

**U.S. Bancorp
Capital Planning Committee
Charter**

Purpose:

The purpose of the Capital Planning Committee of U.S. Bancorp (the “Company”) is to provide oversight of the Company’s capital planning process and decision-making. To carry out this purpose, the Committee oversees the Company’s capital and liquidity stress testing and planning, resolution and recovery planning, including monitoring and managing of capital to established targets under normal economic conditions and the monitoring and managing of capital and liquidity to established goals in conditions of economic, industry, or Company-specific stress.

Membership:

The members of the Committee will be appointed by the Board of Directors from time to time. Committee members are subject to removal at any time by a majority of the Board. Any vacancy may be filled by the Board. The Chair of the Committee will be appointed by the Board. The Chair of the Committee will be a director who meets the independence requirements of the New York Stock Exchange and the Company.

Powers and Responsibilities:

The Committee will:

1. Annually review the Company’s capital planning and capital management processes, including stress testing processes, scenarios and results and proposed capital actions. Review of these processes should include an assessment of their alignment with the Company’s strategy and risk appetite and with the Company’s risk levels, including how risks at the Company may emerge and evolve under stress.
2. Review and approve (or recommend Board approval, as appropriate) the issuance or repurchase of equity or debt securities and other significant financial transactions entered into as part of the company’s capital management strategy.
3. Annually review and approve the Company’s capital plan, including the results of the Comprehensive Capital Analysis and Review (CCAR), and recommend it to the Board for its approval.
4. Approve policies related to capital planning and significant changes to those policies. Review these policies annually, including management’s controls for the capital planning process. Approve capital planning activities and strategies.
5. Review capital adequacy reports quarterly, and more frequently when economic, financial or Company-specific conditions warrant a more frequent update. Review

- information on the Company's material risks and exposures that is sufficient to inform decisions on capital adequacy and actions, including capital distributions.
6. Review at least quarterly (and more frequently when economic, financial or Company-specific conditions warrant a more frequent update) information that addresses the major drivers of the Company's capital adequacy and capital projections under a range of conditions, including baseline and stress scenarios.
 7. Annually review information with respect to the Company's estimation approaches, model overlays and assessments of model performance.
 8. Annually review information about uncertainties around projections of capital needs or limitations within the Company's capital planning process, and incorporate these uncertainties into decisions on capital adequacy and capital actions. Review and approve mitigating steps to address capital planning process weaknesses.
 9. Quarterly review liquidity stress results, and the resulting liquidity buffer.
 10. Review management's resolution and recovery planning activities and approve related policies.
 11. Annually, review and approve the Company's resolution and recovery plans and recommend each plan to the Board for its approval.
 12. In the event of a triggering event, direct the execution of appropriate resolution and recovery plans.
 13. Annually review Elavon Financial Services policies related to capital, liquidity stress and recovery planning. Review quarterly, and more frequently when economic, financial or Company-specific conditions warrant, Elavon Financial Services limit breaches defined within the applicable policies.

The Committee will also:

1. Conduct an annual performance evaluation of the Committee.
2. Provide regular reports of its activities to the Board.

In exercising its oversight role, the Committee is entitled to rely on management to assume the primary capital planning and capital management functions, liquidity stress testing functions and resolution and recovery planning functions, including the responsibility to establish appropriate policies, practices and procedures. The Committee will rely on periodic reports from management in carrying out its responsibilities. It is not the Committee's responsibility to 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, and the accuracy of the information. In exercising its oversight responsibilities, the Committee will question, challenge, and when

necessary, oppose recommendations and decisions made by management that could cause the Company's risk profile to exceed its risk appetite or jeopardize the safety and soundness of any of its bank subsidiaries.

Meetings:

The Committee will meet at least six times a year and otherwise as determined by the Chair or by a majority of the Committee. A majority of the members of the Committee will constitute a quorum. The Committee will meet in executive session without any members of senior management present at each of the regularly scheduled meetings. The Committee may invite to its meetings any director, member of management, outside expert, representative of the independent auditor, or any other persons as it deems appropriate in order to carry out its responsibilities.

Resources and Authority:

The Committee will have the resources and authority it deems appropriate to discharge its responsibilities, including the authority to engage external consultants, and will have sole authority to retain and terminate any such external consultants and to approve the fees and other retention terms related to the appointment of such consultants.

The Committee may delegate its authority to subcommittees established by the Committee from time to time, which subcommittees will consist of one or more members of the Committee and will report to the Committee.

Adoption of Charter:

This Charter was adopted by the Board of Directors on January 15, 2019.