

**SANDY SPRING BANCORP, INC.**  
**SANDY SPRING BANK**

**Executive Committee Charter**

*Authority*

The board of directors of Sandy Spring Bancorp, Inc. and Sandy Spring Bank (collectively referred to herein as “the board” or “the company”) establishes this Executive Committee (“the committee”) as a standing committee of the board to consider such matters and take such actions that require board attention or the exercise of the board’s authority, to the extent permitted by applicable law and the company’s bylaws, during the intervals between regularly scheduled meetings of the board.

This charter is intended as a component of a flexible governance framework within which the board, assisted by its committees, directs the affairs of the company. It should be interpreted within the context of all applicable laws, regulations, listing requirements and the company’s articles of incorporation, corporate bylaws and Corporate Governance Policy. It is not intended to establish by its own force legally binding obligations.

*Purpose*

Pursuant to the provisions of the bylaws, the board may delegate to the committee the power to exercise all of the authority of the board in the management of the affairs and property of the company, except such authority that is specifically reserved by the general laws of the State of Maryland to the full board.

Therefore, the committee, as a standing committee, is responsible for supporting the board in the performance of its duties and responsibilities with regard to such matters that may require the attention of the board or exercise the board’s authority in between scheduled meetings and any other duties delegated to it by the board from time to time.

*Committee Membership*

The committee will be comprised of the chairs of the standing committees of the board, the chair of the board, the president and CEO, the “lead director” if one is appointed by the board, and other directors as may be appropriate, at the discretion of the board. The chair of the board shall serve as the committee chair if he or she is independent under the listing standards of the Nasdaq Stock Market. In the event the chair of the board does not meet this qualification, the committee will be chaired by the lead director.

*Duties and Responsibilities*

**Actions Between Board Meetings.** The committee has the power to exercise all of the authority of the board in the management of the affairs and property of the company delegated to it by the board (except such authority that is specifically reserved by the general laws of the State of Maryland to the full board); the authority to handle unresolved issues referred to it by the board for further deliberation; and the authority to handle emergency board issues between board

meetings that the chair of the board determines to be an emergency that should not be postponed until the next scheduled meeting and for which a special meeting is not practicable.

With regard to the general delegation of authority to the committee, the board grants the committee the standing authority to: buy or sell company assets or liabilities; execute and deliver leases, deeds or contracts; prosecute or compromise claims; institute or settle litigation; and file any necessary or desirable regulatory applications, public filings, papers or other documents. It is the intention of this provision to be by way of illustration and not limitation, and that the committee shall have the broadest grant of general authority permissible under the law.

Notwithstanding the foregoing, the committee does not have any power or authority as to the following:

- The recommendation or submission to shareholders of any action requiring approval of shareholders.
- The creation or filling of vacancies in the board or committees created pursuant to the bylaws.
- The issuance of stock or the declaration of dividends to shareholders or other distributions of stock.
- The adoption, amendment or repeal of the bylaws.
- The amendment or repeal of any board resolution that by its terms is amendable or repealable only by the board.
- Action on matters committed by the bylaws, committee charter or board resolution exclusively to another board committee.
- Any action otherwise restricted by law, regulation or rule.

### ***Corporate Governance Responsibilities***

The committee shall periodically review its own performance.

The committee shall review and reassess the adequacy of this charter on a periodic basis and recommend any proposed changes to the board for approval.

The committee shall assume such other duties and responsibilities as the board, from time to time, may delegate to the committee.

### ***Authorities and Management Support***

The committee may, in its discretion, request and review information and reports from management to the extent that it deems appropriate or necessary. The committee may conduct or authorize investigations into any matters within the scope of its responsibilities and may meet

with any employees of the company or any third parties it deems necessary in connection with such investigations.

The committee has the power and authority in its sole discretion to retain or obtain the advice of consultants, legal counsel, or other advisors (together, “advisors”) as it determines necessary to carry out its duties and responsibilities under this charter. The committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the committee.

The company shall provide for appropriate funding, as determined by the committee, in its capacity as a committee of the board, for payment of (i) compensation to any advisors employed by the committee, and (ii) ordinary administrative expenses of the committee that are necessary or appropriate in carrying out its duties.

### ***Committee Meetings and Action***

A majority of the committee members will constitute a quorum for the transaction of business. The committee shall act only on the affirmative vote of at least a majority of its members present at any meeting. The committee may also act without a meeting by securing the unanimous written consent of its members. Meetings of the committee may be held by telephone or video conference.

The committee shall keep minutes of its meetings, which will include a record of any actions taken by the committee. The chair shall report the committee’s actions, recommendations or findings to the board at the next regular or special board meeting following a committee meeting.

The committee will meet in accordance with the company’s needs, and the chair or the President & CEO will have the authority to call such a meeting providing sufficient notice to ensure a quorum may be present..

The committee may meet in executive session without the presence of members of management as often as it deems appropriate

The chair will set the agenda for committee meetings.

Except as expressly provided in this charter, the bylaws, or as required by law, regulation or listing standard, the committee may establish its own rules of procedure.

Approved: May 25, 2022