NBT BANCORP INC.
RISK MANAGEMENT COMMITTEE CHARTER

I. PURPOSE OF THE COMMITTEE

The Board of Directors (the "Board") of NBT Bancorp Inc. (the "Company") has established the Risk Management Committee (the "Committee") to assist the Board in:

- Overseeing the Company's risk management activities and the effectiveness of the Enterprise Risk Management (ERM) framework;
- Overseeing management's policies and procedures to identify, measure, monitor and control operational, compliance, regulatory, legal, strategic and reputational risks that confront the Company;
- Establishing and aligning risk appetite with strategic objectives and strategic planning;
- Overseeing the performance of the Company's Risk Management Division personnel; and
- Overseeing NBT's stress testing framework.

Operational risks include but are not limited to information security and technology risks, and risks arising from day to day processes that could result in material disruptions to operations or financial loss or reputational harm.

Oversight for credit risk is delegated primarily to the Credit Risk Committee and oversight for the compliance audit function is delegated primarily to the Audit Committee. Oversight for compensation risk is delegated primarily to the Compensation Committee. The objective is to minimize duplication among committees although it is expected there will be some duplication in reporting across committees with primary responsibilities outlined within each committee charter.

Oversight for overall capital planning and capital adequacy remains with the Board of Directors.

II. COMMITTEE MEMBERSHIP AND INDEPENDENCE

- The Committee will have a minimum of three members as determined by the Board, a majority of which shall be independent in accordance with applicable laws, rules, and regulations;
- Each member of the Committee shall have a general understanding of risk management principles and practices relative to financial institutions;
- At least one member of the Committee shall be a "risk expert" with experience identifying, assessing, and managing risk across a large, more complex enterprise. This individual shall have the necessary qualifications under any regulatory or legal requirements that become applicable;
- The Chairperson and members of the Committee shall be annually appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee;
- Committee members will serve NBT Bancorp Inc. and its subsidiaries; and
- At least one member of the Committee shall also serve as a member of the Audit Committee.

III. AUTHORITY

The Committee shall have the authority to meet with or seek information it requires from employees, officers, or directors of the Company. It may retain legal, or outside consultants or advisors as it deems appropriate to fulfill its duties and responsibilities, and have the ability to negotiate related fees for services.

IV. SPECIFIC DUTIES AND RESPONSIBILITIES

Specific duties and responsibilities of the Committee shall include the following:

Enterprise Risk Management

1. Review and approve the ERM framework annually which shall be designed, implemented and maintained by management.

2. Review and approve the risk appetite statement annually.

3. Review management reports and relevant information regarding identification, measurement, monitoring and control of existing and emerging risks.

4. Approve stress testing policies annually.

5. Review stress testing guidelines and program results.

6. The Committee shall seek to stay informed of significant regulatory changes or changes in financial reporting, management changes, changes in business practices or strategies, new technology or other developments that can present material risks to the Company.

7. Oversee that the risk appetite and strategic plan are aligned. If there are existing or emerging risks or strategies that are outside existing or acceptable parameters, the Committee shall oversee an appropriate remediation plan.

Compliance and Regulatory

8. Review periodic reports prepared by the Chief Compliance Officer and senior legal officer to evaluate adequacy and effectiveness of the Company's compliance program for complying with applicable laws, rules and regulations.

9. Review legal or regulatory matters including compliance with all BSA/AML/OFAC, and other requirements that could have an impact on the Company's compliance with applicable laws, rules, and regulations.

10. Review third parties to be used for performance of any compliance or risk functions.

11. Review regulatory examination reports and management responses.

Operational

12. Review reports from management and risk management personnel on material operational risks including efforts to identify, measure, monitor, control or prevent breaches, and on information security, technology, fraud, privacy and related programs.

13. Oversight for business continuity and disaster recovery activities.

14. Oversight for compliance with requirements for the vendor management program.

15. Approval annually of information security policies and procedures.

16. Monitor other operational and emerging risks that could create exposure to material losses.

17. Review the Company's insurance program and adequacy of coverage.

18. Review the Corporate Security Officer's annual report.

19. Review and approve annually the Data Governance framework and policy.

Other

20. Approve the appointment of and replacement of the Senior Risk Management Division Officer who shall report directly to the Committee.

21. Review the performance in consultation with the CEO of the Senior Risk Management Division Officer annually.

Administrative

22. Review and assess the adequacy of this policy statement and charter at least annually.

23. Report activities to the Board on a regular basis, making recommendations, as the Committee deems appropriate.

24. Conduct a self-assessment of the performance of the Committee annually and report results of the assessment to the Board.

25. The Committee can assign primary responsibility to other Board committees for risk related duties to the extent the responsibility is not solely within the authority of the Committee.

V. MEETINGS

- The Committee will meet at least four times a year. The Committee has the right to call additional meetings as necessary to perform their duties;
- The Committee may request any officer or employee of the Company or the Company's in-house or outside counsel to attend meetings of the Committee;
- The Committee shall meet in executive sessions quarterly with management and senior risk management personnel; and
- The Committee shall keep written minutes of each meeting, approve such minutes, and provide copies of such minutes to the Board for its review and ratification.