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## Risk and Finance Committee Charter

**Business Segment** Nelnet, Inc.

**Business Unit** All

**Abstract** Charter for the Risk and Finance Committee, addressing the purpose, organization, meetings, and powers and responsibilities.

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### Purpose

The purpose of the Risk and Finance Committee (Committee) is to assist the Board of Directors (Board) in fulfilling its responsibility with respect to oversight of:

- Nelnet, Inc.'s (the Company's) enterprise-wide risk management framework, including the significant strategies, policies, procedures, and systems used to identify, assess, measure, and manage the major risks facing the Company;
- Cybersecurity strategies, policies, processes, systems, training, and incident response plans; and
- The Company's strategies, policies, and practices relating to capital management, including material liquidity, financing, and investment activities.

### Organization

The Board shall designate annually, based on the recommendation of the Nominating and Governance Committee of the Board, a Committee comprised of three or more Directors, who may be removed by the Board at its discretion. A majority of the members of the Committee shall be "independent" Directors as determined in accordance with the rules and regulations of the New York Stock Exchange (NYSE) and U.S. Securities and Exchange Commission (SEC) and comply with and satisfy other applicable laws, rules, regulations, and requirements. The Committee is a standing committee of the Board and shall report regularly to the Board.

A Chair (or co-Chairs) of the Committee shall be elected by the Board, based upon the recommendation of the Nominating and Governance Committee.

### Meetings

The Committee shall meet as often as it deems necessary or appropriate to carry out its responsibilities and may in its sole discretion, form and delegate authority to subcommittees (comprised only of Committee members) in furtherance of such responsibilities. Meetings of the Committee shall be called by the Chair (or any co-Chair) of the Committee, the Chair of the Board, or the Chief Executive Officer of the Company. All such meetings shall be held pursuant to the bylaws of the Company with regard to notice and waiver thereof, and written minutes of each such meeting shall be duly filed in the Company's records.

## Powers and Responsibilities

The Committee's role is one of oversight, recognizing that Company management is responsible for executing the Company's risk and capital management policies and activities. While the Committee has the powers and responsibilities set forth in this charter, management is responsible for designing, implementing, and maintaining effective risk and capital management programs.

The Committee shall maintain free and open communication with Company management and is empowered to investigate any matter relating to the Company's risk and capital management practices brought to its attention.

The Committee shall have the responsibilities outlined in the following table, if the Board has not previously considered or acted upon these items.

Responsibility	Details
<b>Oversight of Enterprise-Wide Risk Management</b>	<ul style="list-style-type: none"> <li>• Evaluate and approve applicable risk management policies.</li> <li>• Review and evaluate the Company's risk philosophy and appetite.</li> <li>• Evaluate the Company's enterprise-wide risk management framework, structure, and maturity.</li> <li>• Review and evaluate business segment risk assessments that identify strategic, emerging, and third-party risks that could adversely affect the achievement of Company and business segment objectives.</li> <li>• Discuss and evaluate the Company's major risk exposures, risk responses, controls, monitoring activities, key performance indicators, and other relevant factors to ensure that Company and business segment risk tolerances are aligned with the Company's risk profile and appetite.</li> <li>• Review the sufficiency of Company risk management policies, personnel, systems, budgets, procedures, controls, and other risk management capabilities.</li> </ul>
<b>Oversight of Information Security</b>	<ul style="list-style-type: none"> <li>• Evaluate and approve <i>Corporate Security Policy</i> and related exceptions and accepted risks.</li> <li>• Ensure that Company security awareness and training programs adequately address the risks of the Company and business segments.</li> <li>• Ensure business initiatives consider information security within their strategies, processes, and systems and ensure the security programs support business segment objectives.</li> <li>• Ensure that the Company is focused on and mitigates risk, as appropriate, through oversight of security initiatives, system vulnerabilities, appropriate use of technologies, and incident response plans.</li> </ul>
<b>Oversight of Capital Management</b>	<ul style="list-style-type: none"> <li>• Evaluate and approve <i>Investment Management Policy</i> and Trade Authorization.</li> <li>• Have principal oversight responsibility with respect to certain Company material financial matters, including capital management, funding strategy, investments, and acquisitions, that are material to the Company's business. The Committee shall not have oversight responsibility with respect to the Company's financial reporting, which is the responsibility of the Audit Committee of the Board.</li> <li>• Periodically review the annual plan, financial results, asset quality, financing, and capital management activity and liquidity position of the Company; review and approve the Company's dividend policy and recommend dividend actions to the Board; and review the Company's plans for equity and debt repurchase activities.</li> <li>• Have general oversight responsibility for the Company's treasury activities. In this connection, the Committee shall annually review the Company's principal commercial and investment banking relationships, including its banking and treasury authorizations, and material terms of the Company's credit facilities in light of the Company's operating strategy, risk exposures, financial policies, and changes in applicable law or accounting requirements.</li> <li>• Review the financial terms of material acquisitions or other equity investments and divestitures of any material operations of the Company that are submitted to the Board for approval under the Company's <i>Corporate Governance Guidelines</i> regarding authorizations. The Committee may also approve the financial terms of transactions that have been approved in principal by the Board if delegated to do so by the Board.</li> </ul>

## Additional Powers and Responsibilities

The Committee shall, on an annual basis review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval. The Committee conducts an evaluation of the Committee's own performance during such past year.

The Committee shall have the authority to engage and obtain advice and assistance from independent or outside legal counsel and other advisors as it determines necessary or appropriate to carry out its duties. All related fees and expenses of such advisors, as determined by the Committee, shall be paid promptly by the Company in accordance with its normal business practices.

## About This Document

### Document History

Date	Revision	Owner	Approver
05/21/2020	Approved by the Risk and Finance Committee on 05/21/2020.	Chief Risk Officer	Risk and Finance Committee
05/19/2021	Approved by the Risk and Finance Committee on 05/19/2021.	Chief Risk Officer	Risk and Finance Committee
01/27/2022	Approved by the Risk and Finance Committee on 01/27/2022.	Chief Risk Officer	Risk and Finance Committee
06/02/2022	Updated for documentation standards and template changes. Initial publication on The Nelnet Source. Approved by the Risk and Finance Committee on 05/18/2022.	Chief Risk Officer	Risk and Finance Committee

### Supporting Documentation

Title (Document ID)	Location	Audience
Corporate Governance Guidelines (5969)	The Nelnet Source	Nelnet, Inc.
Corporate Security Policy (3214)	The Nelnet Source	Nelnet, Inc.
Investment Management Policy (2020)	The Nelnet Source	Nelnet, Inc.