

## **BREAD FINANCIAL HOLDINGS, INC. RISK & TECHNOLOGY COMMITTEE CHARTER**

### **Function**

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The Risk & Technology Committee (the “*Committee*”) is a committee of the Board of Directors (the “*Board*”) of Bread Financial Holdings, Inc. (the “*Company*”). Its primary function is to assist the Board in fulfilling its oversight responsibilities with respect to (1) the Company’s Enterprise Risk Management Framework, including: (a) the significant policies, guidelines and practices related to credit, market, liquidity & capital, strategic, reputational, operational, compliance, model and other risks as may be identified by the Committee from time to time; and (b) the performance of the enterprise risk management function, including the Chief Risk Officer, and (2) the Company’s enterprise technology function, including the Chief Technology Officer.

### **Responsibilities**

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In addition to such other duties and responsibilities as the Board may from time-to-time assign, the Committee shall:

#### **Oversight of Enterprise Risk Management**

- Oversee the Company’s risk assessment program, enterprise risk management governance and related practices, guidelines and policies.
- Review and approve, and recommend to the Board for approval, annually or more frequently as appropriate, the Company’s Enterprise Risk Management Framework and Enterprise Risk Appetite Statements, and oversee management’s implementation of the Enterprise Risk Management Framework, including how the Company supports a strong risk management culture, manages and governs its risk, and defines the risk roles and responsibilities of the Company’s three lines of defense.
- Review and approve (and as appropriate recommend to the Board for approval), annually or when material changes are proposed, the Company’s significant enterprise risk management-related strategies, guidelines, policies and risk limits and receive reports on the Company’s adherence to significant limits.
- Review and assess, quarterly or more frequently as appropriate, whether the Company is operating in accordance with its established risk appetite and assess the alignment of the Company’s strategy and capital plans with the Company’s Risk Appetite Statements.
- Review, quarterly or more frequently as appropriate, major known and emerging risk exposures of the Company and each of its business units, the metrics used to measure and monitor and steps taken to manage such risks, management’s views on acceptable and appropriate levels of risk exposure, and any significant risk management deficiencies and actions taken to remediate such deficiencies.

- Review and discuss with the Chief Risk Officer, periodically as appropriate, risk assessment and risk management governance and related practices, guidelines and policies of the Company’s wholly-owned bank subsidiaries (the “*Banks*”).
- Review and discuss with the Chief Risk Officer, periodically as appropriate, the Banks’ liquidity, risk appetite, regulatory capital and ratios and internal capital adequacy assessment processes and loan loss methodology.
- Receive and review, quarterly or more frequently as appropriate, reports and information from management, the Company’s independent auditors, regulators and outside experts, as appropriate, to determine whether the Company is operating in accordance with its established Enterprise Risk Management Framework and associated risk appetite statements, and review periodic reports on other selected risk topics as the Committee deems appropriate or as may be necessary to fulfill the Committee’s responsibilities described herein, which may include:
  - Results of risk management reviews and assessments, summaries of regulatory examination reports pertaining to matters within the purview of the Committee and other significant reports to management prepared by the enterprise risk management function;
  - Summary results of remediation efforts and significant remediation plans;
  - Matters relating to the Company’s enterprise technology, cybersecurity and physical security risks (and steps taken by management to control such risks), privacy compliance and disaster recovery plans and procedures;
  - Matters relating to operational risk;
  - Matters relating to fraud management;
  - Results of internal audit’s reviews and assessments of the Company’s enterprise risk management function;
  - Risks related to human capital management (and steps taken by management to control such risks);
  - Risks related to capital, liquidity and funding matters (and steps taken by management to control such risks); and
  - Risks related to data, including data quality, aggregation, governance and reporting.
- Take action on any other matters or items that the Board may designate.

**Oversight of the Enterprise Risk Management Function**

- Oversee the activities of the enterprise risk management function.

- Review and approve the appointment, replacement and compensation, and annually evaluate the performance, of the Chief Risk Officer, who shall report functionally to the Committee and its Chairperson and administratively to the Company’s Chief Executive Officer (the “*CEO*”) (or such other executive leader as the CEO may from time to time designate).
- Discuss with management and the Chief Risk Officer any annual enterprise risk management plan, the responsibilities, budget, activities and staffing of the enterprise risk management function, and any recommended changes in their planned scope.
- Review the independence, authority and effectiveness of the enterprise risk management function.

### **Compliance and Regulatory Oversight Responsibilities**

- Review and oversee the Company’s compliance with applicable federal, state and local laws and regulations and obtain reports from management and the Company’s senior internal audit executive.
- Discuss with the Company’s General Counsel legal matters that may have a material impact on the Company.
- Review and discuss with management, at least annually, the effectiveness of the Company’s Bank Secrecy Act/anti-money laundering compliance program, including sanctions.
- Oversee and receive reports on ongoing projects addressing regulatory matters, including regular updates on significant long-term projects being implemented in response to particular regulatory compliance matters or concerns, except to the extent another Committee of the Board receives reports on specific regulatory projects for which they have primary oversight.
- Receive periodic briefings on the key controls and processes in critical business or functional areas, in particular with respect to areas that are subject to regulatory oversight.
- Receive periodic briefings on existing or proposed domestic or foreign laws or regulations that could significantly impact the Company’s business activities.
- Receive and discuss reports from management, on an annual and as needed basis, relating to:
  - compliance with internal control and compliance reporting requirements;
  - compliance with Federal Financial Institutions Examination Handbook III.C.4 (Business Continuity);
  - fraud and operating losses;

- internal and external fraud incidents and associated control enhancements and remediation plans; and
- the Company's insurance coverages.

### **Oversight of Enterprise Technology**

- Review and oversee the Company's enterprise technology function, including governance, planning and strategy.
- Receive periodic briefings from the Chief Technology Officer (or equivalent leader) on the Company's enterprise technology strategy and operations, including significant investments and related progress, as well as updates on any regulatory related requirements.
- Receive reports and advise on significant enterprise technology projects, investments and expenditures.
- Monitor and evaluate existing and future trends and developments in technology, including artificial intelligence, that may affect the Company's strategic plans, including monitoring of overall industry trends.
- Review and approve, as necessary and appropriate, the Company's significant enterprise technology policies.

### **General**

- Review, oversee and make recommendations to the Board regarding stockholder proposals for inclusion in the Company's proxy materials relating to risk management or technology matters.
- Coordinate, as needed, with the Audit Committee to help ensure that both the Committee and the Audit Committee have received information necessary to allow them to fulfill their duties and responsibilities with respect to risk assessment and risk management.
- Review the disclosure regarding risk management contained in the Company's proxy statement and annual and quarterly reports, as applicable, to be filed with the Securities and Exchange Commission.
- Monitor risk management and technology-related regulatory developments and trends and solicit independent advice where appropriate.
- Regularly report Committee actions to the Board with such recommendations as the Committee may deem appropriate.
- Review the Committee's Charter annually and recommend any proposed changes to the

Board for approval.

- Evaluate the performance of the Committee at least annually, through participation in the annual Board and committee self-assessment program administered and overseen by the Nominating & Corporate Governance Committee, the results of which shall be reviewed by that committee and reported to the Board.

## **Membership**

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The Committee shall consist of at least three independent members of the Board, as such independence is defined by the rules and regulations of the New York Stock Exchange and as affirmatively determined by the Board, and at least one of whom must have experience identifying, assessing and managing the risk exposure of large, complex companies, and at least one of whom must have experience in the management and oversight of the enterprise technology function of large, complex companies. Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards. The members of the Committee and the Chairperson shall be appointed by and serve at the pleasure of the Board. Committee members may be removed at any time, with or without cause, by the Board.

The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

While the Committee has the responsibilities and authority set forth in this Charter, it is not the duty of the Committee to design, implement or maintain an effective enterprise risk management program or enterprise technology function, or to assure compliance with laws and regulations. These are the responsibilities of management.

## **Meetings and Operations**

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The Committee shall meet at least four times per year or more frequently as circumstances require. Additional meetings may also be held at such other times as shall be reasonably requested by the Chair of the Committee. The Committee Chair shall approve the agenda for the Committee's meetings, and any member may suggest items for the Committee's consideration. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may take action by unanimous written consent in lieu of a meeting. The Committee shall meet periodically with management of the Company, may hold executive sessions at which no members of management are present, and shall meet periodically with the

Chief Risk Officer in executive sessions apart from management. The Committee may invite to its meetings any members of management, including the CEO, and such other persons as it deems appropriate in order to carry out its duties and responsibilities. The Committee may meet jointly with the board or any committee of the Banks.

Minutes of each meeting are to be prepared and sent to Committee members and the Company's directors who are not members of the Committee. If the secretary or assistant secretary of the Company has not taken the minutes, the minutes should be sent to such officer for permanent filing after approval.

### **Authority**

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The Committee shall have the power to conduct or authorize investigations into any matters within its duties and responsibilities as set forth in this Charter. The Committee is empowered to approve and amend policies and programs within its purview, and, with respect to policies and programs that the Board has reserved its authority to review and approve, to recommend approval or amendment of such policies or programs to the Board.

The Committee has the authority to retain, at the Company's expense, independent legal counsel, consultants and other advisors, as the Committee determines necessary or appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall have the sole authority to retain, oversee the work of, and terminate any such counsel, consultants and advisors and to approve the fees and other retention terms of any such parties. The Company must provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any independent legal counsel or any other consultant or advisor retained by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have unrestricted access to members of management and all information relevant to its responsibilities.

### **Delegation of Authority**

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The Committee may delegate any of its responsibilities set forth under the Charter or directed to the Committee by the Board, to one or more sub-committees comprised of one or more members of the Committee, provided that such delegation is permitted under applicable laws, rules and regulations.

*November 19, 2024*