Risk and Capital Committee Charter

STATE STREET.

Purpose

The Risk and Capital Committee (the "Committee") is appointed by the Company's Board of Directors (the "Board"). The Committee assists the Board in fulfilling its oversight responsibilities relating to the Company's assessment and management of risk and capital adequacy.

The Committee shall meet as often as it deems necessary to perform its responsibilities.

Committee Membership

The Committee shall consist of no fewer than three directors.

The members and chair of the Committee shall be appointed and replaced by the Board on the recommendation of the Nominating and Corporate Governance Committee.

Committee Authority and Responsibilities

1. General. The Committee has the following general authority and responsibilities, which it may exercise in its discretion:

   - The Committee is responsible for reviewing and discussing with management the Company's assessment and management of risk, including market, operational, fiduciary, interest rate, liquidity, business and credit risks, and related policies.
   - The Committee shall provide oversight on the strategic capital governance principles and controls and monitor capital adequacy in relation to risk.
   - The Committee shall review the estimation of economic capital including business unit allocation and any charges that accompany such allocations.
   - The Committee shall receive such reports as it determines to be appropriate from the Chief Risk Officer, Enterprise Risk Management, the Treasurer or other representatives of management regarding the Company's policies, procedures and practices, and the functioning of risk or capital-related management committees including reports related to the assessment, analysis, monitoring, management and mitigation of risk exposures and capital allocation and adequacy.

2. Related Matters. The Committee's responsibilities include reviewing and approving, as it deems appropriate and on behalf of the Board, matters related to the Committee's general authority, oversight and responsibilities, such as the following:

   - Portfolio of Investment Securities;
   - Strategic Investments of the Company; and
   - Provisions, Charge-offs, and Recoveries to the Allowances for Credit and Securities Processing Losses.

3. Regulatory Matters. The Committee shall also have the following duties and powers.

   - The Committee is responsible for discharging the duties and obligations of the Board under Basel II.
   - The Committee shall be considered to have the full powers of an executive committee under Massachusetts law, as delegated by the Board, and shall be considered an executive committee of the Board, in each case, for the limited purpose of receiving the submission of the Treasurer's report in accordance with Massachusetts General Laws, Chapter 172, Section 16.
   - The Committee shall have all the power and authority of a Loan Committee for purposes of 12 U.S.C. 1823(e) (and any succeeding statutes).

4. Other.

- The Committee may delegate authorities and responsibilities to a management committee as appropriate.
- The Committee shall make regular reports to the Board. In addition, the Committee shall make such reports, and provide such information, to the Examining and Audit Committee of the Board as the Examining and Audit Committee may request from time to time in order to conduct its oversight responsibilities with respect to risk assessment and risk management set forth in the Examining and Audit Committee Charter.
- The Committee shall have the authority to obtain advice and assistance from internal and external legal, accounting or other advisors. The Committee shall also have access to corporate management for research, consultation and advice on all of the matters contained in this charter.
- The Committee shall perform an annual evaluation of the Committee's performance.
- The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Nominating and Corporate Governance Committee for its consideration and for recommendation to the Board for approval.
- The Committee shall have such other duties as may be delegated from time to time by the Board.