

## **CHARTER OF THE RISK OVERSIGHT COMMITTEE**

### **I. PURPOSE**

The purpose of the Risk Oversight Committee (the “Committee”) of the Board of Directors (the “Board”) of QCR Holdings, Inc. (the “Company”, or “QCRH”) is to oversee management’s implementation, monitoring, and enforcement of the Company’s framework for managing risk throughout the organization.

### **II. AUTHORITY**

The Committee is established pursuant to Article III, Section 3.13 of the Company's Bylaws and Section 141(c) of the Delaware General Corporation Law.

All members of the Committee will be able to vote on all matters before the Committee, provided, however, that no member can vote on any matter in which a personal conflict of interest exists.

### **III. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of at least five members. Each member of the Committee shall be a non-management member of the board. For purposes of this charter, “non-management” member of the board is intended to mean any director who is not currently an officer of QCRH or a subsidiary, without regard as to whether or not the director is considered to be “independent” under Nasdaq rules.

The members of the Committee shall be appointed by the Board based on recommendations from the Nominations and Governance Committee. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause. The Board shall designate members to serve as chair and vice chair of the Committee.

### **IV. MEETINGS OF THE COMMITTEE**

The Committee shall meet with such frequency and at such intervals as it shall determine necessary to carry out its duties and responsibilities, but in no event shall the Committee meet less than once per quarter during the Company’s fiscal year. The Committee should meet in executive session at each Committee meeting with the Chief Risk Officer to discuss any matters that the Committee or Chief Risk Officer believes should be discussed. The Committee may also meet in executive session periodically with the Chief Information Officer to discuss any matters that the Committee or Chief Information Officer believes should be discussed. The Committee will also meet in executive session without management, or the Chief Risk Officer. The Committee, in its discretion, may ask members of management or other guests to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee shall maintain minutes of its meetings and records relating

to those meetings and the Committee's activities, and shall provide copies of such minutes to the Board. The Committee shall determine its rules of procedure.

The Committee is 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 presence of a majority of the authorized number of members of the Committee, in person or by other means, shall constitute a quorum for the transaction of business.

Actions of the Committee require the vote of the majority of its members present at a meeting of the Committee at which a quorum is present. Any action required or permitted to be taken by the Committee may be taken without a meeting, if all members of the Committee shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Committee. Such action by written consent shall have the same force and effect as a unanimous vote of such members of the Committee. Any certificate or other document filed under any provision of the Delaware General Corporation Law which relates to action so taken shall state that the action was taken by unanimous written consent of the Committee without meeting, and that QCRH's Bylaws and the Committee's charter authorize the members of the Committee to so act.

## **V. RESPONSIBILITIES**

### **A. Risk Oversight**

The Committee will provide oversight of the risk management functions of the Company, including but not limited to capital, credit, compliance, earnings, operational (which includes IT and cyber security aspects), legal, liquidity, management, and market risks. In carrying out its oversight responsibilities the Committee is entitled to rely on management to assume the primary risk management function, including the responsibility to establish appropriate policies, practices and procedures. The Committee will also be entitled to rely upon the periodic reports from management in addressing these issues. Each Committee member will be entitled to rely, to the fullest extent permitted by law, upon the integrity of those persons within and outside the Company from whom it receives information, and the accuracy of the information.

The Committee will have the responsibility to:

1. Ensure that QCRH has in place an appropriate enterprise-wide process to identify, assess, monitor, manage and control the Company's capital, credit, compliance, earnings, operational, legal, liquidity, management and market risks (specifically excluding however, audit and financial reporting which are the primary responsibilities of the Audit and Compliance Committee of the Board of Directors).
2. Review and approve at least annually QCRH's Enterprise Risk Management (ERM) Framework, including risk categories. This Framework outlines policies in place that set the risk appetite, limits, and monitoring of risk throughout the Company.
3. Receive and review management's quarterly risk management reports regarding QCRH's risk profile and assessment, including supporting data, summaries and analysis of the various risk categories.

4. Review QCRH's technology and cyber risk management programs.
5. Review significant legal and litigation matters with the Company's legal counsel as needed.
6. Annually review QCRH's insurance program.
7. The Committee may meet in joint session with the QCRH Audit and Compliance Committee of the Board from time to time to discuss areas of common interest and significant matters.

The Chair of the Committee (or in his or her absence, such other Committee member as the Committee may select) shall report on behalf of the Committee to the full Board with respect to any significant matters discussed or actions taken by the Committee if any meetings of the Committee have been held (or actions otherwise taken) since the date of the previous board meeting.

B. General Duties

1. Provide the Board minutes of all Committee meetings.
2. The Committee shall review and assess the adequacy of this Charter at least annually, and shall recommend any proposed amendments relating to the Committee's duties to the Board for approval.
3. The Committee shall periodically evaluate its own performance and effectiveness.
4. The Committee will: (a) make its members aware of educational seminars and programs that serve to increase the members' knowledge and awareness of issues of importance and relevance to the Committee; and (b) encourage attendance by one or more members at events, where appropriate.

The Committee may form and delegate authority to subcommittees of the Committee, where appropriate, with respect to any matter within the Committees authority.