



CHARTER OF THE ENVIRONMENTAL, SOCIAL, AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
THE BANCORP, INC.

EFFECTIVE APRIL 17, 2024

1. Purpose & Mandate

The Environmental, Social, and Governance Committee (“ESG Committee” or the “Committee”) is appointed by the Board of Directors (“Board”) of The Bancorp, Inc. (individually or together with its bank and non-bank subsidiaries, as the case may be, the “Company”) to support the Company’s ongoing commitment to environmental, social, and governance principles related to the Company’s business strategies and commercial activities, including, but not limited to, focusing on issues related to environmental impact, sustainability, corporate social responsibility, human capital management, diversity and inclusion, health and safety, philanthropy, corporate governance, compliance, business ethics, board diversity, reputation, and other public policy matters relevant to the Company (collectively “ESG Issues”). The ESG Committee is a standing committee of the Board and oversees the work of the Company’s senior management in performing duties related to ESG Issues as further set forth herein.

2. Membership

Directors who serve on the ESG Committee will be recommended by the Nominating and Governance Committee and appointed by the Board of Directors of the Company from time to time. The Committee will be comprised of no less than three (3) directors. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation. The Board may remove any member from the Committee at any time with or without cause.

3. Committee Authority and Responsibilities

The ESG Committee will principally interact with management’s ESG Working Group comprised of select officers and employees of the Company, as approved by the CEO (“ESG Working Group”). Members of the ESG Working Group will have expertise in relevant disciplines, including but not limited to, environmental, health and safety, marketing, operations, legal, investor relations, government affairs, corporate governance, finance, human resources, and communications. The ESG Committee may invite the ESG Working Group to its meetings, as it may determine. The ESG Committee may ask other directors, officers, and employees of the Company to attend its meetings to provide pertinent information as requested.

The ESG Committee will have, without limitation, the following duties and responsibilities:

- a. Oversee the ESG Working Group in the development of the Company’s overall ESG strategy and, in collaboration with management’s ESG Working Group, make recommendations to the Board regarding the same. Guide and review the Management’s ESG materiality analysis, and consider and recommend policies, practices, resolutions, and disclosures that conform with the Company’s strategy related to ESG Issues;

- b. Oversee management in connection with internal and external communications with employees, investors, and other stakeholders regarding the Company's position on or approach to ESG Issues, including reviewing, as appropriate, responses, reports, or other disclosures to stakeholders;
- c. Oversee management's efforts to monitor current and emerging ESG Issues or related risks that may affect the business, operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders, and to review and approve management's recommendations regarding how the Company's policies, practices, and disclosures can adjust to or address such trends and issues;
- d. Promote a positive culture throughout the Company Board and management and actively encourage the incorporation of considerations related to ESG Issues into the business decision-making process;
- e. Evaluate and approve management's recommended methodology to measure and track the Company's ongoing performance concerning ESG Issues against relevant benchmarks and to review and evaluate the Company's ongoing ESG Issues and any related issues concerning performance and risk profile through regular ESG Working Group reporting, raise questions and assess the Company's performance on ESG Issues, ensure accountability of Company management and the Board related to performance results concerning ESG Issues and other related issues, and make recommendations to the Board and management with respect thereto;
- f. Review and assess this Charter annually and recommend any proposed changes for approval by the Board;
- g. Periodically report to the Board regarding its actions; and
- h. Perform such other duties, tasks, and responsibilities relevant to the purpose of the ESG Committee as may from time to time be requested by the Board.

4. Meetings, Minutes and Records

The ESG Committee will meet as frequently as it deems necessary and advisable to carry out its duties, but no fewer than two (2) times each calendar year, unless otherwise directed by the Board. The Chairperson of the ESG Committee, or his or her designee, is responsible for scheduling and setting the agenda for meetings. Unless otherwise provided in the Company's Bylaws, the ESG Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The ESG Committee will maintain written minutes and a record of actions taken.

5. Outside Advisors and Consultants

The ESG Committee shall have authority, in its sole discretion, to obtain professional advice from within the Company or from outside advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The ESG Committee shall receive appropriate funding from the Company, as determined by the ESG Committee, for the payment of compensation to any such outside counsel or outside advisors.