risks, including reports related to the assessment, analysis, and mitigation of related risk.
 - b. Review or discuss, as and when appropriate, the Corporation's technology policies, standards, and controls.
3. The Committee shall receive reports, as necessary and appropriate, from the General Auditor regarding the results of assessments and reviews of technology related risk management, governance and oversight as well as internal control systems and processes.

4. 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.
5. 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 on an ongoing basis, but at least annually, review its own performance, assessing its strengths and opportunities and 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.
6. The Committee shall carry out such other duties as may be specifically delegated to it by the Board from time to time.

Coordination with Management and Other Board Committees

1. The Committee shall coordinate with management, including the Chief Risk Officer, and with the Audit Committee and the Risk Committee (which coordination may be through the Committee Chairs) to help ensure that the Committees have received the information necessary to permit them to fulfill their duties and responsibilities with respect to oversight of risk management and risk assessment guidelines and policies.
2. Specifically, in addition to any other communication, on at least a semi-annual basis, the Committee shall report, or cause management to report, to the Risk Committee the significant activities undertaken by the Committee involving its oversight of technology risks in support of the Risk Committee's overall responsibility and oversight of the Corporation's risk management framework. The Committee may meet in joint sessions with other committees of the Board from time to time to discuss areas of common interest and material matters.

Committee Powers and Authority

1. The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain technology, 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.
2. The Committee may form, and delegate authority to, subcommittees comprised of three or more members of the Committee, as appropriate and subject to any applicable restrictions or requirements. Each subcommittee shall have the full power and authority of the Committee as to matters delegated to it.