

## **CAPITAL BANK FINANCIAL CORP.**

### **RISK COMMITTEE CHARTER**

#### **Purpose**

The Risk Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Capital Bank Financial Corp. (the “Company”) to oversee and review information of the Company’s enterprise risk management framework, risk exposure and risk governance. The Committee assists the Board in fulfilling its oversight role by (1) understanding, communicating and monitoring the Company’s risk philosophy, risk appetite and risk profile; (2) reviewing significant risk exposures (3) staying informed of regulatory requirements and industry standards related to risk management; and (4) evaluating the effectiveness of the enterprise risk management framework.

#### **Committee Membership**

The Committee shall consist of no fewer than three members. The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee. The Committee shall include at least one member having experience in identifying, assessing and managing risk exposures at financial firms. Committee members may be replaced by the Board at any time. A Committee member may resign by giving written notice to the Board and may resign Committee membership without resigning from the Board.

The Committee shall appoint a Chairman and the Committee may delegate to its Chairman such power and authority as the Committee deems to be appropriate so long as such delegation does not violate applicable law or regulation. The Chairman of the Committee will be a director who is not an officer or employee of the Company or has not been an officer or employee of the Company during the previous three years.

#### **Meetings**

The Committee shall meet as often as necessary to carry out its responsibilities; provided however, that the Committee shall meet at least four times per year. A majority of Committee directors present, either in person or by proxy, shall constitute a quorum at any Committee meeting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Committee. 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 another one of its members as the acting chairman of such meeting. Written minutes of Committee meetings shall be maintained. The Chairman will call a meeting of the Committee if so requested by any member of the Committee or by the Chairman of the Board.

#### **Committee Authority and Responsibilities**

In order to further the performance of the Committee’s responsibilities, the Committee shall have the authority to obtain, at its discretion, advice and assistance from internal or external financial, legal, accounting or other advisors, and to hire and compensate such external advisors at the Company’s expense. The Committee may request any officer or employee of the

Company, the Company's outside legal counsel, or the independent auditor to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee. The Committee will have full access to the books, records and facilities of the Company.

The Committee shall make regular reports to the Board. The Committee shall review and reassess the adequacy of this charter annually and recommend any changes to the Board for approval. The Committee shall evaluate its performance annually through the self-assessment process adopted by the Nominating and Governance Committee.

Although the Committee has primary responsibility for the oversight of the Company's risk management framework, identified risk issues that may have a significant impact on the Company's financial statements will also be reported to the Company's Audit Committee.

In carrying out its oversight responsibilities, the Committee shall, to the extent it deems necessary or appropriate:

1. Approve the Company's risk management framework and review periodically the adequacy and effectiveness of such framework.
2. Review and approve the Company's risk appetite statement on an annual basis or upon any material amendment.
3. Meet periodically with management to review the Company's risk policies and the steps taken to insure appropriate processes are in place to implement these policies as well as identify, measure, monitor and control the Company's credit risk, market risk, strategic and business risk, liquidity risk, operational risk, reputational risk, legal and compliance and other risks.
4. Monitor and review with management the Company's major risk exposures, including any risk concentrations and risk interrelationships, as well as the likelihood of occurrence, the potential impact of those risks and mitigating measures. Make recommendations to the Board on any significant risk exposure that the Committee believes merit Board-level review.
5. Review with management the Company's guidelines for risk tolerance, the ways in which risk is measured on an aggregate, company-wide basis and the setting of aggregate and individual risk limits, as well as the actions taken if those limits are exceeded.
6. Review with management the organizational structure and staffing of the Company's enterprise risk management function to assess, among other things, whether there is appropriate expertise, human and financial resources, aggregation and evaluation of information, prompt and coherent flow of risk-related information and escalation of issues, reporting lines of authority, and a shared understanding of the accountabilities and roles of different risk functions.
7. Develop and annually review a contingency plan that sets forth a crisis management plan for the Board in the case of a significant financial or legal/regulatory event.
8. Review with management the means by which the Company's risk

management strategy is communicated to all appropriate groups within the Company so that it is properly integrated into enterprise-wide business strategy.

9. Review the Company's annual capital stress test to ensure alignment with the Company's strategic plan and risk appetite.

10. Facilitate appropriate coordination among the Board's committees with respect to oversight of the Company's risk management.

11. Advise the Audit Committee Chair of any items that may have a significant financial statement impact or require significant financial statement/regulatory disclosures.

12. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for consideration and approval; annually review its own performance; make regular reports to the Board and appoint and delegate authority to subcommittees or other committees, as it deems appropriate.