GOVERNANCE

Corporate Governance
Business Ethics
Public Policy and Government Relations
Enterprise Risk Management
Consumer Privacy and Information Security
Third-Party Management
Corporate Governance

Our most valuable asset at Fifth Third Bancorp is our reputation for integrity. We are judged by our conduct, and we must act in a manner that merits public trust and confidence.

We believe that a strong corporate governance program is the foundation for a sustainable and well-governed company. Accordingly, we continuously evaluate our structures, processes and controls to ensure they support and promote accountability, transparency and ethical behavior.

BOARD OF DIRECTORS

Our Board of Directors provides oversight of, and guidance to, our executive management team in the development and implementation of corporate strategy, risk management, corporate culture and other important aspects of our business, including ESG. In order to provide such oversight and guidance, we believe it is important that the Board include a substantial majority of independent directors, strong independent committee chairs and a diverse range of backgrounds and experiences calibrated to the evolving needs of our business and stakeholders.

Apart from our CEO and one director who previously served as the CEO of a recently acquired entity, all of our directors are independent, under the standards established by Nasdaq and our Corporate Governance Guidelines. We have a lead independent director who is appointed annually by the independent directors and facilitates independent Board oversight of management. At our 2020 annual meeting, our shareholders elected 14 directors, including three women directors, two Black directors and one Latino director.

Since that time, two additional directors have been appointed and one director has left the Board due to scheduling conflicts. Following these changes, our Board now includes 15 directors, including five women directors, two Black directors and one Latino director. Our lead independent director and Audit Committee chair are both women and our Technology Committee chair is Latino.

Directors’ Gender

- Female: 33%
- Male: 67%

Directors’ Ethnicity

- Diverse: 20%
- Other: 80%
Our 2020 Proxy Statement includes information about the Board, its committees and their respective responsibilities. It also includes a Board Skills and Attributes Matrix that sets forth, on a director-by-director basis, the diverse skills and attributes that each contributes to the Board’s oversight of the Company.

Though evaluations occur continuously, our directors undergo a thorough annual evaluation process to help ensure that Board and committee oversight remain strong and that the mix of skills and backgrounds on the Board remains appropriate. The evaluation process includes one-on-one discussions between the lead independent director and each other director; full Board and committee evaluations; and follow-up action items. These frank evaluations are an important part of sustainable governance, as they allow issues to be uncovered and addressed.

The Nominating and Corporate Governance (NCG) Committee, which oversees these Board evaluations, also is responsible for identifying and assessing potential director candidates using established criteria and corporate governance guidelines. Each director must possess the highest personal and professional ethics and integrity, and should be devoted to representing the interests of Fifth Third and our stakeholders. Directors must be willing to devote sufficient time to their duties and responsibilities. It is important that our Board represents diverse experiences in background, business, government, education, technology and in various areas relevant to our businesses. The NCG Committee carefully considers these and other factors—including judgment, diversity, and skills—in determining a mix that best serves the needs of the Board and Fifth Third. Proactive consideration of diverse candidates is an important part of the NCG Committee recruitment process and is mandated under our corporate governance guidelines and NCG Committee charter.

### Board Performance Evaluation Process

1. Written evaluation questionnaires completed by directors for the Board and for each committee on which they serve.
2. Individual interviews conducted by lead independent director with each independent director.
3. Anonymized results reviewed by NCG Committee, provided to the committee chairs for committee-level and Board discussion.
4. Committee chairs prioritize and communicate action items to management based on their evaluation result discussions.
5. Office of the Corporate Secretary and management implement action items as identified by committee chairs.
6. Following year’s evaluation forms will solicit feedback on action item implementation.
ESG OVERSIGHT

Our corporate governance guidelines and committee charters establish a framework for the governance of the Board and oversight of the Company. Among their responsibilities, the committees oversee a range of matters pertaining to certain ESG topics. For example:

<table>
<thead>
<tr>
<th>Committee</th>
<th>Responsibilities</th>
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<tbody>
<tr>
<td>Nominating and Corporate Governance Committee</td>
<td>Responsible for overseeing the Company’s ESG program, including practices and reporting with respect to environmental topics, such as climate change, our diversity and inclusion programs, and other corporate social responsibilities that are of significance to our business and stakeholders. The NCG Committee also assists the Board in establishing and maintaining effective corporate governance policies and practices.</td>
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<tr>
<td>Risk and Compliance Committee</td>
<td>Responsible for overseeing risk management practices, including ESG topics, such as information security and data privacy.</td>
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<tr>
<td>Human Capital and Compensation Committee</td>
<td>Responsible for overseeing strategies and policies regarding compensation, talent management, and succession planning and other employment practices.</td>
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<tr>
<td>Technology Committee</td>
<td>Responsible for overseeing our technology, information security and data privacy strategies, which are critical to the interests of all our stakeholders.</td>
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<tr>
<td>Audit Committee</td>
<td>Responsible for overseeing the integrity of our financial reporting and governance programs.</td>
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The ESG Committee monitors emerging risks and trends through stakeholder engagement, shareholder resolutions and recommendations from independent organizations such as SASB, TCFD, GRI and the United Nations.

An ESG Steering Group was established in early 2020, comprised of leaders across the Company, to enhance ESG practices and disclosures. The group helped to formalize many ongoing initiatives, goals and progress updates under the ESG framework and to set goals for future actions and disclosures.

Later, the ESG Steering Group evolved into the Environmental, Social and Governance Committee with a charter to provide oversight and review of policies, programs, practices, strategies and approach to ESG topics that reflect Fifth Third’s Core Values.

The ESG Committee monitors emerging risks and trends through stakeholder engagement, shareholder resolutions and recommendations from independent organizations such as SASB, TCFD, GRI and the United Nations. Further, the committee monitors ESG performance with key data providers, and has oversight of climate risk, sustainable finance and operational eco-efficiency topics.

The committee is chaired by the director of investor relations and includes representatives from: legal, the community development and sustainability group, ethics, human capital, corporate communications, risk, finance, inclusion and diversity office, lines of business and compliance. The ESG Committee makes regular reports to the NCG Committee, which reports to the Board of Directors.

EXECUTIVE COMPENSATION

Fifth Third endeavors to attract and retain the best talent and to motivate them to fulfill our Vision. We accomplish this by establishing compensation programs that reward our people for delivering the right products to the right customers, in ways that consider our shareholders’ long-term interests and align with Fifth Third’s values, while also staying within our risk tolerance.

MANAGEMENT

Our management structure is intended to facilitate leadership that is effective and consistent with our corporate standards, and that promotes a strong corporate culture. We manage our organization on a line-of-business basis, while also maintaining strong corporate functions and appropriate governance. Our Company’s most senior management body is Enterprise, which is responsible for developing and implementing corporate strategy and managing executive-level operations.

Fifth Third Bank’s Compensation Philosophy

Guiding Principles:

- Develop and apply compensation programs for our employees, fairly and equitably.
- Provide competitive compensation opportunities to attract and retain talent that will drive our business strategy.
- Effectively manage risk within incentive programs designed to pay for performance.
- Align compensation with long-term shareholder value creation.
- Provide strong oversight of executive pay.
- Conduct recurring processes that balance risk with strategic and fiscal soundness.
- Consider applicable regulatory expectations and corporate values and behavioral expectations when making compensation awards.
Business Ethics

Doing the right thing is central to our ability to achieve our Vision to be the One Bank people most value and trust.

Our Vision is a commitment that inspires our employees to create a great customer experience, an engaging workplace and vibrant communities. It forms the bedrock of Fifth Third’s reputation as a respected corporate citizen. And it is a commitment that begins with each Fifth Third employee.

EMPLOYEE CODE OF CONDUCT

Our Code of Business Conduct & Ethics is anchored in our Fifth Third Compass, including our Core Values: Work as One Bank, Take Accountability, Be Respectful and Inclusive, and Act with Integrity. It outlines our responsibility to serve with honesty and integrity, and in compliance with both the letter and the spirit of the law.

The Code of Business Conduct & Ethics is an important document that serves as a guide to help employees understand how to apply our Core Values to the decisions required of them. Every employee is required to review it, comply with it and refer to it regularly—and to sign an annual acknowledgement. In 2019, 99% of employees made this acknowledgment. In addition, all employees complete ethics training on an annual basis. In 2019, 99% of employees completed all required ethics training modules.

The Code is the foundation of our ethics program at Fifth Third. This foundation helped Fifth Third to be recognized as one of the 2019 World’s Most Ethical Companies. This honor came from the highly respected Ethisphere Institute, a global leader in defining and advancing the standards of ethical business practices. It puts us in elite company, as only 128 organizations from around the globe—including only five banks—made the grade. Ethisphere scores companies in five categories: ethics and compliance, culture of ethics, corporate citizenship and responsibility, governance and leadership and reputation.
ANTI-COMPETITIVE ACTIVITIES

The Code of Business Conduct & Ethics outlines Fifth Third’s position on anti-competitive activities. Anti-trust laws, also referred to as “competition laws,” are rules developed by the U.S. government to protect consumers from predatory business practices. Their goal is to ensure that fair competition exists in the marketplace.

We ensure that business activities that involve any of our competitors are conducted with great care to ensure compliance with all laws and regulations.

Prohibited activities include:

• Any agreements between competitors relating to prices, allocations of territories or customers or limitations of products.
• Use of competitors’ confidential or proprietary information.
• Engaging in any other anti-competitive behavior, including, but not limited to: disparaging or making false statements in relation to competitors, misappropriating competitors’ trade secrets, or encouraging competitors’ customers to break contracts.

We are responsible for adherence to the anti-bribery and anti-corruption regulations of the countries in which we operate. This includes the Foreign Corrupt Practices Act, Canada’s Corruption of Foreign Public Officials Act, and the U.K. Bribery Act, as well as other applicable laws and regulations. The regulations prohibit bribery of a foreign or domestic government official for the purpose of influencing that official. These regulations apply to conduct both inside and outside of U.S. territory. These regulations also apply to third parties conducting business for Fifth Third such as suppliers and consultants.

ETHICS HOTLINE

Every Fifth Third employee has a responsibility not only to adhere to the Code of Business Conduct and Ethics, but also to raise issues if and when they become aware of misconduct or other violations of our Code. Employees are encouraged to raise questions and concerns directly with their manager or someone in their division’s reporting line with whom they feel comfortable talking.
In addition, employees have access to their Human Resources business partner, the Employee Relations Resource Group, Business Security Operations Center, or the Ethics Office, including the 24-hour Ethics Line. Reports can be made to the Ethics Line at any time and employees can choose to remain anonymous. All reports are investigated and taken seriously, and we protect confidentiality to the fullest extent possible. If the investigation determines an employee violation has occurred, prompt corrective action is taken, up to and including termination. Regular reporting of Ethics Line calls is provided to senior management as well as the Audit Committee of the Board.

WHISTLEBLOWER PROTECTIONS

Fifth Third’s Non-Retaliation Policy for employees who report potential violations strictly prohibits intimidation of or retaliation against individuals who make good-faith reports of known or suspected violations of the Code of Business Conduct & Ethics, any Fifth Third policy or procedure, or any law or regulation.

At Fifth Third, discrimination, harassment or intimidation is not tolerated for any reason.

DISCRIMINATION AND HARASSMENT

Discrimination, harassment or intimidation are not tolerated for any reason. This includes discrimination on the basis of an individual’s race, color, national origin or ancestry, citizenship status, creed, religion, religious affiliation, age, gender, gender identity, sexual orientation, transgender status, marital status, civil partnership, pregnancy, parental status or caregiving responsibilities, genetic information, physical or intellectual disability or protected condition, military or veteran status, an individual having been a victim of domestic violence, sexual assault or abuse, or any other status protected under applicable laws. Fifth Third does not require employees to sign mandatory arbitration agreements as a condition of employment or continued employment.*

HUMAN RIGHTS

Striving to be the One Bank that people most value and trust requires operating at the highest ethical standards and upholding the dignity of the individual through every interaction with all we serve, including customers, employees, communities and shareholders. We support fundamental principles of human rights across all our business activities. Fifth Third’s respect for the protection and preservation of human rights is guided by the principles set forth in the United Nations Universal Declaration of Human Rights. Our full human rights statement can be found on ir.53.com/esg/.

*Fifth Third Securities representatives licensed through the Financial Industry Regulatory Authority have registered representative agreements that require arbitration of claims.
Public Policy and Government Relations

Fifth Third is subject to government regulation and risks generated by new, complex and evolving legislative and regulatory requirements that impact nearly every aspect of our operations.

As a result, customers, employees and shareholders have a measurable stake in the outcome of certain public policy discussions. To mitigate this risk and work toward favorable outcomes, we participate in the public policy process. **Our government affairs program is designed to give us a coordinated voice in public policy through a partnership between the Government Affairs team and Company leaders.**

Fifth Third’s advocacy efforts are executed at the local, state, and federal level by registered lobbyists. Disclosure of federal lobbying activity occurs via the U.S. Congress, and disclosure of non-federal lobbying activity is provided to appropriate local and state agencies as required by law.

Fifth Third’s Political Action Committee supports candidates at the federal, state and local level. Funds in the PAC consist of voluntary personal contributions from eligible officers of the Company and its subsidiaries. No Company funds are contributed to the PAC. Disclosure of PAC activity can be viewed at fec.gov. Disclosure of PAC activity at the local and state levels is provided to state election authorities in compliance with applicable law.

To mitigate legislative and regulatory risk and work toward favorable outcomes, we participate in the public policy process through our government affairs program.

Fifth Third’s political contributions are governed by the Government Affairs Policy. The Nominating and Corporate Governance Committee of the Board reviews political contributions semi-annually and approves the policy annually. 

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Fifth Third 2019 ESG Report: The Value of Sustainability
Enterprise Risk Management

Fifth Third Bank has been in business since 1858 and has been successful over this span of years by effectively balancing risk and return.

We take risks every day delivering products and services to customers and executing our business processes and activities. Therefore, we are responsible for managing these risks effectively to deliver through-the-cycle value and performance for our shareholders, customers, employees, and communities.

ALIGNMENT WITH OUR CORE VALUES AND CULTURE

Our Core Values and culture provide a foundation for supporting sound risk management practices by setting expectations for appropriate conduct and accountability across the organization.

Our approach to sound risk management is grounded on each employee living our Core Values and acting in an ethical and responsible manner as we serve the financial needs of our customers and communities.

Our culture is embodied in the Fifth Third Compass, which informs our actions and decisions, from how we navigate our daily work and recognize each other’s efforts, to the way we behave with customers and each other. The Compass also guides our strategic direction and actions as we keep the customer at the center and work toward achieving our Vision to be the One Bank people most value and trust.

By focusing on the future and uniting us as one team, the Fifth Third Compass represents who we are, what we believe and how we define success—all of which are key drivers of our risk management strategy.

“Our success is dependent on effective risk management to enable client solutions, optimize the use of capital, ensure regulatory compliance and drive consistent performance through the cycle.”

-JAMIE LEONARD, EXECUTIVE VICE PRESIDENT AND CHIEF RISK OFFICER
Fifth Third’s Risk Management Framework outlines our approach to managing risk in support of our Vision. Key elements of the Framework are described in detail below.

**RISK APPETITE**

*Fifth Third’s Risk Appetite is established in alignment with our strategic, financial and capital plans.* The Risk Appetite is defined using quantitative metrics and qualitative measures to ensure prudent risk taking and balanced decision making. Our goal is to ensure that aggregate risks do not exceed the Fifth Third’s risk appetite, and that risks taken are supportive of our portfolio diversification and profitability objectives. The Board and executive management define the risk appetite, which is considered in the development of business strategies and forms the basis for enterprise risk management.

The core principles that define our risk appetite and ensure we are operating in a safe and sound manner are:

- **We act with integrity in all activities.**
- **We understand the risks we take**, and ensure that they are in alignment with our business strategies and our risk appetite.
- **We avoid risks that cannot be understood, managed or monitored.**
- **We provide transparency of risk to our management and Board** by escalating risks and issues as necessary.
- **We ensure Fifth Third’s products and services are aligned to our core customer base** and are designed, delivered and maintained to provide value and benefit to our customers and to Fifth Third.
- **We do not offer products or services that are not appropriate or suitable for our customers.**
- **We are focused on providing operational excellence** by providing reliable, accurate, and efficient services to meet our customers’ needs.
- **We maintain a strong financial position to ensure that we meet our strategic objectives through all economic cycles** and are able to access the capital markets at all times, even under stressed conditions.
- **We protect the Bank’s reputation by thoroughly understanding the consequences of business strategies, products and processes.**
- **We conduct our business in compliance with all applicable laws, rules and regulations** and in alignment with internal policies and procedures.
Risk Management Process

Our Risk Management Process ensures a consistent and comprehensive approach in how we identify, measure and assess, manage, monitor, and report risks. We also have established processes and programs to manage and report concentration risks; to ensure robust talent, compensation, and performance management; and to aggregate risks across the enterprise.

Fifth Third’s Eight Risk Types:
- Credit Risk
- Liquidity Risk
- Interest Rate Risk
- Price Risk
- Operational Risk
- Reputational Risk
- Strategic Risk
- Legal and Regulatory Compliance Risk

THREE LINES OF DEFENSE

Accountability for managing risk is driven through a Three Lines of Defense structure:

1. First Line of Defense

The first line of defense is comprised of front line units that create risk or are accountable for risk. These groups are the Bank’s primary risk-takers and are responsible for implementing effective internal controls and maintaining processes for identifying, assessing, controlling, and mitigating the risks associated with their activities, consistent with established risk appetite and limits. The first line of defense also includes business units that provide information technology, operations, servicing, processing, or other support.

2. Second Line of Defense

The second line of defense, or independent risk management, includes risk management, compliance and credit review. The second line is responsible for developing frameworks and policies to govern risk-taking activities, overseeing risk-taking of the organization, advising on controlling that risk, and providing input on key risk decisions. Risk management complements the first line’s management of risk-taking activities through its monitoring and reporting responsibilities, including adherence to the risk appetite. Additionally, risk management is responsible for identifying, measuring, monitoring, and controlling aggregate and emerging risks enterprise-wide.

3. Third Line of Defense

The third line of defense is internal audit, which provides oversight of the first and second lines of defense, and independent assurance to the Board on the effectiveness of governance, risk management, and internal controls.
RISK GOVERNANCE

Fifth Third’s risk governance structure ensures proper oversight of risk across the organization. It provides a path for escalation of risks and issues to management and Board-level committees to drive effective risk decisioning. The Board is responsible for actively overseeing risk-taking activities and holding management accountable for adhering to the risk governance framework. The Board delegates certain responsibilities to Board Committees, including the Risk and Compliance Committee (RCC) and the Audit Committee.

The RCC is the principal committee that oversees risk and assists the Board in its oversight of the Risk Management Framework and approves the framework and primary risk management policies.

The Board Audit Committee is the primary committee that has responsibility, fiduciary duty and authority to oversee the management, financial statements and audit functions.

The Enterprise Risk Management Committee (ERMC) is chaired by the Chief Risk Officer, comprising of senior management and reports to the RCC. The committee is responsible for reviewing and approving frameworks and policies to ensure effective risk management, overseeing the management of all risk types to ensure that risks remain within Fifth Third’s risk appetite and fostering a risk culture that supports our risk management objectives.

The ERMC oversees key management committees responsible for specific risk types and key risk-related policies and processes, in order to support an aggregate view of risk and provide executive-level risk management oversight of all risk types.

FIFTH THIRD’S RISK GOVERNANCE STRUCTURE

Fifth Third’s risk governance structure ensures proper oversight of risk across the organization. It provides a path for escalation of risks and issues to management and Board-level committees to drive effective risk decisioning.
Consumer Privacy and Information Security

We keep the customer at the center because without our customers, we would not exist.

Keeping the customer at the center of everything we do and delivering a world-class customer experience every time is a top priority and way of life at Fifth Third. When it comes to security and privacy, our customers expect us to protect their financial and information assets and need to know they can trust us to do just that.

As the cyber threat landscape continues to change, we make every effort to stay ahead of the threats and put in place processes, procedures, tools and technologies to mitigate the risks associated with these threats.

Our Information Security team’s mission is to relentlessly execute to protect, enable and innovate across our enterprise, to enhance our brand and to raise the level of trust and confidence of our customers and partners. We strive to understand cyber threat adversaries and the risks they pose. Our adversaries are nimble and dynamic. To protect against them, our defenses must be the same.

TECHNOLOGY ADVANCEMENTS

In late 2018, we opened a state-of-the-art Cyber Fusion Center designed to enhance collaboration and innovation among security, risk and fraud professionals across the Bank. This new center enables the teams to more closely collaborate and share intelligence information about potential attacks so we can more effectively protect our customers and the Bank. The center helps foster relationships between all of the parties involved in cyber-related incidents and helps us to address issues before they become problems.

As digital transformation swept the industry, the team created rigor and structure to ensure dynamic protection and built-in security as solutions moved to the cloud. The foundational work resulted in defined, locked down, monitored and automatically corrected cloud protection. Constantly exploring new, secure technologies and applications is key to staying ahead of the risks.

In addition to technology, we introduced new detection and response processes designed to create dynamic defensive postures. The goal is to make Fifth Third not just a hard target for attackers, but also a moving target. By integrating threat intelligence, advanced security analysis trade craft and dynamic detection capability, we can rapidly change our defensive posture to stay ahead of attackers.
PRIVACY AND DATA SECURITY

Over the last several years, a strong foundation of governance, policies and procedures was laid based on a tight alignment with regulatory requirements and standard frameworks such as NIST and COBIT. The year 2019 marked a transformative year for the Information Security organization. Our goals were to create a more agile, dynamic organization and set of defensive capabilities while also embracing new technology, like cloud infrastructure, in order to build a secure future foundation. We also continued to enhance the Bank’s resiliency through our Business Continuity Management program. Today, the Information Security team is more alert to cyber risk, more deliberate in building dynamic defenses and more collaborative in exploring effective solutions.

Fifth Third also is committed to protecting our customers through our privacy policies. These policies describe the information we collect, the information customers provide when using our products and services and information about when customers can choose to limit data sharing based on state, federal, and international regulations. We have implemented measures designed to secure customer information from loss or unauthorized access, use, alteration, or disclosure. Information is stored on secured servers behind firewalls, and all data transported on our website and mobile applications is encrypted. To further help protect information, the Bank requires employees to review and know information security and privacy policies.

Because the ever-changing cyber landscape has resulted in more privacy and security regulatory oversight, internal and external assessments are conducted regularly to ensure our defenses are solid, that we are meeting or exceeding all regulatory requirements and that we are continually maturing the Information Security program.

THE VALUE OF STRONG LEADERSHIP AND GOVERNANCE

Information security and privacy teams regularly report to executive leadership and the Board to ensure everyone is on the same page with respect to priorities and focus.

• The chief information security officer and Privacy Office report regularly to the Board or Board committees to keep them abreast of all efforts to prevent, detect and respond to risks.

• The Technology Committee, a sub-committee of the Board, was established in 2020 and is comprised of Board members with extensive technology backgrounds. Its primary purpose is to assist the Board in its oversight of technology and innovation strategies, plans and operations, information, cybersecurity and data privacy risk management and third party technology risk management.

TRAINING AND TESTING KEEP THE FOCUS ON SECURITY AND PRIVACY

Our employees and contractors are included in our first line of defense. Keeping them informed and educated helps them to make the right decisions when it comes to protecting the information they work with every day. To do this, we have a mature security awareness and education program. The program includes annual training for all users, targeted security awareness training for high-risk audiences, weekly security awareness communications, quarterly lunch and learns, and a variety of activities, including a conference, during National Cyber Security Awareness Month in October.

In addition to security awareness training, our Learning and Development team provides a variety of compliance courses. Some are required learning for all employees and contractors; others are designed for specific audiences.

To test our education efforts and provide program direction, the Bank conducts regular simulated phishing exercises and desk checks to ensure employees and contractors are following policies and standards.

The Information Security team has established and maintains a qualified and representative workforce, ensuring that the right people with the right skills are in place to achieve our business goals. To that end, the organization invests heavily in ongoing training and certifications for its team members. This includes technical bootcamps, as well as online and in classroom training and conferences. The inventory of training is extensive, aligns with certification opportunities and is provided via various mediums.
Third-Party Management

Fifth Third has a robust third-party management program for the acquisition of goods and services.

Our goal is to meet the strategic objectives of the Bank and maintain our commitment to providing equal opportunities to all capable suppliers. To achieve this goal, we seek strategic partnerships with highly qualified sources who provide solutions that improve our processes, increase the quality of our products and services and drive efficiency.

We execute our third-party selection process in accordance with the highest standards of integrity, fairness, and objectivity. Our Supplier Diversity team reviews every sourcing opportunity to ensure diverse providers are included in the portfolio of potential suppliers. Thorough assessment and due diligence is performed on all third-parties prior to onboarding, with focused attention on protection and security of Bank and customer data.

The Bank focuses on fostering a strong risk and compliance culture, meaning all employees are responsible and accountable for managing risks associated with third-party relationships. The methodology and process for third-party risk management is as follows:

- Governance of our third-party activities begins with the Third Party Management Council, which assesses the portfolio of third-party service providers as well as the management of risks, issues and performance of the third-party population and oversees adherence to the Third Party Risk Management Policy and Program.
- The Third Party Management Council reports to the Operational Risk Committee, which in turn is accountable to the Enterprise Risk Management Committee and the Risk and Compliance Committee.