
REGIONAL MANAGEMENT CORP.

RISK COMMITTEE OF THE BOARD OF DIRECTORS

CHARTER

I. PURPOSE

The Risk Committee (the “Committee”) is a standing committee appointed by the Board of Directors (the “Board of Directors”) of Regional Management Corp. (the “Company”) to provide assistance to the Board in overseeing management’s identification and assessment of the risks that the Company faces. The Committee is also responsible for approving and periodically reviewing and assessing the effectiveness of the Company’s enterprise risk management policies and procedures.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of three or more members of the Board of Directors.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, or death. The members of the Committee may be removed, with or without cause, by action of the Board of Directors.

Chairperson

Unless a chairperson of the Committee (“Chairperson”) is designated by action of the Board of Directors, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson shall be entitled to cast a vote to resolve any ties, subject to applicable law and the Company’s organizational documents. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

III. MEETINGS

The Committee shall meet periodically as circumstances dictate. The chairperson of the Board of Directors or any member of the Committee may call meetings of the Committee. The

Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board of Directors.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

IV. RESPONSIBILITIES AND DUTIES

The following functions are expected to be the common recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Committee may also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain and terminate outside legal counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

Risk Oversight

1. Review and discuss with management and the independent registered public accounting firm the Company's enterprise risk management program, including the guidelines, policies, and processes for assessment and risk management, and recommend revisions to such guidelines, policies, and processes to the Board of Directors or an appropriate committee.
2. Review and discuss with management the key risks facing the Company and the Company's risk appetite and strategy relating to such risks, including strategic, operating, financial, credit, market, interest rate, liquidity, security, property, information technology, legal, regulatory, compliance, reputational, and other risks.
3. Review and assess the adequacy of the risk management function, the qualifications and background of selected senior officers responsible for risk management, including the Chief Credit Risk Officer, and the adequacy of the staffing of, and resources allocated to, the risk management function.
4. Review and assess the allocation of the risk oversight function of the Board of Directors as among the committees of the Board of Directors.

5. Review and discuss with management the Company's preparedness for handling business interruption and, on an annual basis, approve the Company's Business Continuity Plan.
6. Receive regular reports from management with respect to self-assessments, examinations by and material communications with regulatory and governmental authorities relating to matters under the jurisdiction of the Committee, the resolution status of any significant risk management deficiencies identified in those assessments, examinations, or communications, and any recent or proposed changes in regulations related to risk management.
7. Review reports on selected risk topics as the Committee deems appropriate from time to time.

Reports

8. Report regularly to the Board of Directors, including:
 - (i) following meetings of the Committee;
 - (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities; and
 - (iii) with respect to such recommendations as the Committee may deem appropriate.

The report to the Board of Directors may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

9. Maintain minutes or other records of meetings and activities of the Committee.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least biennially, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or desirable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

Adopted: May 21, 2020