



## Credit Risk Sub-Committee Mandate

### A. PURPOSE

1. The Credit Risk Sub-Committee is a sub-committee of the Risk and Capital Committee of the Board of Directors (hereinafter, referred to as the "Sub-Committee"). The Sub-Committee shall assist the Risk and Capital Committee with respect to the ongoing review, approval and monitoring of Equitable Bank's (the "Bank") credit risk.

### B. ACCOUNTABILITY

1. The Sub-Committee shall be accountable for reviewing and, if advisable, approving credit applications which exceed the Transaction and Aggregate Limits of the Credit Risk Management Committee, within the limits delegated to the Sub-Committee by the Board of Directors from time to time under the General Investment and Lending Policy ("Prudent Person Approach").

### C. MEMBERSHIP

1. The Sub-Committee shall consist of a minimum of three independent directors of the Bank, at least one of whom shall be a member of the Risk and Capital Committee. This Sub-Committee member shall also serve as Chair of the Sub-Committee.
2. Members of the Sub-Committee shall be appointed or reappointed annually by the Board of Directors upon the recommendation of the Governance and Nominating Committee, with such appointments to take effect immediately following the annual meeting of shareholders. Members shall hold office until their successors are appointed or until they cease to be directors of the Bank.
3. The Chair of the Sub-Committee shall preside over all meetings of the Sub-Committee. In the absence of the Chair, one of the present members shall be chosen by the Committee to chair that meeting.
4. Each member of the Sub-Committee should have a sufficient understanding of issues related to credit risk management of financial institutions or related business experience.

### D. MEETINGS AND QUORUM

1. The Sub-Committee shall meet as frequently as circumstances dictate. Meetings shall be convened at such times, places and in such a manner as determined by the Sub-Committee Chair.

2. Meetings of the Sub-Committee may be called by the Chair, by any Sub-Committee member, or by the Chief Risk Officer. Members may participate in meetings in person or by telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other. A member participating by such means is deemed to be present at that meeting.
3. The Sub-Committee may invite any director, officer or employee or any other person to attend meetings to assist the Sub-Committee with its deliberations.
4. Notice of the meeting shall be sent to each Sub-Committee member by personal delivery, electronic-mail or telephone at least 12 hours before the time and date set for the meeting.
5. Quorum for a meeting shall be a majority of the Sub-Committee members, subject to a minimum of two members. In the event a Committee member is unable to attend or to ensure a quorum is available for the meeting, the Chair of the Board shall be entitled to attend the meeting and vote.
6. Matters decided by the Sub-Committee shall be by majority vote.
7. The Sub-Committee may meet in separate private sessions with management as determined by the Sub-Committee Chair.
8. The Corporate Secretary, or a senior member of the Bank's Commercial Lending department shall act as Secretary of all meetings of the Sub-Committee and shall record and maintain minutes of all meetings of the Committee.

**E. ACCESS TO MANAGEMENT**

1. The Sub-Committee shall have unrestricted access to management of the Bank and to any and all books and records of the Bank necessary for the execution of the Committee's obligations. The Sub-Committee shall seek the approval of the Chair of the Risk and Capital Committee to retain and terminate independent legal counsel, consultants or other advisors and to set and pay the compensation for these advisors without consulting or obtaining the approval of the Board of Directors or any officer of the Bank. The Bank shall provide appropriate funding, as determined by the Committee, for the services of these advisors.

**F. REPORT TO THE RISK AND CAPITAL COMMITTEE**

1. The Chair of the Sub-Committee shall provide the Risk and Capital Committee on a quarterly basis with a detailed report of all credit applications reviewed by the Sub-Committee during the quarter, the outcome of the vote on each credit, including the reasons for declining any application, and any conditions attached to an approval.

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This mandate was reviewed and approved by the Risk and Capital Committee of the Board on November 4, 2019.