



TECHNOLOGY STEERING COMMITTEE

BOARDS OF DIRECTORS

NEWTEKONE, INC.
and
NEWTEK BANK, N.A.

CHARTER

I. AUTHORITY, PURPOSE AND MEMBERSHIP

The Technology Steering Committee (the “Committee”) shall be a joint committee of the Boards of Directors (the “Boards”) of NewtekOne, Inc. (the “Company”), a Maryland corporation, and Newtek Bank, N.A. (the “Association”), a nationally chartered bank, and shall be appointed by the Boards.

A. Purpose

The purpose of the Committee is to assist the Boards in their oversight of the Company’s and Association’s: (i) operations and technology, including operations and technology strategy and significant investments in support of such strategy and (ii) operational risk, including information technology, information security, fraud, third-party oversight, business disruption and resilience and cybersecurity risks.

B. Membership

The Committee shall be comprised of no fewer than three directors, a majority of whom the Boards have determined are “independent” under the then-existing rules of Nasdaq Stock Market corporate governance listing standards, the rules of the Securities and Exchange Commission (the “SEC”) promulgated thereunder, the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules of the Board of Governors of the Federal Reserve System promulgated thereunder and other applicable law and regulation (each an “Independent Director”). At least one member shall have experience in technology relevant to the Company and the Association.

C. Appointment and Term

The members of the Committee (as used herein, “Members”) shall be appointed by the Boards. Members shall serve at the pleasure of the Boards and for such term or terms as the Boards may determine. Upon the expiration or termination of the term of any Member, and in accordance with the first paragraph above, the Boards may appoint a successor thereto, as necessary.

D. Committee Leadership

The Boards shall appoint one Member of the Committee to serve as its chairperson (the “Chair”). The Chair will be a director who (a) is not an officer or employee of the Company or the Association; (b) has not been an officer or employee of the Company or the Association during the past three (3) years; (c) is not a member of the “immediate family” (as defined by Regulation Y) of a person who is, or has been within the last three (3) years, an “executive officer” of the Company or the Association (as defined by Regulation O); and (d) qualifies as an independent director under the then-existing rules of the Nasdaq Stock Market.

The Chair (or in the Chair’s absence, his or her designee) shall preside at all meetings of the Committee and perform any duties as may be assigned by the Board from time to time. The Chair shall be responsible for reporting to the Board, on a regular basis, key actions taken, and significant matters discussed, by the Committee. The Chair shall coordinate with respective Board Committee Chairs on matters relevant to other committees, as appropriate.

E. Quorum

One third, but not less than two, of the Members shall be present at any meeting of the Committee in order to constitute a quorum for the transaction of business at such meeting, and the act of a majority present shall be the act of the Committee. In the absence or disqualification of any member of the Committee, the Member or Members thereof present at any meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member, so long as such appointee is an Independent Director.

F. Authority

The Committee has full and complete authority to act for and on behalf of the Company and Association, in exercise of the Committee’s responsibilities of the Company and Association, pursuant to the authority granted to the Committee by the Bylaws of the Company and Association and the Boards. In furtherance of such responsibilities, the Committee has a duty to seek to preserve the safety and soundness of the Association and exercise its oversight over the Association’s Committee matters with the understanding that the Association’s interests are not to be subordinated to the interests of the Company in a way as to jeopardize the safety and soundness of the Association.

The Committee has the authority, to the extent it deems necessary or appropriate in its sole discretion, to retain independent technology advisors, without consulting or obtaining the approval of any officer of the Company or Association. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to ask

the Company or Association to provide the Committee with the support of one or more employees to assist it in carrying out its duties. The Committee may invite such members of management of the Company and the Association (“Management”) to its meetings as it may deem desirable or appropriate.

II. COMMITTEE STRUCTURE AND OPERATIONS

The Committee shall meet as often as it determines necessary, but not less frequently than quarterly. The Chair may convene special meetings of the Committee. The Committee shall also meet separately with members of Management, including the Chief Technology Officer (“CTO”), Chief Information Officer (“CIO”) and Chief Information Security Officer (CISO”), as often as it determines necessary, but not less frequently than quarterly.

Members of the Committee may participate in a meeting of the Committee by means of conference call, videoconference or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by means of conference call, video conference or such other communication equipment shall constitute attendance at such meeting.

Members shall attend all meetings of the Committee, except in exigent circumstances.

Minutes of all Committee meetings will document risk management decisions and be maintained.

The Committee shall report to the full Boards on the Committee’s activities at each meeting of the Boards.

III. DUTIES and RESPONSIBILITIES

To carry out its purposes, the Committee shall have the following duties and responsibilities:

A. Risk Management

The Committee shall review, at least quarterly, steps taken by Management to monitor and control operational risk exposures related to technology, including information security, fraud, vendor, data protection and privacy, business continuity and resilience, and cybersecurity risks. The Committee will coordinate these reviews with Management, including the Chief Risk Officer (“CRO”), CISO, CTO and CIO, and with the Risk Committees of the Boards and the Audit Committee, as appropriate.

B. Information, Cybersecurity and Data Privacy Risk Management

The Committee shall:

- (i) Receive, review, and discuss reports from members of Management, as and when appropriate, including, but not limited to, the CTO, CIO, CRO, CISO, and other officers or employees as appropriate, relating to the Company's and Association's practices, management and functioning of technology operations and information security, cybersecurity and data privacy risks, including reports related to the assessment, analysis, and mitigation of related risks.
- (ii) Review and discuss the Company's and Association's technology policies standards, and controls.
- (iii) Review and discuss with Management and provide guidance regarding significant technology and cybersecurity issues, trends, laws and regulations that may affect the Company and Association, and their businesses and strategic directions.

C. Technology

Receive reports from members of Management, including, but not limited to, the CTO, CISO and CIO, as and when appropriate, on the Company's and Association's:

- (i) technology and development strategy and operations, including significant investments and related progress, and trends that may affect such strategy and operations;
- (ii) strategies for capitalizing on industry changes and new distribution channels for products and services created by digital technologies;
- (iii) any relevant technology and innovation metrics;
- (iv) operational resiliency planning and process;
- (v) technology and innovation strategy and operations and associated expenditures for business segments;
- (vi) significant investments in support of technology and innovation strategy and operations; and
- (vii) technology policies, standards, and controls, including technology and operational programs.

D. Third-Party IT Vendors

Receive reports from members of Management, as and when appropriate, on the Company's and Association's third-party technology vendors, with respect to information on critical risks and metrics relating thereto.

E. Coordination with Management and the Risk Committees and Audit

Committee

Coordinate with Management, including the CRO, and with the Audit and Risk Committees of the Boards to help ensure that these committees have received the information necessary to permit them to fulfill their duties and responsibilities with respect to oversight of risk management and risk assessment guidelines and policies.

- (i) The Committee shall provide reports to the Risk Committees of the significant activities undertaken by the Committee involving its oversight of technology, information, cybersecurity and data privacy related risks and related policies in support of the Risk Committee's overall responsibility and oversight of the Company's and the Association's risk management framework. The Committee may meet in joint sessions with other committees of the Boards from time to time to discuss areas of common interest and material matters.
- (ii) Receive reports, as necessary and appropriate, from the Chief Accounting Officer and the Company's and Association's independent auditors regarding the results of assessments and reviews of technology related risk management, governance and oversight as well as internal control systems and processes.

F. Oversight of Regulatory Requirements

Review material risk management regulatory reports and findings of regulators, as applicable to the mandate of the Committee, including management's remediation plans and progress against such plans.

IV. PERFORMANCE EVALUATION

The Committee shall assist in the preparation of an annual performance evaluation of the Committee, which shall be conducted in accordance with the procedures established by the Compensation, Corporate Governance and Nominating Committee of the Board. The performance evaluation must compare the performance of the Committee with the requirements of this Charter, and it should also review this Charter at least annually, and recommend to the Boards any improvements to this Charter deemed necessary or desirable by the Committee.

V. RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of legal, accounting or other experts and advisors as it deems necessary or appropriate, without seeking approval of the Board or Management.

The Company and the Association shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Boards, for payment of:

1. Compensation of any experts and advisors employed by the Committee; and
2. Ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Approved and adopted December 13, 2024