

BANKUNITED, INC.

CHARTER OF THE RISK COMMITTEE

Purpose

The Risk Committee (the “Committee”) of the Board of Directors (the “Board”) of BankUnited, Inc. (the “Company”) shall assist the Board in overseeing the Company’s enterprise-wide risk management framework and associated policies, processes, quantitative models, and reports developed and implemented by management to identify, measure, monitor, control, and report material risks to support the Company’s strategic objectives and business plan consistent with its risk appetite and limits. The Committee shall oversee risk assessment, monitoring, and management of aggregate credit, interest rate, liquidity, price, operational, compliance/legal, BSA/AML, strategic, and reputation risk, including the adequacy of capital to absorb such risks and related stress testing activities.

In discharging its oversight role, the Committee is empowered to investigate, under the supervision of its Chairman, those matters appropriate to fulfilling its responsibilities with unrestricted access to all books, records, facilities, and personnel of the Company. Further, the Committee has authority to retain and obtain advice from professional advisors, at its own discretion and at the Company’s expense, without prior permission from the Board or senior management.

Although the Committee has primary responsibility for the oversight of the Company’s risk management framework, identified risk issues that may have a significant impact on the Company’s financial statements shall also be reported to the Company’s Audit Committee.

Notwithstanding the Committee’s responsibilities and authority set forth in this Charter, Risk management and risk assessment are the responsibility of the Company’s management. The Committee’s responsibility is one of oversight and review.

Membership

The Committee shall consist of not less than three non-management directors of the Board. The Committee members and the Committee Chair shall be appointed and removed by the Board considering the recommendation of the Nominating and Corporate Governance Committee. The Board shall appoint Committee members annually or more frequently in the case of vacancies, and the members shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate. The Committee membership shall, in the determination of the Board (taking into account any recommendations of the Nominating and Governance Committee), consist of the appropriate backgrounds and experience to discharge the

oversight responsibilities of the Committee. It is the expectation of the Board that at least one member of the Committee shall serve as a member of the Audit Committee.

Each member of the Committee shall meet the requirements established by the Board and pursuant to applicable laws and regulations and by the Board of Governors of the Federal Reserve System governing the establishment and responsibilities of a risk committee. The Chair of the Committee shall be independent as required by applicable requirements of the Board of Governors of the Federal Reserve System. Additionally, at least one member shall qualify as a “risk management expert” as defined in the Enhanced Prudential Standards by the Board of Governors of the Federal Reserve System.

Meetings

The Committee shall meet at least quarterly or more frequently as circumstances dictate. The Committee shall meet privately in executive session at such times as the Committee may determine with management, the Chief Risk Officer (the “CRO”), and supervisory agencies, as appropriate. The Committee may request any officer or employee of the Company or the Company’s or the Committee’s professional advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee is governed by the same rules regarding meetings, actions without meetings, notice, waiver of notice, quorum and voting requirements as applicable to the Board under the Company's By-Laws. The Committee shall keep regular minutes of its proceedings.

The Chair of the Committee shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by action of the Committee. A majority of Committee members shall constitute a quorum for a meeting and the affirmative vote of a majority of members shall constitute the action of the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as Chair of the meeting.

The Committee shall report periodically to the Board, generally at the next regularly scheduled Board meeting following a Committee meeting, on actions taken and significant matters reviewed by the Committee.

The Chair of the Committee shall meet not less than annually with the Compensation Committee of the Board to assist that committee in its review of the Company’s compensation practices, including policies with respect to risk management and compensation in light of the Company’s business objectives, including its safety and soundness and avoidance of compensation practices that would encourage excessive risk.

Committee Authority and Responsibilities

The Committee shall have the authority and be responsible for the following:

A. Enterprise-wide Risk Management Framework

- Oversee the development and implementation of the Company's enterprise-wide risk management framework, including the risk appetite statement, risk tolerances and limits, and risk management infrastructure (e.g., policies, procedures, and controls) to support the Company's strategy and business objectives.
- Delegate authority to develop, implement, and manage the enterprise-wide risk management framework to the CRO.
- Annually review the Company's enterprise-wide risk management framework, including its Enterprise Risk Policy, Enterprise Risk Management Committee Charter, and such policies that may be designated by the Committee and recommend the Board ratify any material revisions.
- Annually review the Company's risk appetite statement, tolerances, and limits for the level and types of risk the Company is willing to accept and management should assume to achieve the Company's strategic objectives and business plan and recommend any material revisions based on changes to the Company's strategy, business plan, risk profile, or market conditions.
- Annually review the delegations of authority to executive officers, including risk limits established for material activities.
- Oversee adherence with the Company's risk appetite statement, tolerances, and limits and associated management action plans.
- Review the Company's risk governance, risk management practices, and risk control infrastructure to identify, measure, monitor, control, and report enterprise risks covering all risk categories applicable to the Company.
- Oversee the enterprise-wide risk assessment process to assist the Board and management in identifying emerging risks that could potentially impact the Company's business plan and objectives and provide a credible challenge to management's recommendations and decisions regarding risk management matters.
- Review the effectiveness of management communications to employees to promote awareness of the Company's Enterprise Risk Policy, risk appetite statement, risk tolerances and limits.
- Annually review the mission, budget, staffing, performance, goals and objectives of the Enterprise Risk Management Division.
- Meet periodically with the CRO in private sessions, which shall generally be held in conjunction with regularly scheduled Committee meetings.

- Annually review the Committee’s charter and recommend the Board ratify any material revisions.
- Review periodic assessments of the effectiveness of the enterprise-wide risk management framework and oversee execution of corrective actions as determined by the Committee.
- Communicate with the Audit Committee, Nominating and Compensation Committee, and other Board subcommittees periodically, as appropriate, to promote the integrated oversight of enterprise risks and effectiveness of internal controls.
- Review the annual performance of the CRO.
- Investigate any matter brought to its attention within the scope of its duties.

B. Enterprise Risk Oversight

- Discuss with management the Company’s major financial risk exposures and the steps management has taken to monitor and control such exposures.
- Review reports of significant risk issues, including reports describing the Company’s risk profile, information about specific risk categories, and material limits, and other risk management reports requested by the Committee.
- Annually review the alignment of the Comprehensive Business Plan and Capital Plan with Company’s risk appetite statement.
- Annually review and approve the Credit Review Plan. Oversee the execution of the Credit Review Plan and receive periodic reports of results and corrective actions.
- Annually review and approve the Regulatory Compliance Review Plan. Oversee the execution of the plan and receive periodic reports of results and corrective actions.
- Periodically review the BSA/AML program, risk assessment, employee training, and Suspicious Activity Report (SAR) activity.
- Periodically review loss control reports including customer and employee fraud losses, material operational losses, and customer complaint matters.
- Periodically review management’s reports related to technology risk and management information systems, including business recovery, contingency

plans, information security and significant third party service providers and outsourcing arrangements.

- Regularly discuss material risks in aggregate and by risk type, including emerging risks, and the effect to capital, earnings, and liquidity under normal and stressed conditions and adherence to the Company's risk appetite, risk tolerances, and limits.
- Receive periodic briefings on supervisory examinations and existing or proposed regulations that could affect the Company's business plan and objectives.
- Review reports and disclosures regarding the Company's compliance with applicable laws, regulations, rules, and regulations, including a review of the Operating Agreement between the Company and the Office of the Comptroller of the Currency and Federal Deposit Insurance Corporation.
- Hold senior management accountable for timely and appropriate escalation and corrective action of material risk management and regulatory compliance issues that could adversely impact the financial condition, resilience, or reputation of the Company.

C. Additional Matters

- Conduct an annual review of this Charter and update as necessary.
- Perform an annual self-assessment of the Committee's performance and compliance with this Charter and applicable laws, rules and regulations.
- Review with the Company's legal counsel any pending lawsuits against the Company or any of its subsidiaries.
- Oversee the independence, authority, and adequacy of Enterprise Risk Management, Credit Review, Regulatory Compliance, BSA/AML, and other risk management functions to ensure the leaders of these functions have sufficient stature, authority, and resources to carry-out their responsibilities.
- The Board recognizes that risk matters potentially require input from other Board committees. As necessary or advisable, or as may be required to carry out statutory, regulatory, or other responsibilities, the Committee shall coordinate and share information with, or receive information from, other Board committees concerning risk management, control effectiveness, or other matters within other committee's respective areas of oversight and responsibility.

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain and approve the fees and other retention terms of professional advisors, as it deems appropriate to carry out its duties, without seeking approval of the Board or management. The Company shall provide funding, as determined by the Committee, for payment of fees to any professional advisors employed by the Committee.