

CHAIN BRIDGE BANCORP, INC.
RISK COMMITTEE CHARTER
Approved by the Board of Directors
January 17, 2023

I. ROLE

The role of the Risk Committee (the “Committee”) of the Board of Directors (the “Board”) of Chain Bridge Bancorp, Inc. (the “Company”) is to assist the Board in its oversight responsibilities relating to:

1. The risk-management policies of the Company’s operations (the “Enterprise Risk Management Framework”).
2. The financial and operational risks, including, without limitation, capital adequacy, compliance, credit, liquidity, market, operational, strategic, asset, and reputational risks and the control processes with respect to such risks.
3. The Company’s risk appetite and tolerance (*i.e.*, the level and type of risk the Company is able and willing to assume in its exposures and business activities, given its business objectives and obligations to stakeholders).
4. The performance of any other related tasks that the Board shall, from time to time, assign.

Risk assessment and risk management are the responsibility of the Company’s management. The Committee’s responsibility is one of oversight and review.

II. MEMBERSHIP AND ADMINISTRATION

The members of the Committee shall be appointed annually by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The chairperson of the Committee shall be appointed by the Chairman of the Board.

The Committee shall consist of not fewer than three members of the Board, each of whom is determined by the Board to be independent (see Independence Standard below). Committee members shall be generally acquainted with relevant risk-management principles and practices and have experience in one or more of the areas of the Committee’s responsibilities.

The Committee:

1. Will meet periodically as deemed necessary or appropriate to carry out its responsibilities, but not less than quarterly. Two members of the Committee shall constitute a quorum.

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2. Will be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings (*i.e.*, unanimous written consent), notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.
3. Will annually review and assess the adequacy of this Charter.
4. Will submit a report of its deliberations and actions to the Board.
5. May request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
6. Shall keep minutes of each of its meetings. The minutes of each meeting shall be approved by the Committee at its next meeting and retained by the Corporate Secretary as permanent record of the Company.
7. Is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter and (b) any provision of the Bylaws of the Company.
8. Will have the resources and authority appropriate to discharge its duties and responsibilities.
9. May, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee consisting of one or more members.

III. COMMITTEE RESPONSIBILITIES

In carrying out its oversight responsibilities, the Committee will:

1. Review (at least annually) and approve the Enterprise Risk Management Framework, including material amendments thereto, that is commensurate with the Company's risk profile, complexity, activities and size.
2. Review and approve other risk management policies, as appropriate.
3. Establish and periodically review the Company's risk appetite statement.
4. Oversee the operation of the Company's Enterprise Risk Management Framework, processes and methodologies, including risk-based capital requirements, and require management to take reasonable steps to ensure that such risk management framework, processes and methodologies satisfy all regulatory requirements and are appropriate for the Company in light of its capital structure, business strategy, risk appetite, risk profile, complexity, culture, activities, size and other appropriate risk-related factors.

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5. Review and concur with the appointment and any replacement, performance, structural position, and compensation of the chief risk executive.
6. Receive and review regular reports on not less than a quarterly basis from the Company's chief risk executive, who, as appropriate, shall be available for Committee meetings at which such reports are discussed.
7. Evaluate the independence and authority of the Company's risk management functions.
8. Require management to foster a risk-aware culture throughout the Company.
9. Review and discuss with management the Company's:
 - a. capital plan, regulatory capital ratios, capital management policy and internal capital adequacy assessment process;
 - b. liquidity risk metrics, management, funding strategy and controls and contingency funding plan;
 - c. market risk management strategy;
 - d. credit risk management policies and controls;
 - e. operational risk strategy and operating risk policies and controls, including in each case with respect to information security and cybersecurity risk; and
 - f. model risk strategy and model risk policies and controls to include oversight of the Model Risk Management framework and policy.
10. Review with the chief risk executive the adequacy of resources of the Company's risk management functions.
11. Review management's investment of the Company's funds, review the parameters of the various portfolios and investment activities and consider management's strategies in view of expectations as to general economic and market conditions.
12. Monitor the quality and effectiveness of the Company's information technology security, and periodically review, appraise and discuss with management the quality and effectiveness of the Company's information technology security, data privacy, disaster recovery capabilities and cybersecurity and related risks.
13. Receive, as and when appropriate, reports from the internal audit function and members of management on the results of risk management reviews and assessments.

Independence Standard

For purposes of this Charter, a member of the Board is not deemed independent if he or she is:

- A. a director who is, or at any time during the past three years was, employed by the Company;
- B. a director who accepted or who has a Family Member¹ who accepted any compensation from the Company in excess of \$120,000 during any period of twelve consecutive months within the three years preceding the determination of independence, other than the following:
 - (i) compensation for board or board committee service;
 - (ii) compensation paid to a Family Member who is an employee (other than an executive officer) of the Company; or
 - (iii) benefits under a tax-qualified retirement plan, or non-discretionary compensation.
- C. a director who is a Family Member of an individual who is, or at any time during the past three years was, employed by the Company as an executive officer;
- D. a director who is, or has a Family Member who is, a partner in, or a controlling shareholder or an executive officer of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following:
 - (i) payments arising solely from investments in the Company's securities; or
 - (ii) payments under non-discretionary charitable contribution matching programs.
- E. a director of the Company who is, or has a Family Member who is, employed as an executive officer of another entity where at any time during the past three years any of the executive officers of the Company serve on the compensation committee of such other entity; or
- F. a director who is, or has a Family Member who is, a current partner of the Company's outside auditor, or was a partner or employee of the Company's outside auditor who worked on the Company's audit at any time during any of the past three years.

¹ "Family Member" means a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home.