BANKUNITED, INC. & BANKUNITED, N.A.
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 administration of the enterprise risk management (ERM) framework, including the design and adoption of key policies and programs; the establishment of processes, practices and controls aimed at the identification, measurement, managing and reporting of risk; and related activities in furtherance of these objectives. The governance and oversight role of the Committee is to ensure effective administration of the ERM framework and compliance with applicable laws and regulations. The Committee's primary responsibility is providing oversight and guidance related to the Company's ERM framework. However, identified risk issues that may have a material impact on the Company's financial condition or resiliency shall also be reported to the Company's Audit Committee.

The Committee shall perform other duties and functions as may be appropriate or deemed necessary from time to time to carry out its responsibilities. The Committee is empowered to investigate, under the supervision of its Chair, those matters appropriate to fulfilling its responsibilities with access to all books, records, facilities, and personnel of the Company. 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 Executive Management[1].

Notwithstanding the Committee's responsibilities and authority set forth in this Charter, the Company's Management is responsible for the administration and day-to-day management of the risk function of the Company. The Company has adopted the following risk dimensions: Credit Risk; Liquidity Risk; Market Risk; Strategic Risk; BSA/AML/OFAC Risk; Operational Risk; and Compliance Risk (each, a "Risk Dimension"). The Company's Management has the primary responsibility for, among other things, i) establishing policies, procedures and controls around identified and existing risks; ii) implementing and using qualitative and quantitative assessments, tools and models to assess and monitor risks across the Risk Dimensions; and iii) reporting on key risks to the Company's key risk governance committees and to this Committee.

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 (NCG) 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

[1] Executive Management includes the Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chief Operating Officer (COO) and the Chief Risk Officer (CRO). Management includes Executive Management and senior management of BankUnited, N.A.

of the NCG 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 by applicable laws and regulations governing the Company as a financial institution and as a public company listed on the New York Stock Exchange (NYSE). In addition, the Committee Chair shall be deemed to be 'independent' under the applicable banking and other regulations for the Company. At least one member of the Committee shall qualify as a "risk management expert" as defined by applicable regulations enacted by the Board of Governors of the Federal Reserve System.

Meetings

The Committee shall meet at least quarterly during the year, or more frequently if required by circumstances or requested by the Committee. The Committee shall meet privately in executive session at such times as the Committee may determine, with the Company's Executive Management, the Chief Risk Officer (the "CRO") or supervisory agencies, as appropriate. The Committee may request any officer or employee of the Company 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. 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 has been delegated by the Board to provide oversight, governance and direction over Company's enterprise risk governance and management framework and to ensure that it is commensurate with the structure, risk profile, complexity, activities, and size of the Company.

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

Risk Culture

- Help establish the “tone at the top” by promoting risk awareness within a sound risk culture by conveying its expectations to all employees that the Committee does not support excessive risk- taking and that all employees are responsible for ensuring the Company operates within the established risk appetite and risk limits.

- Support Management’s efforts of communication and training to employees intended to promote awareness of the overall ERM framework, including the Company’s risk governance, Risk Appetite Statement (RAS), risk management processes and controls and any other related matters.

- Oversee the independence, authority, and adequacy of the Company’s risk management functions, which constitute the Second Line of Defense (2LOD), to ensure that the managers of these functions have sufficient stature, authority, and resources to carry-out their responsibilities.

Enterprise Risk Management (ERM) Framework

- Oversee the development and implementation of the Company’s enterprise risk governance and management framework by reviewing and approving key corporate management policies and programs, the RAS and other key risk governance documents or programs, as applicable.

- Delegate to the CRO the authority to develop, implement, and manage the Company’s ERM framework and the activities that support it.

- Review the Company’s effectiveness of risk governance and risk management practices, including the risk control infrastructure that has been established to identify, measure, monitor, control, and report risk.

- Review key material risks that the Company is willing to accept in order to achieve the Company’s strategic objectives and business plan.

- Review and ratify the Company’s ERM governing documents and corporate management policies and programs, including but not limited to the ***ERM Framework***, ***ERM Policy and Program***, ***ERM Committee Charter***, ***Risk Appetite Statement***, on an annual basis, or more frequently if material changes are made thereto, and recommend ratification thereof to the Board.

- Monitor RAS compliance by receiving periodic reports on RAS metrics and limits, and management action plans developed to ensure adherence thereto.

- Annually review the delegations of authority to executive officers, including risk limits established for material activities and oversee execution of corrective actions.

Risk Appetite Statement

- Annually review the RAS that sets forth the Company's risk profile, risk categories, risk thresholds and limits.

- Review and approve material revisions to the RAS based on changes to the Company's strategies, business plan, risk profile, or market conditions.

- Review alignment of RAS with the Company's documents that outline its strategic objectives, such as its Business Plan and/or Capital Plan.

- Review and challenge, as appropriate, Management's periodic reporting on the RAS, and any management action plans that provide for measures in responses to risk limits being approached or breached.

Risk Oversight

- Oversee the risk assessment programs established by Management which are intended to identify current and emerging risks; and provide direction, guidance or challenge to management's recommendations and decisions regarding risk management matters.

- Review reports of significant risk issues, including reports describing the Company's risk profile, risk categories, risk thresholds and limits, and other risk management reports requested by the Committee. Review and assess the adequacy of the Company's risk assessment processes and management actions plans that may arise with respect to the effectiveness of these processes.

- Regularly discuss material risks in each Risk Dimension, and review the Company's risk profile and risk exposure, existing and emerging risks, and the impact to capital, earnings, and liquidity under normal and stressed conditions and adherence to RAS.

- Discuss with Management the Company's significant risk exposures and Management's measures to monitor and control such exposures.

- Periodically review the Company's information technology (IT), information security (IS) and cybersecurity function, and receive reports from the Chief Information Officer (CIO) or the Chief Information Security Officer (CISO), as appropriate or as requested, related to technology risk, cybersecurity and information security risk, and overall management information systems.

- Periodically review and receive Management's reports related to the effectiveness of IT, IS and cyber risk management function, including Management's actions to identify, asses, mitigate and remediate key risks in these areas.

- Periodically review Company's fraud risk management framework including the corporate management policy and program, and fraud risk exposure, including loss control reports including customer and employee fraud losses, material operational losses, and customer complaint matters.

- Periodically review the Company's BSA/AML/OFAC risk management and compliance framework, including the corporate management policy and program, risk assessments, employee training, Suspicious Activity Report (SAR) activity and any other key matters.

- Review reports and disclosures regarding the Company's compliance risk framework to ensure compliance with applicable consumer laws, regulations, rules, and regulations.

- Review material legal proceedings against the Company or any of its subsidiaries.

- Receive periodic briefings on supervisory examinations and existing or proposed regulations that may affect the Company's business plan and strategic objectives.

- Hold 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.

- The Risk Committee shall consult with the CEO, and shall provide feedback, as applicable, regarding the annual performance of the CRO.

- Meet periodically with the CRO in private sessions, which shall generally be held in conjunction with regularly scheduled Committee meetings.

Credit Review Function

- The Director of Credit Review should provide material updates to the Credit Risk Management Committee (CRMC) of the Bank and to this Committee.

- Review and approve the Credit Review Annual Plan and the credit review policy and any significant changes thereto, as appropriate. Discuss, review and approve any material changes to the Credit Review Annual Plan.

- Receive and review reports from the Director of Credit Review, or designee, on any significant credit review findings regarding the Corporation's credit risk management programs and policies and Management's corrective actions, as appropriate.

Additional Matters

- Engage in additional related functions, such as review and approval of the Company's Credit Review Annual Plan and the Regulatory Compliance Annual Plan. Oversee the execution of these plans by receiving periodic reports of material developments and corrective actions.

- Review the Charter on an annual basis, or more frequently if necessary, and recommend any changes to the Board for approval.

- Perform an annual self-assessment of the Committee's performance and compliance with this Charter and applicable laws, rules and regulations.

- Communicate with the Audit Committee, NCG Committee, and any other Board subcommittees periodically, as appropriate, to promote the integrated oversight of enterprise risks and effectiveness of internal controls.

- Investigate any matter brought to its attention within the scope of its duties.

- Provide delegation of its authorities to a subcommittee, or another committee, provided that such delegations are explicitly documented within applicable governing documents and/or committee charters of the committees to which such delegation is made.

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, 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.