

FULTON FINANCIAL CORPORATION
Human Resources Committee Charter
As of September 17, 2019

Purpose

The Human Resources Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Fulton Financial Corporation (the "Corporation") to: (i) discharge the Board's responsibilities relating to salaries, bonuses and other compensation plans, policies and programs for the Chief Executive Officer (the "CEO"), the Chief Financial Officer (the "CFO") and other executive officers designated by the Corporation (collectively, the "Executive Officers"); (ii) oversee the Corporation's equity based compensation plans, variable compensation plans, retirement plans and medical plans; (iii) discuss, review and evaluate all employee compensation plans; and (iv) take such other actions within the scope of this charter (the "Charter") as the Committee deems necessary or appropriate. The Committee has been designated to be and serves as the Human Resources Committee of the Corporation, and its affiliates, including Fulton Bank, National Association (the "Bank"), and its other subsidiaries.

Membership

The Committee shall be comprised of three (3) or more directors. All members of the Committee shall be, in the opinion of the Board, independent under the independence requirements of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the Securities and Exchange Commission (the "SEC") and NASDAQ Stock Market ("NASDAQ"), and the foregoing requirements, rules and regulations as amended. The Committee members shall qualify as "non-employee" directors within the meaning of Rule 16b-3 under the Exchange Act, and the foregoing requirements, rules and regulations as amended shall hereby govern the Committee members and their actions. No member of the Committee may accept, directly or indirectly, any consulting, advisory or other compensatory fees from the Corporation, other than fees received for Board or committee service or fixed amounts of compensation received under a retirement or deferred compensation plan for prior service with the Corporation that are not contingent on continued service.

The Board shall appoint members of the Committee and Committee members are subject to removal at any time by a majority of the Board. The Board may fill any vacancy on the Committee. The Board shall designate one member of the Committee to serve as Chair and another to serve as Vice Chair in the absence of the Chair. Committee members shall be appointed at the Corporation's annual organizational meeting, and shall continue to serve until the Corporation's next organizational meeting or until the appointment of new members. Committee members may be removed and the vacancies shall be filled by a majority vote of the independent directors of the Board.

Meetings

The Committee shall meet as often as it determines necessary to fulfill its duties and at such times as the Chair or the Vice Chair (in the absence of the Chair) or a majority of the Committee determines, but shall meet not less frequently than quarterly. A simple majority of the voting members of the Committee shall constitute a quorum for the conduct of all business.

To encourage and enhance communication among independent directors, the Committee shall periodically meet in separate executive sessions with the Corporation's compensation consultant and the Chief Human

Resources Officer, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. The Committee may request any officer or employee of the Corporation or the compensation consultant to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Written minutes of the Committee meetings shall be maintained.

The Committee has the power to appoint subcommittees and no subcommittee shall have any final decision-making authority on behalf of the Committee or the Board.

Authority and Responsibility

The Committee shall have the sole authority and be directly responsible for the appointment, retention, termination, compensation and oversight of the work of any compensation consultant retained by the Committee, who shall report directly to the Committee. The Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisers. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to the compensation consultant, to any advisers retained by the Committee and for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may rely upon such statistical information and other data regarding compensation programs, including information provided by the Corporation's Human Resource Department, as it deems appropriate. Management and employees of the Corporation shall cooperate with the Committee and the Committee shall have unrestricted access to individual members of management and employees and may ask them to attend any meeting of the Committee or to meet with any members of the Committee. In carrying out its duties, the Committee may act in reliance on management and employees of the Corporation, as well as outside advisers, as it deems necessary or appropriate.

The Committee has the power to appoint subcommittees, except no subcommittee shall have any final decision-making authority on behalf of the Committee or the Board.

Escalation

The Committee shall make regular reports of its meetings to the Board, including reports of any significant issues or concern reported to the Committee by the compensation consultant, the Chief Human Resources Officer or the Chief Legal Officer.

Responsibility and Duties

The Board delegates to the Committee the express authority and specific responsibility to do the following, to the fullest extent permitted by applicable law and the Corporation's by-laws:

1. Establish an executive compensation philosophy that is designed to attract and retain qualified individuals for Executive Officer positions by providing a level of compensation opportunity that is competitive with the Corporation's designated peer group, or other relevant data the Committee may want to consider from time to time. Compensation includes, but is not limited to, annual salary, bonuses, variable compensation (if any), stock option grants, restricted stock awards and perquisites.

2. Review and approve the criteria to be used in evaluating the performance of the CEO and other Executive Officers as designated by the Committee based on criteria set by the Committee.
3. Evaluate and review the performance of the CEO and other Executive Officers as designated by the Committee based upon the performance criteria selected.
4. Review the CEO's evaluation of the performance of the other Executive Officers and the CEO's recommendations concerning compensation for these individuals.
5. Based upon these evaluations, the Committee shall, at least annually, review and approve (or recommend to the Board for determination) the annual base salaries and annual incentive opportunities of the Executive Officers. The CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation.
6. The Committee shall, periodically and when appropriate, review and approve the following as they affect the Executive Officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (d) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
7. Review and approve all employment agreements and/or change in control agreements.
8. Review the formal management succession process being used by the Corporation to insure that adequate plans are being developed for all key management positions.
9. Identify the risks that employee compensation plans may pose to the Corporation.
10. Identify excessive compensation and limit the features of any employee compensation plan that could:
 - a) lead officers or employees to take excessive risks that are reasonably likely to have a material adverse effect on the Corporation or result in a material financial loss;
 - b) encourage the manipulation of the Corporation's reported earnings; or
 - c) unnecessarily expose the Corporation to risks, including but not limited to reputational risks.
11. Annually review and discuss with management the Compensation Discussion and Analysis and Compensation Committee Report, and based on the review and discussions, determine whether to recommend to the Board that the Compensation Discussion and Analysis and Compensation Committee Report for inclusion in the Corporation's annual report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C, as applicable.
12. Annually prepare and issue the Compensation Committee Report in accordance with applicable rules and regulations of the "SEC" for inclusion in the Corporation's proxy statement.
13. Perform such duties and responsibilities as may be assigned to the Committee under the terms of any of the Corporation's equity compensation plans, including recommending the number of shares available for grant in any calendar year, the key employee group eligible to receive a grant, vesting

requirements and number of shares to be awarded certain specific members of the key employee group, including the Executive Officers, and also administer any other “performance-based compensation” plan, established and maintained by the Corporation, including determining the performance goals and certifying that the performance goals and any other material terms of the performance-based compensation plan were in fact satisfied.

14. Act as administrator of the Corporation’s Employee Stock Purchase Plan (“ESPP”), and annually recommend any ESPP contribution changes to the Board in the fourth quarter to take effect for ESPP participants during the next year.
15. The Committee shall receive periodic reports from management on the Corporation’s compensation and benefit programs as they affect all employees, or as the Corporation’s compensation and benefit programs may be impacted by final or proposed regulatory changes.
16. Provide oversight of the costs associated with employee compensation and benefits, and receive reports quarterly, or as needed, on “costs-to-date” provided by Human Resources.
17. Approve contributions to retirement plans and make recommendations concerning retirement plan documentation, contributions and amendments to the Board for its approval.
18. Report the results of its activities to the Board by regularly providing copies of its meeting minutes to the Board and in such other manner as requested by the Board.
19. Make recommendations and reports to the Board with respect to executive compensation, stock plans and related policies of the Corporation.
20. Make recommendations and reports to the Board with respect to meeting fees, retainer payments, equity awards and other compensation related to service on the Corporation’s Board and committees.
21. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
22. Delegate specific responsibilities and duties as the Committee deems appropriate and consistent with other requirements.
23. Conduct an annual self-evaluation by the Committee of its performance relative to its purpose, duties and responsibilities outlined with respect to the requirements of the Charter and report such results to the Board.
24. The Committee shall oversee the Corporation’s compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the NASDAQ rules that, with limited exceptions, shareholders approve equity compensation plans.
25. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee.
26. The Committee shall select a compensation consultant, legal counsel or other adviser, other than in-

house legal counsel, only after taking into consideration the following factors:

- a) the provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other adviser;
- b) the amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- c) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- d) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- e) any stock of the Corporation owned by the compensation consultant, legal counsel or other adviser; and
- f) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an Executive Officer of the Corporation.

Although the Committee is required to consider these factors, it is free to select or receive advice from an advisor that is not independent. Additionally, notwithstanding the appointment, compensation and oversight of a compensation consultant, legal consultant or other advisor, the Committee shall not be required to implement or act consistently with the advice or recommendations of the compensation consultant, legal consultant or other advisor or affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee.

27. Receive quarterly reports of Code of Conduct violations, and reports of Whistleblower and other employee complaints that are appropriate for review with the Committee unless the topic will be discussed with the Board or another Board committee.
28. Oversee and receive periodic reports from the Retirement Plan Administrative Committee (“RPAC”) with respect to regulatory, economic and other developments that may impact the Corporation’s retirement plans. Approve the RPAC Charter and any updates proposed by RPAC after their annual review.
29. Oversee and receive periodic reports from the Incentive Compensation Committee (“ICC”) with respect to compensation matters delegated to ICC. Approve the ICC Charter and any updates proposed by ICC after their annual review.
30. Perform any other activities consistent with this Charter, the Corporation’s by-laws and governing law as the Committee or the Board deems necessary or appropriate.