

BRYN MAWR BANK CORPORATION
AND THE BRYN MAWR TRUST COMPANY

Risk Management Committee Charter

The duties and functions of the Risk Management Committee of the Board of Directors (collectively, the “Board”) of the Corporation and the Bank (collectively, the “Corporation”) shall be as follows:

- I. Purpose. The Risk Management Committee is appointed by the Board to:
 - A. Assist the Board in fulfilling its oversight responsibilities with respect to the management of key business risks to the Corporation.
 - B. Recommend to the Board, policies and procedures that achieve a full understanding of the Corporation’s key business risks, and, after adoption by the Board, monitor for compliance with such policies and procedures.
 - C. Oversee the Enterprise Risk Management activities of the Corporation including the Enterprise Risk Management (“ERM”) Program; which process includes overseeing and evaluating management’s assessments of the various risks encountered by the Corporation.

II. Composition of the Risk Management Committee

A. Members

The Risk Management Committee will be comprised of a minimum of three independent members of the Board, as defined under the listing standards of The NASDAQ Stock Market, one of whom will serve as the Committee’s Chair, and may have up to two management director members.

B. Committee Size

The Risk Management Committee will have a minimum of four members.

C. Selection of Committee Members

The process for the selection of eligible Board members to serve on the Risk Management Committee will be in conformance with the procedures described in the Corporate Governance Guidelines of the Board.

III. Operation of the Risk Management Committee

A. Core Responsibilities

- i. Adopt, review, and direct the Chief Risk Officer to modify (as needed) the Corporation's Enterprise Risk Management Policy and operating policies and procedures designed to ascertain an understanding of how management identifies, controls, measures, monitors, and manages the Corporation's key business risks.
- ii. Review and monitor the adequacy and operation of the Risk Management function to ensure its compliance with the core principles of the Corporation.
- iii. Receive and review, at least semi-annually, reports regarding the Corporation's risk exposure relative to current or anticipated earnings and capital, and assure an understanding of the Corporation's risk appetite in the context of evaluating key current and emerging risk categories such as credit, financial (interest rate, liquidity, pricing), legal, regulatory compliance, operational, strategic, and reputational.
- iv. To review and approve risk exposure limits to conform with any changes in Corporation strategy and risk appetite.
- v. Periodically review, modify, and approve, as appropriate, management's recommendations concerning the Enterprise Risk Management practices of the Corporation.
- vi. Review, modify, and approve, as appropriate, management's recommendations concerning the engagement of third-party consultants and service providers associated with any material development and operation of the Enterprise Risk Management programs of the Corporation.
- vii. Delegate to the Chief Risk Officer the authority to recommend appropriate policies, procedures, programs, and practices in support of complying with applicable laws and regulations.

- B. Additional Authority of the Committee. The Committee shall have the authority to:
1. Retain outside counsel and other advisors as the Committee may deem appropriate in the conduct of its duties and responsibilities under this Charter. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of any such fees.
 2. Receive information from management, outside independent auditors, regulators and outside experts, as appropriate regarding matters related to the Corporation's risk management policies, procedures, programs, and practices.

C. Committee Meetings

The Risk Management Committee will meet a minimum of four times per fiscal year. The presence of one half of the members of the Committee shall constitute a quorum. Meetings of the Committee may be held by means of telephonic conference calls, Webex or other electronic means where all members present can hear each other. The act of one half of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. A decision may also be taken by unanimous written consent (including consent via email) of the Committee members.

D. Publication of Committee Meeting Minutes

The Committee's Chair, working in conjunction with the Chief Risk Officer, is responsible for ensuring that accurate minutes of the Committee's meetings are maintained and distributed in a timely manner to Committee members and to the other members of the Board of Directors.

IV. Board Involvement with Management

- A. Directors shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- i. One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented.
- ii. Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.
- iii. A committee of the Board, upon which the director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

- B. Management is responsible for designing, implementing, and executing the Corporation's Risk Management policies and procedures. The Committee's role is one of oversight as to the effectiveness of Management's risk management programs.
- C. The Committee's Chair, working in conjunction with the Chief Risk Officer, shall meet annually to review and evaluate the scope and effectiveness of the material reviewed by the Committee during the prior year and to set the routine Agenda items for the forthcoming year.
- D. The Committee's Chair, working in conjunction with the Committee's members and the Chief Risk Officer, shall review this Risk Management Committee Charter at least once every two years and submit it, with any proposed amendments, to the Board for approval.