

FIRST REPUBLIC BANK
DIRECTORS' ENTERPRISE RISK MANAGEMENT COMMITTEE CHARTER

PURPOSE:

The purpose of the Directors' Enterprise Risk Management Committee ("Committee") is to provide oversight of the Company's enterprise-wide risk management framework, including the strategies, policies, procedures, and systems, established by management to identify, assess, measure, and manage the major risks facing the Company. The Committee shall assist the Board and its other committees that oversee specific risk-related issues and serve as a resource to management, including the Company's Enterprise Risk Management Committee ("BERM") and its Chairman, by overseeing risk across the entire Company and across all risk types (see Exhibit A for Core Risk Categories) and by enhancing management's and the Board's understanding of the Company's overall risk assessment and risk appetite as well as enterprise-wide risk management activities and effectiveness.

While the Committee has the authority and responsibilities set forth in this Charter, management is responsible for designing, implementing and maintaining an effective risk management framework.

MEMBERSHIP AND MEETINGS:

The Committee is comprised of a minimum of three Board members. Committee members are appointed by the Board on the recommendation of the Corporate Governance and Nominating Committee and may be replaced by the Board. At least one member of the Committee should have "risk management expertise" commensurate with the Company's capital structure, risk profile, complexity, activities, size and other appropriate risk-related factors. To ensure appropriate oversight of enterprise-wide risk management issues without unnecessary duplication, as well as to foster cross-committee communication regarding risk issues, it is expected that the Chairs of each of the Board's four other standing committees, consisting of the Audit Committee, Investment Committee, Corporate Governance and Nominating Committee, and Compensation Committee will coordinate closely.

Except for the Company's Chairman and CEO, the members of the Committee shall each have been determined by the Board to be "independent" under the rules of the New York Stock Exchange and any other applicable regulatory authority and shall meet all applicable experience requirements imposed by any applicable regulatory authority.

The Committee shall meet at least three times each year, and more frequently as determined to be necessary or appropriate by the Committee or the Board. The Chair, or at least two other members of the Committee, has the authority to call special meetings of the Committee. A majority of the members of the Committee present at a meeting shall constitute a quorum.

All determinations of the Committee shall be made by a majority of its members present at a duly convened meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

AUTHORITY AND RESPONSIBILITIES:

1. The Committee shall oversee and receive reports on the Company's enterprise-wide risk management framework and structure.
2. The Committee shall review, discuss and, as appropriate, probe management's assessment of the Company's aggregate enterprise-wide risk profile and the alignment of the Company's risk profile with the Company's strategic plan, goals and objectives.
3. The Committee shall review and recommend to the Board the articulation and establishment of the Company's overall risk tolerance and risk appetite, and receive reports from management and, if appropriate, other Board committees, regarding the Company's policies and procedures relating to the Company's adherence to risk limits and its established risk tolerance and risk appetite.
4. The Committee shall review reports from management, including the Chairman of the BERM and the BERM and, if appropriate, other Board committees, regarding matters relating to risk management and/or the Company's risk and compliance organization, including emerging risks and other selected risk topics and/or enterprise-wide risk issues.
5. The Committee shall perform such other duties and responsibilities as may be directed by the Board or required by applicable laws, rules or regulations.
6. In performing its responsibilities, the Committee is authorized to obtain advice and assistance from internal or external legal, accounting or other advisors at the Company's expense without prior permission of the Board or management.
7. The Committee may, in its discretion, form and delegate all or a portion of its authority to subcommittees.
8. Review and discuss with management significant regulatory reports of the Company and its subsidiaries related to the Enterprise Risks and remediation plans related to such Enterprise Risks.
9. Coordinate with the Audit Committee and other committees of the Board on topics of common interest as the need arises.
10. The Committee shall make regular reports to the Board summarizing the actions taken at Committee meetings.
11. The Committee shall review its own performance and assess the adequacy of this Charter on annual basis. The Committee may recommend amendments to this Charter at any time and submit amendments for approval to the Board.

12. The Committee has oversight responsibility for the Information Technology (“IT”) function of the Company. These duties include:

- Periodically review the Company’s IT Roadmap and materials related to significant projects planned and budgeted costs;
- Approve the Information Security Program and review the following components of the program at least annually, or more often as directed by the Committee or the Board:
 - Gramm-Leach Bliley Act (GLBA) Risk Assessment;
 - Information Security Enterprise Risk Assessment (ISERA) Report;
 - Information Assurance and Protection Program (IAPP);
 - Enterprise-level disaster recovery and business continuity;
 - Information Security Risk Management and Crisis Management Team plans, assessments, reports, tests or exercises; and
- Review of audit or regulatory exam findings and progress toward completing satisfactory remediation of any deficiencies or other matters requiring attention or improvement.

13. The Committee has oversight responsibility for the Company’s BSA/AML Program, including:

- At least annually, or more frequently as directed by the Committee or the Board, review the Company’s BSA/AML Program including the BSA/AML risk assessment, BSA/AML policy and designation of the BSA/AML Officer;
- At least quarterly, or more frequently as directed by the Committee or the Board review (with the assistance of the BSA/AML Officer who shall furnish necessary reports): (i) the overall status of the BSA/AML Program and the Company’s ongoing compliance with its components; (ii) the performance of the BSA/AML Program against the Company’s stated risk appetite; (iii) results of regulatory exams, internal audits and any targeted reviews; (iv) emerging risks and regulatory trends and developments; (v) performance of the BSA/AML Program against established key performance indicators; and (vi) trend analysis stemming from related BSA/AML and OFAC management information systems , all on behalf of the Board;
- Oversee the activities of the BSA/AML Officer, who shall: (i) report to and have direct access to the Committee, (ii) have direct access to the Company’s General Counsel, (iii) administratively report to the Chairman and CEO of the Company; and (iv) attend Committee meetings related to BSA/AML issues;

- Communicate with other Company officers as appropriate to obtain additional input on operation of the BSA/AML Program and oversee and monitor the overall performance of the BSA/AML Program.

The Committee may delegate any of its BSA/AML responsibilities to any subcommittee and, with the approval of the Board, to any other committee of the Board.

14. Effective May 2014, the Committee shall have the primary oversight responsibility, subject to review and ratification or adjustment by the Board, for the Company's Volcker Rule compliance, consistent with and in furtherance of the Board's Policy for Compliance with the Volcker Rule (as it may be amended from time to time), including:

- Designating senior executive officers to be responsible for the enterprise-wide implementation of the Volcker Rule compliance program and reviewing the performance of such officers from time to time with respect to the officers' effectiveness in implementing the compliance program and ensuring compliance with the Volcker Rule;
- Reviewing and approving the Company's Volcker Rule compliance program prepared by senior management, including any updates thereto;
- Reviewing and approving the Company's plan to conform existing activities to the Volcker Rule, and overseeing the progress toward conformance;
- Receiving and reviewing reports from senior management relating to the compliance program, and taking or directing management to take necessary or appropriate actions identified in any such review;
- Meeting periodically with senior management regarding the implementation of the compliance program and its functioning after such implementation;
- Assessing any material weaknesses or significant deficiencies in the design or implementation of the Volcker Rule compliance program identified by senior management or other Company officers or employees and overseeing actions to address such weaknesses or deficiencies;
- Reporting periodically to the Board on the status of the Company's Volcker Rule compliance, including any identified weaknesses or deficiencies and corrective actions, and any amendments or enhancements to the compliance program; and
- Undertaking any reviews or other actions regarding Volcker Rule compliance as directed by the Board.

**First Republic Bank
Core Risk Categories**

Exhibit A

1. Capital / Capital Management Risk
2. Credit Risk
3. Liquidity Risk
4. Interest Rate / Market Risk
5. Strategic Risks
6. Reputational / External Event Risk
7. Financial Reporting Risk
8. Operational Risk
9. Information Technology Risk
10. Legal / Regulatory / Compliance Risk
11. People Risk
12. Fiduciary Risk