



Triumph Financial, Inc. Risk and Compliance Committee Charter

Updated January 23, 2024

Purpose

The Risk and Compliance Committee (the “Committee”) of Triumph Financial, Inc. (the “Company”) is appointed by the Board of Directors (the “Board”) to assist the Board in overseeing the assessment of risk across the Company and its subsidiaries generally. The Committee’s function is not to replace monitoring of specific risks (e.g. credit risk, interest rate risk, etc.) pursuant to the policies and procedures in place at the Company or any of its subsidiaries, but to provide an enterprise wide review and assessment of the risks and risk trends impacting the Company and its subsidiaries.

Committee Membership

The Committee shall consist of no fewer than three members. A majority of the members of the Committee shall meet the independence requirements of the NASDAQ Stock Market. At least one member of the Committee shall also be a member of the Company’s Audit Committee.

The members of the Committee shall be appointed annually by the Board, and vacancies shall be filled or members removed by the Board, in each case on the recommendation of the Nominating & Corporate Governance Committee. One member of the Committee shall be appointed as Committee Chairman by the Board. Committee members may be replaced by the Board.

Meetings and Manner of Acting

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee Chairman shall preside at each meeting. In the event the Committee Chairman is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. A majority of the members of the Committee shall constitute a quorum, and the act of a majority of the quorum shall be the act of the Committee.

Committee Responsibilities and Authority

In furtherance of its purposes, the Committee shall have the following duties and responsibilities and any others that may be appropriate to carry out its purposes as provided herein, or that are delegated to it by the Board from time to time.

1. Review and implementation of the Company’s enterprise-wide risk assessment program as set forth in the Company’s Enterprise Risk Management Policy and/or any successor policies in place from time to time as adopted by the Board.
2. Reviewing the terms of the Enterprise Risk Management Policy at least annually and making any recommendations for changes thereto to the Board.

3. Provide oversight regarding the Company's information technology infrastructure, inclusive of efficiencies and resiliency and security both informational and technical.
4. Provide oversight regarding the Company's adherence to regulatory standards inclusive of corporate and consumer compliance requirements.
5. The Committee shall make regular reports to the Board.
6. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
7. The Committee may form and delegate authority to subcommittees as it deems appropriate.
8. The Committee may refer any matter which would otherwise be within its authority hereunder to the full Board for review and determination at its discretion.
9. In carrying out its duties and responsibilities, the Committee is authorized to engage, at the Company's expense, such independent consultants and advisors as the Committee deems necessary and advisable.

