

GEORGIA BANKING COMPANY, INC.

RISK COMMITTEE CHARTER

I. Purpose

The primary function of the Georgia Banking Company, Inc. (the “Company”), Risk Committee (the “Committee”) of the Board of Directors (the “Board”) is to assist the Board and the Board of Directors of Georgia Banking Company (the “Bank Board”; together with the Board, the “Boards”) in fulfilling their respective oversight responsibilities relating to risk management practices including the risk management framework of the Company and the Bank. In so doing, it is the responsibility of the Committee to maintain free and open communication between the directors, the risk management and governance functions, and management.

Consistent with this function, the Committee should encourage continuous improvement of, and should foster adherence to, the Company’s and the Bank’s policies, procedures and practices. The Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in Section IV of this Charter.

II. Membership

The Committee shall be comprised of three or more directors as determined by the Board, at least two of whom shall be independent directors and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. The Board shall elect members of the Committee each year at a regular or special meeting of the Board and shall serve at the discretion of the Board. Unless the full Board elects a Chair, the members of the Committee may designate a Chair by majority vote of the full Committee membership. The Board may remove any member from the Committee at any time or without cause.

III. Meetings and Procedure

The Committee shall meet as frequently as it deems appropriate, but no less than quarterly, and report to the Board and Bank Board on a regular basis regarding its actions and make recommendations to the Board and Bank Board as appropriate. Special meetings of the Committee may be called by or at the request of any member of the Committee, the Secretary, or any of the Company’s executive officers, in each case on at least twenty-four hours’ notice to each member and may be held at such place or places as the Committee shall determine.

A majority of the Committee members present shall constitute a quorum for the transaction of the Committee’s business. Unless otherwise required by applicable law, the Company’s Articles of Incorporation or Amended and Restated Bylaws, the Committee shall act upon the vote or consent of a majority of its members at a duly called meeting at which a quorum is present. Any action of the Committee may be taken by a written instrument signed by all of the members of the Committee. Members of the Committee may participate in Committee proceedings by means of conference telephone or similar communications equipment by means of which all persons participating in the proceedings can hear each other, and such participation shall constitute presence in person at such proceedings. The Committee shall record and maintain minutes of its meetings.

As part of its job to foster open communication, the Committee may meet with the Board, Bank Board and/or management in separate executive sessions to discuss any matters that the Committee or any such person or group believes should be discussed privately.

IV. Authority, Duties and Responsibilities

The Committee shall:

1. Review summary results and reports of the Company's and Bank's risk profile as provided by the Chief Risk Officer ("CRO"). Review and discuss with the CRO and other executive management, as well as other appropriate officers, all key risks and management's planned course of action for addressing such risks.
2. Oversee management's Credit Governance Committee activities including review of any applicable policies and procedures regarding the appropriate levels of authority and responsibility to support origination, administration and credit exposures, credit and lending strategies and the quality and performance of the Bank's credit portfolio.
3. At least annually, review and approve the Bank's risk appetite statement found within the Strategic Plan, as applicable, and any modifications, including any tolerances and key risk measures established within based upon changes to the Bank's business model, strategy, risk profile, or market conditions.
4. Review and recommend to the Bank Board for approval key policies establishing risk management governance, risk management procedures and risk control infrastructure for the Bank's operations and, where appropriate, provide feedback to management on the proposed structure and content of such policies.
5. Review with the CRO and counsel, or other appropriate legal personnel regarding any legal matters that may have a material impact on the Company's or Bank's financial statements, compliance policies, code of ethical conduct or any material reports or inquiries received from regulators or governmental agencies.
6. Review the remediation efforts and status of any issues identified by risk management governance groups or business units.
7. Review the annual plans for the Bank's compliance review program. Review and assess significant risks and relevant reports from this function.
8. Review the quarterly Allowance for Credit Losses ("ACL") and outcomes resulting from the CECL methodology and assess the adequacy of the ACL relative to the Bank's risk profile and economic conditions.
9. Review independent third-party loan review reporting and oversee management's timely remediation of identified deficiencies.
10. Oversight of the Bank's Third-Party Risk Management program in accordance with regulatory safety-and-soundness standards.
11. Receive regular reporting on appropriate risk management topics that the Committee deems relevant including, but not limited to:
 - a) regulatory compliance;
 - b) Bank Secrecy Act/Anti-Money Laundering;

- c) information security;
 - d) operational risk;
 - e) information technology risk;
 - f) fraud (internal and external); and
 - g) mergers & acquisitions/integration risk.
12. Review and approve the results of any stress testing processes not otherwise delegated to another committee.
 13. Review the status and adequacy of management action plans related to examination reports issued by any regulatory body.
 14. Investigate matters brought to its attention within the scope of its duties. In discharging these responsibilities, the Committee will have full access to the Company's and Bank's books and records and will have the power to retain outside counsel or other advisors to assist the Committee for this purpose and to determine the compensation for any such advisors.
 15. Perform such other functions and have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.
 16. The Committee shall review and discuss with management the material risks faced by the Company and the Bank and the policies, guidelines, and process by which management assesses and manages such risks, including the steps management has taken to monitor and control such risks.
 17. Establish and oversee procedures for the receipt, retention and treatment of complaints and concerns regarding risk and compliance matters.
 18. Review the findings of any examinations by regulatory agencies, other significant regulatory or governmental correspondence or actions.
 19. Review the Bank's proposed management liability program, including the Bank's financial institution's bond insurance coverage.

V. Coordination with the Audit Committee

Regarding the responsibilities of the Audit Committee that impact risk assessment and risk management, the Boards recognize that information and reports prepared for and reviewed by the Committee and Audit Committee may each be relevant to the oversight and responsibilities of the other and should be provided to the other as deemed appropriate.

VI. Review of Committee Charter and Committee Performance Evaluation

The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval. In addition, the Committee shall prepare and review with the Board an annual performance evaluation of the Committee including confirmation that all responsibilities outlined in this Charter have been carried out.

VII. Committee Resources

In order to carry out the duties conferred upon the Committee by this Charter, the Committee is authorized to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, accountants or other experts, as it deems appropriate, without seeking approval of management or the Board. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of such fees, as well as for any ordinary administrative expenses necessary or appropriate in carrying out the Committee's duties.

Adopted by the Board of Directors on August 12, 2026