

**ASSOCIATED BANC-CORP
ASSOCIATED BANK, NATIONAL ASSOCIATION
ASSOCIATED TRUST COMPANY, NATIONAL ASSOCIATION**

BOARD OF DIRECTORS

ENTERPRISE RISK COMMITTEE CHARTER

Purpose

The purpose of the Enterprise Risk Committee (the “Committee”) is to provide oversight of the enterprise-wide risk management framework of Associated Banc-Corp and its subsidiaries (collectively, the “Company”), including the strategies, policies, and practices established by management to identify, assess, measure, and manage significant risks. The Committee shall delegate authority to the ALCO Committee, Credit Risk Management Committee and the Executive Risk Management Committee to conduct activities in accordance with their respective Charters. The Committee shall assist the Board of Directors (the “Board”) and its other committees that oversee specific risk-related issues and serve as a resource to management.

Committee Membership

The Committee shall consist of no fewer than three members, each of whom shall be an “independent” director as defined by applicable law, including the rules and regulations of the Securities and Exchange Commission and the rules of The New York Stock Exchange.

Meetings

The Committee shall meet as often as it determines necessary, but not less frequently than quarterly. The Committee shall also meet separately with the Chief Risk Officer, the Chief Credit Officer, the Treasurer and the General Counsel as often as it determines necessary. The Committee may request any officer or employee of the Company or any other person to attend a meeting of the Committee or to meet with any members of the Committee. For a portion or all of each of its meetings, the Committee may meet in executive session without any employees of the Company present.

The Committee may conduct its business and affairs at any time or location it deems appropriate. Attendance and participation in a meeting may take place by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Any action to be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee consent thereto in writing and such writing or writings are filed with the minutes of the Committee. All decisions of the Committee shall be determined by an affirmative vote of the majority of members in attendance. A quorum of the Committee shall be established when a majority of the members of the Committee are present.

Authority and Responsibilities

In exercising its oversight role, 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 rely on the periodic reports from management in addressing these risk issues.

A. With respect to its credit risk oversight function, the Committee will:

1. Review and recommend to the Board approval of loans or other extensions of credit to Insiders in accordance with Regulation O.
2. Review and approve the Credit Risk Management Committee Charter.
3. Review and approve significant lending and credit policies.
4. Review and approve the Credit Risk Review Annual Plan.
5. Review and discuss management's assessment of the credit risk associated with loan growth.
6. Review and discuss management's assessment of asset quality and asset quality trends, credit quality administration and underwriting standards, and the effectiveness of portfolio credit risk management systems and processes to enable management to monitor and control credit risk.
7. Review and discuss management's assessment of the adequacy of the Company's credit management information systems.
8. Review and discuss the quarterly Credit Risk Review results, including progress against the plan and the status of management's actions to address significant recommendations.
9. Review and discuss the regulatory exam results relating to credit risk and the status of management's response to any noted issues.

B. With respect to its capital, liquidity and market risks oversight function, the Committee will:

1. Review and approve the Asset/Liability Committee Charter.
2. Review and approve the Capital Management Policy, significant asset/liability policies and activities, including those relating to rate sensitivity, liquidity and capital adequacy.
3. Review and make recommendations to the Board with respect to the issuance or repurchase of equity and debt securities and other significant financial transactions and equity investments.
4. Review and discuss capital, interest rate sensitivity, liquidity, derivatives activity and investment portfolio position reports for compliance with approved policies.

5. Review and discuss market risk management policies and risk limits, and review reports of trading activities and risk exposures for compliance with such policies.

C. With respect to its risk oversight function, the Committee will:

1. Review and approve the Executive Risk Management Committee Charter.
2. Review and recommend approval to the Board annually of the policies relating to the Bank Secrecy Act, the Anti-Money Laundering Act, the Community Reinvestment Act, and the USA Patriot Act and such other regulatory risk compliance programs as appropriate.
3. Review and approve significant policies relating to regulatory compliance, risk assessment and risk management including substantive changes made to those policies following approval.
4. Review and approve annually the Company's business continuity plan and Emergency Preparedness Program.
5. Review and approve annually the Information Security Policy.
6. Review and discuss significant regulatory compliance risks, compliance audits and the status of management's response to any reported issues.
7. Review and discuss significant operational risks including, but not limited to Cyber Risks and Third Party Risks.
8. Review and discuss emerging risks.
9. Review and discuss management's identification of and responses to circumstances that potentially pose significant reputational risks to the Company.
10. Review Corporate Security Reports, on a quarterly basis, or more frequently if deemed necessary.

D. Other

1. The Committee shall perform such other duties and responsibilities as may be directed by the Board or required by applicable laws, rules or regulations.
2. In performing its responsibilities, the Committee is authorized to obtain advice and assistance from internal or external, legal or other advisors at the Company's expense without prior permission of the Board or management.
3. The Committee shall make regular reports to the Board summarizing the actions taken at each Committee meeting.

4. The Committee shall annually review its own performance and assess the adequacy of this Charter. The Committee may recommend amendments to this Charter at any time and submit amendments for approval to the Board.

Limitation of the Enterprise Risk Committee's Role

It is not the Committee's responsibility to approve loans, conduct investigations or to assure that the Company complies with specific legal or regulatory requirements. Each member of the Committee 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.

12595380.1