

## **FIRST FINANCIAL BANCORP AND SUBSIDIARIES ENTERPRISE RISK AND COMPLIANCE COMMITTEE CHARTER**

The primary purpose of the Enterprise Risk and Compliance Committee (the "Committee") is to assist the Boards of Directors of First Financial Bancorp ("FFBC") and First Financial Bank ("FFB") in fulfilling their oversight responsibilities with respect to the existence, operation and effectiveness of the compliance and risk management programs, policies and practices of FFBC and its subsidiaries. In this Charter, "Company" means First Financial Bancorp on a consolidated basis. The Committee may perform these functions for any subsidiary bank of the Company and may meet simultaneously, collectively, as a committee of the Company and of any subsidiary bank though it may hold separate sessions if necessary to address issues that are relevant to one entity but not the other or to consider transactions among the entities or to address other matters where the entities may have different interests.

### **Committee Membership**

The Committee shall consist of at least three independent directors, all of whom are appointed by the Board on the recommendation of the Corporate Governance and Nominating Committee ("CGNC") and serve until their successors are duly elected and qualified. The Board may also authorize the CGNC to appoint members to the Committee directly. Director independence, at a minimum, is consistent with applicable rules of the Nasdaq Stock Market ("Nasdaq Rules").

All members of the Committee should have an understanding of issues related to risk management or related business experience, or be willing and able to acquire the necessary knowledge quickly. Committee members may enhance their familiarity with risk management and compliance issues by participating in educational programs conducted by the Company or an outside consultant.

### **Meetings**

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. The Committee shall meet with the Chief Risk Officer and the Chief Compliance Officer, either separately or jointly, at each regularly-scheduled meeting, and other selected members of management, the Risk Management Department, the Compliance Department, The Community Development Department or the Internal Audit Department as considered necessary by the Committee. The Committee, through the Committee Chair, shall report periodically to the full Board on the Committee's activities.

To facilitate open communication between the other committees of the Board, the Chair of the Committee shall meet at least once a year with the Chairs of the various Board committees to discuss the oversight of risk in the organization with respect to the other committees' area of oversight.

### **Authorities, Duties and Responsibilities**

To fulfill its responsibilities and duties, the Committee shall satisfy itself that sound policies, procedures and practices are implemented for compliance with applicable laws of regulations of the Company's primary regulators as well as the management of key risks under the Company's Enterprise Risk Management framework, which includes

credit, operational, market, regulatory (including compliance), information security / cyber security, information technology, reputation, strategic, legal and external/environmental and emerging risks. The Committee shall also provide oversight of the Company's community development and Community Reinvestment Act programs, including the Company's performance with respect to fair banking and fair lending expectations (both with respect to Community Reinvestment Act measures as well as fair banking and fair lending efforts to diverse populations within the Company's footprint). More specifically, the Committee will:

***Establish and Monitor Policies***

1. Receive presentations and other information to understand the significant risks to which the Company is exposed.
2. Receive presentations and other information to understand the compliance and community development programs of the Company.
3. Review with management the Company's procedures and techniques, and approve, where appropriate, policies developed and implemented to measure the Company's regulatory compliance and risk exposures and for identifying, evaluating and managing the significant risks to which the Company is exposed.
4. Review with management the Company's procedures and techniques, and approve, where appropriate, policies relating to the Company's performance of community development activities, including but not limited to expectations under the Community Reinvestment Act and the Fair Lending Act.
5. Monitor, on a regular basis, the Company's risk management performance and obtain, on a regular basis, reasonable assurance that the Company's risk management policies for significant risks are being adhered to.
6. Consider and provide advice to the Board, when appropriate, on the risk impact of any strategic decision that the Board may be contemplating, including considering whether any strategic decision is within the risk tolerance established for the Company and its individual business units.
7. Periodically examine the risk culture of the Company by inquiring with management and risk managers as well as through the review and discussion of such indicators as compliance with corporate policies and training records, regulatory feedback and responsiveness to audit, exam and other supervisory findings.
8. Periodically set the risk appetite for the Company and monitor compliance with the risk appetite statement including development of risk tolerances, targets and limits as appropriate for each of the following risk disciplines:
  - (a) credit risk
  - (b) market risk (including financial, capital, interest rate & liquidity risk)
  - (c) information security / cyber security risk
  - (d) information technology risk
  - (e) regulatory, compliance and legal risk

- (f) reputational risk
  - (g) strategic risk
  - (h) operational risk (except as operational risk relates to the conduct review function performed by the Audit Committee or the Compensation Committee)
9. Review the amount, nature, characteristics, concentration and quality of the Company's credit portfolio, as well as all significant exposures to credit risk through reports on significant credit exposures presented to the Committee and review of exceptions to risk policies and procedures, if any, and trends in portfolio quality (credit and position risk), market risk, liquidity risk, economic trends and other risk information.
  10. Review and approve policies (as delegated by the Board or CGNC).
  11. Review disclosure regarding risk contained in the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, if these Quarterly Reports include additional risk disclosures.
  12. Review and approve any other matters required by the Company's regulators from time to time.

### ***Risk Management Department***

The Committee shall review the structure, operations and effectiveness of the Risk Management Department of the Company at least annually. The Committee shall satisfy itself that the Risk Management Department has adequate resources and authority to perform its responsibilities. In addition, the Committee will:

- review, at least annually, the Risk Management Department resource plan, including assessing the adequacy of the plan;
- be consulted in the appointment and dismissal of the Chief Risk Officer of the Company;
- at least annually assess the effectiveness of the Risk Management Department and Chief Risk Officer;
- review regular reports prepared by the Chief Risk Officer together with management's response and follow-up on outstanding issues, as necessary; and
- provide a forum for the Chief Risk Officer to raise any risk issues or issues with respect to the relationship and interaction between the Risk Management Department and senior management of the Company, internal audit, the shareholders' auditor and/or regulators.

### ***Compliance Department***

The Committee shall review the structure, operations and effectiveness of the Compliance Department of the Company at least annually. The Committee shall

satisfy itself that the Compliance Department has adequate resources and authority to perform its responsibilities. The Committee shall ensure that the Company is taking appropriate measures to address all existing regulatory requirements as well as new requirements as they are enacted and become effective, including applicable federal, state and local laws and all similar laws, rules and regulations. In addition, the Committee will:

- review, at least annually, the Compliance Department resource plan, including assessing the adequacy of the plan;
- be consulted in the appointment and dismissal of the Chief Compliance Officer of the Company;
- represent and provide assistance to the Board in fulfilling its oversight responsibility in relation to compliance with regulatory requirements and the Bank's policies;
- ensure any and all compliance issues are accurately addressed in a timely manner and hold management accountable for establishing clear policies regarding the management of compliance matters;
- promote the development of appropriate governance, accountability, and transparent processes that foster a culture of compliance and ethics in the Company's business activities;
- ensure through oversight that its views about the importance of compliance are understood and communicated by senior management across, and at all levels of, the organization through ongoing training and other means;
- at least annually assess the effectiveness of the Compliance Department and Chief Compliance Officer;
- Review periodic reports from the Chief Compliance Officer concerning the Company's compliance with applicable laws, regulations and policies; and
- provide a forum for the Chief Compliance Officer to raise any compliance issues or issues with respect to the relationship and interaction between the Compliance Department and senior management of the Company, internal audit, the shareholders' auditor and/or regulators.

### ***Community Development***

The Committee shall review the structure, operations and effectiveness of the Community Development, Community Reinvestment Act and Fair Lending/Banking initiatives of the Company at least annually. The Committee shall satisfy itself that these programs have adequate resources to satisfy the Company's and the regulatory expectations concerning these programs.

## ***General***

The Committee shall have the following additional general duties and responsibilities:

- Review and assess the adequacy of this Charter at least annually and submit this Charter to the Board, or CGNC, for approval.
- From time to time, Committee members will participate in educational sessions to enhance their familiarity with compliance and risk-related issues.
- Perform such other functions and tasks as may be mandated by regulatory requirements applicable to regulatory compliance or risk management.
- Periodically conduct an evaluation of the Committee to assess its contribution and effectiveness in fulfilling its mandate.
- Review significant pronouncements and changes to key regulatory requirements relating to compliance or risk management areas to the extent they apply to the Company.

In fulfilling the responsibilities set out in this Charter, the Committee has the authority to access any records, officer or employee of the Company appropriate to fulfilling its responsibilities. The Committee may obtain advice and assistance from outside legal, accounting or other advisors as the Committee deems necessary to carry out its duties and may retain and determine the compensation to be paid by the Company for such independent counsel or outside advisor.

While the Committee has the responsibilities and duties set forth in this Charter in its oversight capacity, the duty of the operational management of the Company's aggregate risk management program is the responsibility of the management level Enterprise Risk Management Committee (ERMC) and the Risk Management Department.

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