

# INFORMATION TECHNOLOGY COMMITTEE CHARTER

July 24, 2019

## I. PURPOSE

The Information Committee (the “Committee”) of OceanFirst Financial Corp. (together with its subsidiaries, the “Company”) and of OceanFirst Bank, N.A., (the “Bank”) has been appointed by the respective Board of Directors (the “Board”) of each of the Company and the Bank to assist each Board in fulfilling its oversight responsibilities and is responsible for:

- Oversight of the scope, direction, quality and execution of the Company’s technology strategies, including alignment with the technological aspects of the Company’s Strategic Plan;
- Review of the Company’s technology-related risk management programs and activities to ensure that the Company operates within the Board’s established Statement of Risk Appetite parameters.
- Oversight of the Company’s Cybersecurity Program, including the monitoring of Key Risk Indicators and Key Performance Indicators, as well as resource allocations, including human capital.

## II. COMPOSITION

The Committee members and Committee Chair shall be appointed by the Board on the recommendation of the Leadership Committee and may be replaced by the Board. The Chief Information Officer shall be the primary management liaison to the Committee; however, additional members of management may also meet with the Committee. The Committee shall be comprised of not less than three directors and meet the following requirements:

- The Chairman and at least one other director will be “independent” as determined by applicable regulatory requirements, including any applicable SEC regulation or Nasdaq listing standard, banking law or regulation or any laws relating to the Committee’s duties and responsibilities.
- The Committee shall include at least one technology expert having significant experience and knowledge regarding information technology, cybersecurity, and data protection with a financial institution of at least similar size and technological complexity as the Company.

- The Committee shall include at least one director who also serves on the Company's Risk Committee to ensure that technology-related risks are sufficiently communicated to the Risk Committee.

### **III. MEETINGS**

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. Additional meetings may be called by the Chair of the Committee or a majority of its members. A quorum for these meetings shall be a majority of its members. The Committee Chair shall preside at each meeting and, in consultation with the other members, set the frequency and length of each meeting, as well as prepare and/or approve and circulate an agenda in advance of each meeting.

### **IV. RESPONSIBILITIES AND DUTIES**

The principal responsibilities of the Committee are:

#### **A. Technology Strategy Oversight**

- 1) Review the status of the Company's technology projects and developments at least annually, and, where appropriate, make recommendations to the Board regarding significant technology investments;
- 2) Monitor and evaluate existing and future technology trends that may affect the Company's performance; and
- 3) Review technology-related aspects of the Company's Strategic Plan and monitor technology operations to confirm they align with Strategic Plan.

#### **B. Technology Risk Oversight**

- 1) Review major technology risks of the Company, including informational security operations, cybersecurity and data protection risks, and technological dependence, and the processes and controls management has in place to mitigate these risks; and
- 2) Develop and enforce policies and processes required to support a control environment that aligns with the Bank's Statement of Risk Appetite.
- 3) On behalf of the Board, review and approve the Bank's annual GLBA report and other regulatory compliance reports that pertain to IT or Cybersecurity.

**C. Supervision of Chief Information Officer.** The Committee shall:

- 1) Review the budget, plan, and changes in plan, activities, and qualifications of the Chief Information Officer and the organizational structure of the Chief Information Officer and his staff at least annually;
- 2) Review the CEO's annual performance review of the Chief Information Officer;
- 3) Review and approve any significant reports prepared by the Chief Information Officer together with management's response and follow-up to these reports; and
- 4) Discuss with the Chief Information Officer compliance with laws and regulations.

**D. Other Committee Responsibilities.**

- 1) *Other Functions.* The Committee shall supervise compliance with regulatory requirements and best practices and perform such other functions and activities that are consistent with this Charter, the Company's by-laws, and governing law, and as the Committee or the Board deems necessary or appropriate. The Committee shall receive and review reports on selected information technology topics as management or the Committee deems appropriate.
- 2) *Reporting to Board.* The Committee shall maintain minutes of all Committee meetings and report to the Board at the next scheduled Board meeting on significant results of the foregoing activities.
- 3) *Self-Assessment.* The Committee shall annually perform a self-assessment of its performance in coordination with the Leadership Committee. The Committee shall review, discuss and assess its performance, as well as the Committee's role and responsibilities, seeking input from senior management, the full Board and others as needed, through the use of a self-assessment form, which shall then be evaluated by the Board.
- 4) *Review of Charter.* At least annually, the Committee shall review and reassess the adequacy of this Charter, and submit any recommended changes to the Board for approval.
- 5) *Policy Review and Approval.* The Committee shall approve annual changes to Bank policies as delegated by the Board of Directors.

**V. COMMITTEE RESOURCES**

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to all records, auditors, attorneys, as well as anyone in the

Company. The Committee has the ability to retain, at the Company's expense, manage and terminate special technological, legal, accounting, or other consultants or experts it deems necessary in the performance of its duties. The Company must provide appropriate funding, as determined by the Committee, for payment of compensation to all auditors, advisers and consultants engaged by the Committee.