

HAPPEN, INC.

CHARTER OF THE OPERATIONAL RISK COMMITTEE OF THE BOARD OF DIRECTORS

As adopted on 12/11/2025¹

I. PURPOSE

The purpose of the Operational Risk Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Happen, Inc. (the “**Company**”) is to assist the Board with respect to risk related matters, including overseeing: (i) the Company’s risk management system that is commensurate with the Company’s size, complexity and risk profile, (ii) the Company’s Enterprise Risk Management (the “**ERM**”) program and policies related to strategic, compliance, legal, operational (including cybersecurity), and such other risks as appropriate, (iii) providing input and support of the Company’s analysis of its key risks, risk management structure, and entity wide risk appetite, (iv) monitoring and evaluating the performance of the Company’s risk management functions, (v) consider and discuss emerging risks that may be applicable to the Company and evaluating potential mitigation plans, and (vi) providing a forum to discuss risk scenarios.

This Committee charter (the “**Charter**”) sets forth the authority and responsibility of the Committee in fulfilling its purpose.

II. MEMBERSHIP

The Committee will consist of three or more members of the Board, with the exact number determined from time to time by the Board. Each member of the Committee will:

- be an “independent director” as defined under the applicable rules, regulations and listing requirements of The Nasdaq Stock Market LLC, as amended from time to time (the “**Exchange Rules**”), except as may otherwise be permitted by such Exchange Rules;
- be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member;
- be reasonably qualified based on relevant prior professional experience to discharge the responsibilities and duties of this Committee; and
- meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

In addition, at least one member of the Committee must have experience in identifying, assessing, and managing risk exposures of financial institutions.

¹ Subsequently updated to reflect the June 2026 rebranding of the Company and listing transfer to The Nasdaq Stock Market LLC.

Further, in connection with appointing or continuing the membership of each director serving on the Committee, when affirmatively determining the independence of such member, the Board will consider whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director's judgment as a member of the Committee.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the "**Chair**"). If the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings.

III. RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving the purposes outlined in Section I of this Charter are set forth below. These duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company's needs and circumstances. The Committee may engage in such other activities, and establish such policies and procedures, from time to time as it deems necessary or advisable in implementing this Charter and fulfilling its responsibilities. The Committee provides oversight for various sub-committees and may delegate duties.

The Committee will:

Oversight of Policies

1. Oversee all risk related policies within the Committee's scope. The Committee will also be responsible for escalated matters raised by Management regarding any policy or standard delegated to that management committee.

Oversight of Specific Areas of Risk Management

2. Review or discuss, as and when appropriate, with management, including the Chief Risk Officer (the "**CRO**"), the Company's risk governance structure and the Company's ERM program (risk management and risk assessment guidelines) related to strategic, compliance, legal, and operational (including cybersecurity) risks.

3. Review at least quarterly the major risk exposures of the Company and its business units, including legal, compliance, and operational (including cybersecurity) risks, against established risk measurement methodologies and the steps management has taken to monitor and control such exposures.

4. Receive (i) reports from the CRO at least quarterly (and other internal departments as necessary) to aid the Committee in fulfilling its duties and responsibilities) and (ii) reports, as and when appropriate, from the Chief Audit Executive regarding the results of risk management reviews and assessments.

5. Designate the Company's BSA/AML (Bank Secrecy Act/Anti-Money Laundering) officer.
6. Oversee the business continuity program, including assigning responsibility and accountability, allocating sufficient resources, ensuring alignment of the program with business strategy and reviewing results through management reporting.
7. Monitor, and require that management periodically report on the Company's compliance with banking laws and agency regulations; including compliance with consumer protection lending policies such as Fair Lending, Fair Lending risk assessment and UDAAP, as may be applicable.
8. Oversee cybersecurity risks, including the review and approval, as and when appropriate, of related objectives and priorities for information technology and major operating system projects including information security, privacy, regulatory compliance, core systems and infrastructure.

Oversight of Risk Appetite and Tolerances

9. Review, approve, and monitor the Company's risk appetite and supporting risk tolerance levels.
10. Receive, as and when appropriate, reports and recommendations from management and the Company's internal Management Operational Risk Committee on risk tolerance. Oversee the Company's process and policies for determining risk tolerances and review management's measurement and comparison of overall risk tolerance to established levels.

Oversight of ERM Program

11. Review or discuss, as and when appropriate, the Company's ERM program.

Other Responsibilities

12. Make such recommendations to the Board and its committees as the Committee may consider necessary or appropriate and consistent with its purpose.
13. Perform any of the duties and responsibilities set forth above in this Section III, as the Committee deems appropriate and in compliance with applicable laws and regulations, with respect to the Company's subsidiaries and affiliates, including employees, officers and directors of such subsidiaries and affiliates; provided that in the furtherance of such duties and responsibilities, the Committee has a duty to act with the understanding that the interest of the Company's national bank subsidiary (the "**Bank**") are not to be subordinated to the interests of the Bank's non-bank affiliates in a way that jeopardizes the safety and soundness of the Bank or that would be inconsistent with applicable laws.
14. Perform such other duties and responsibilities as may be directed by the Board or required by applicable laws, rules or regulations.

IV. STUDIES AND ADVISERS

The Committee, in discharging its responsibilities, may conduct or authorize studies of, or

investigations into, any matter that the Committee deems appropriate, and within the scope of its responsibilities with full access to all books, records, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain and terminate legal and other consultants, accountants, experts and advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations. The Committee will have the sole authority to approve the fees and other retention terms of such advisers.

The Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any legal counsel and compensation to other consultants, accountants, experts and advisers retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

Irrespective of the retention of consultants, legal counsel, accountants, experts and advisers to assist the Committee, the Committee shall exercise its own judgment in fulfillment of its functions.

V. MEETINGS, ACTIONS WITHOUT A MEETING AND STAFF

Meetings of the Committee will be held from time to time, as determined appropriate by the Committee. The Chair, in consultation with the other member(s) of the Committee, will set the dates, times and places of such meetings. The Chair or any other member of the Committee may call meetings of the Committee by notice in accordance with the Company's Bylaws. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held via telephonic or video conference. At a meeting for which a quorum is present, the Committee may act by the vote of a majority of the Committee members present in accordance with the Company's Bylaws and a majority of the votes cast shall decide every question or matter submitted to the Committee at any meeting. If the number of Committee members present at the meeting is reduced below the number that would constitute a quorum, no business may be transacted. The Committee also may act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws. Subject to the requirements of this Charter, applicable law, the Exchange Rules and the rules of the Securities and Exchange Commission ("**Commission Rules**"), the Committee and the Chair may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair will designate a secretary for each meeting, who need not be a member of the Committee. The Secretary of the Company will provide the Committee such staff support as it may require.

VI. MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies of its actions by written consent. The Chair will report to the Board from time to time with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions. Meeting minutes and actions by written consents of the

Committee shall be maintained in an electronic repository maintained by the Company's Secretary.

VII. DELEGATION OF AUTHORITY

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules and the Commission Rules, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees.

VIII. COMPENSATION

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with applicable law, the Exchange Rules and the Commission Rules.

IX. REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER

The Committee will evaluate the Committee's composition and performance on an annual basis and submit a report to the Board. The Committee will also review and reassess the adequacy of this Charter annually, and recommend to the Board any changes the Committee determines are appropriate.

X. PUBLICATION

The Company will make this Charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, will publish it on the Company's website.