

**CHARTER OF THE
AUDIT COMMITTEE
OF THE
BOARD OF DIRECTORS**

1. Mission Statement

The Audit Committee (the "Committee") is appointed by the Board of Directors ("Board") to assist the Board in its oversight of (1) the integrity of the Company's financial reporting, (2) the independent accountants' qualifications, independence and performance, (3) the Company's systems of internal controls, (4) the performance of the Company's Internal Audit Department, and (5) the Company's compliance with legal and regulatory requirements.

2. Membership

The Committee shall consist of no fewer than three directors. The Committee shall be comprised solely of "independent" directors, as determined in accordance with the independence standards adopted by the New York Stock Exchange (the "NYSE"), Securities and Exchange Commission ("SEC") and other regulatory requirements in effect from time to time. The members of the Committee and the Chair of the Committee shall be appointed annually by the Board and may be removed by the Board. The members of the Committee shall be persons who are financially literate, in the judgment of the Board. At least one of the members of the Committee shall be a person who, in the judgment of the Board, has "accounting or related financial management expertise" in accordance with NYSE listing standards. At least one of the members of the Committee shall be a person who, in the judgment of the Board, is qualified to serve as an "audit committee financial expert" as defined by the SEC.

No member of the Committee may serve simultaneously on the audit committees of more than three public companies, including that of the Company, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and such determination is disclosed in accordance with the listing standards of the NYSE.

3. Duties and Responsibilities

The Committee's responsibility is one of oversight, and it recognizes that the Company's management is responsible for preparing the Company's financial statements.

In carrying out its oversight duties, it is not the Committee's responsibility to plan or conduct audits or to determine that the Company's financial statements are complete, accurate or in accordance with generally accepted accounting principles. The Committee recognizes that financial management (including the internal audit staff), as well as the independent accountants, have more knowledge of accounting and auditing requirements and more detailed information about the Company than do the members of the Committee; consequently, in carrying out its oversight responsibilities the Committee is not providing

any expert or special assurance as to the Company's financial statements or any professional certification as to the independent accountants' work.

The Committee shall prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement.

a. Financial Reporting Oversight; Relationship with Company's Independent Accountants

- (i) The Company's independent accountants are ultimately accountable to the Board, as representative of the Company's shareholders. The Committee exercises the responsibility of the Board in that oversight role.
- (ii) The Committee shall be directly responsible for the appointment (subject to shareholder ratification in the Committee's discretion as permitted by law), retention, compensation, and oversight of the work of the independent accountants employed by the Company (including the resolution of disagreements between management and the auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. In that connection, the independent accountants shall report directly to the Committee and the Committee shall determine appropriate funding for payment of compensation to the independent accountants. The Committee shall have the sole authority to terminate the independent accountants in its discretion.
- (iii) In connection with the appointment and reappointment of the independent accountants, the Committee shall review their independence and obtain written disclosures from them regarding all relationships with the Company that could affect their independence. In that connection, at least annually, the Committee shall obtain and review a report by the independent accountants describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess their independence) all relationships between the independent accountants and the Company. The Committee shall also review and evaluate the lead partner of the independent accounting team.
- (iv) The Committee shall approve in advance any audit and non-audit services, including tax services, to be performed for the Company by its independent accountants, except for services that were not recognized at the time of the engagement to be non-audit services and for which the compensation does not exceed 5% of the total revenues paid to the independent accountants by

the Company during the fiscal year; *provided, however*, that such “de minimis” services are approved by the Committee or one or more members to whom authority has been granted to make such approval prior to completion of the services. In that connection, the Committee shall receive from the independent accountants, at least annually, a written statement setting out all relationships between them and the Company and the fees paid for those services.

- (v) The Committee shall direct the independent accountants to prepare and deliver annually a statement as to independence consistent with Rule 3526, Communicating with Audit Committees Concerning Independence, as adopted by the Public Company Accounting Oversight Board (the “PCAOB”) and amended from time to time, and shall discuss with the independent accountants any relationships or services disclosed in this statement that may affect their objectivity and independence.
- (vi) The Committee shall meet with the independent accountants on a regular basis, as it determines appropriate. At least once a year, the Committee shall meet with representatives of the independent accountants without the presence of management representatives.
- (vii) The Committee shall ensure the rotation of the audit partners as required by law. The Committee shall consider whether, in order to ensure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent accounting firm on a regular basis.
- (viii) The Committee, or one of its members, shall meet with the representatives of the independent accountants prior to commencement of the annual audit to review and discuss planning, staffing, the audit scope and approach, and any specific areas of risk that the auditors propose to focus on.
- (ix) The Committee shall review and discuss with the independent accountants the matters required to be discussed with the independent accountants under Auditing Standard No. 1301, as adopted by the PCAOB and amended from time to time.
- (x) Following conclusion of the year-end audit, but prior to release of the financial statements, the Committee, or one of its members, shall discuss with representatives of the independent accountants the financial statements and the results of the audit, including any disagreements with management regarding audit scope, access to requested information or accounting presentation.

- (xi) Prior to release of the financial results and related press releases for each quarter and the fiscal year, the Committee, or one of its members, shall discuss them generally with management and representatives of the independent accountants, and shall review with them the "Management's Discussion and Analysis" section of the Company's filings with the SEC. The Committee shall also discuss financial information and any earnings guidance provided to rating agencies and analysts, as well as non-GAAP financial measures. All such discussions and review may be general (consisting of discussing the types of information to be disclosed or the types of presentations to be made). Each specific instance in which the Company provides earnings guidance need not be discussed in advance.
- (xii) At least annually, the Committee shall review with representatives of the independent accountants their judgments concerning the quality of the Company's accounting principles as reflected in its financial reporting, whether those principles are consistent with industry standards or represent minority positions, and the clarity of disclosure of information. The Committee shall also review with the independent accountants their views regarding any significant estimates made by management which are reflected in the financial statements.
- (xiii) In connection with the foregoing, the Committee shall review with the independent accountants:
 - a. All critical accounting policies and practices to be used;
 - b. All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials of the Company, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent accountants; and
 - c. Other material written communications between the independent accountants and the management of the Company, such as any management letter or schedule of unadjusted differences.
- (xiv) Based on the review and discussions described in sections (viii), (ix) and (x) herein, the Committee shall recommend to the Board whether the financial statements should be included in the Annual Report on Form 10-K.

- (xv) The Committee shall discuss, at least annually, the adequacy of the Company's internal controls with the Internal Audit Department, the independent accountants and management, including, without limitation, reports regarding (a) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting, and (c) recommendations to improve the Company's internal control structure and operational efficiency. The Committee shall review and discuss, as appropriate, any special audit steps implemented by management to address any deficiencies.
- (xvi) Review and discuss with management and the independent auditor the Company's internal controls report and the independent auditor's attestation report prior to the filing of the Annual Report on Form 10-K.
- (xvii) The Committee shall approve the Company's policy for the hiring of employees or former employees of the Company's independent accountants.
- (xviii) The Committee shall obtain from the independent accountants assurance that Section 10A(b) of the Securities Exchange Act of 1934, as amended (detecting illegal acts, identifying related party transactions and going concern evaluation) has not been implicated.
- (xix) The Committee shall discuss with management and the independent accountants any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
- (xx) The Committee shall discuss with management and the Company's General Counsel and Chief Compliance Officer, or appropriate delegates, the nature and status of any significant legal, regulatory or compliance matters, including investigations of the Company or its subsidiaries, that may have a material impact on the financial statements or the Company's internal controls.
- (xxi) The Committee shall on a quarterly basis review management's process for establishing the Company's allowance for credit losses.
- (xxii) The Committee shall exercise oversight of the Company's environmental, social and governance ("ESG") financial policies and financial disclosures.

b. Oversight of the Internal Audit Department and Internal Controls

- (i) The Committee shall review the appointment or replacement of the Chief Audit Executive, along with reviewing his or her performance and compensation annually.
- (ii) The Committee shall discuss with the independent accountants and management the Internal Audit Department's responsibilities, budget, staffing and any recommended changes in the planned scope of the internal audit.
- (iii) The Committee shall have oversight responsibility with respect to the Company's Internal Audit Department. In that connection, the Committee shall maintain regular contact with the Chief Audit Executive and meet with her or him as necessary without the presence of management representatives.
- (iv) The Committee shall receive and review reports from the Internal Audit Department with respect to the results of audits undertaken and management's response to recommendations from the Department including, without limitation, results relevant to the Company's operational risks. The Committee shall have the authority to direct the Internal Audit Department to undertake specific projects, including review of specific departments of the Company.
- (v) The Chief Audit Executive shall have access to the members of the Committee on a direct basis as necessary and shall attend the regular meetings of the Committee or as otherwise requested by the Committee.

c. Other Responsibilities

- (i) The Committee shall establish and review procedures for:
 - a. The receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - b. The confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- (ii) The Committee shall periodically receive reports from senior financial officers of the Company regarding their compliance with the code of ethics for senior financial officers. The Committee shall report material violations of the Code of Ethics that are brought to their attention to the Board with a recommendation for appropriate action.

- (iii) At least annually, the Committee shall review with the Company's Chief Executive Officer and Chief Financial Officer the certifications they sign in SEC reports regarding the Company's disclosure controls, the design and operation of the Company's internal control over financial reporting and any material weaknesses or significant deficiencies they have identified with respect thereto, or any fraud involving management or other employees identified during the course of their review of the Company's controls, and any significant changes in internal control over financial reporting or in other factors that could significantly affect internal control over financial reporting, including any corrective actions with regard to significant deficiencies and material weaknesses.
- (iv) The Committee shall review significant regulatory examination reports of the Company if the Chief Compliance Officer determines that such reports do not principally cover risks overseen by the Risk Committee of the Board.
- (v) The Chief Risk Officer and the Chief Compliance Officer shall have access to the members of the Committee on a direct basis as necessary and shall attend meetings of the Committee as requested by the Committee.
- (vi) Pursuant to NYSE listing standards, the Committee shall review and discuss with management the Company's guidelines and policies with respect to the process by which the Company undertakes risk assessment and risk management.
- (vii) The Committee shall coordinate its oversight of compliance risk with the Risk Committee of the Board in such manner as the committees or their chairs deem appropriate.
- (viii) The Committee shall prepare an annual report to be included in the Company's annual proxy statement to shareholders.
- (ix) The Committee shall review and approve enterprise-wide policies of the Company that are related to its duties and responsibilities as set forth herein.

d. General Responsibilities

- (i) In exercising its oversight responsibility, the Committee shall have access to members of management and material reports or inquiries received from, and any reports of examination submitted by, the various federal and state financial institution regulatory authorities and management's responses to

such reports or inquiries. The Committee may inquire into any issues that it considers to be of material concern to the Committee or the Board.

- (ii) The Committee shall have authority to conduct or authorize investigations into any matters within its scope of responsibilities and to retain advisers, including counsel and other professionals, to assist in the conduct of any investigation, and to determine their compensation.
- (iii) The Committee shall report regularly to the Board with respect to its activities.
- (iv) The Committee shall consult from time to time with other committees of the Board in such manner as the Committee or its chair deem appropriate.
- (v) The Committee shall annually review and reassess the adequacy of this Committee's charter and recommend any proposed changes to the Board for approval.
- (vi) At least annually, review and evaluate the performance of the Committee and participate in a performance evaluation of its activities by the Board.

4. Meetings and Operations

The Committee shall meet as frequently as its responsibilities require. Generally, the Committee shall meet quarterly, prior to each meeting of the Board, and with Company's Chief Financial Officer and the independent accountants prior to the release of quarterly financial results. In addition, members of the Committee are free to contact members of management including financial managers, compliance managers, the Chief Audit Executive, the Chief Compliance Officer, the Company's General Counsel, outside counsel and the Company's independent accountants whenever they consider appropriate; the Committee may request reports or presentations at Committee meetings from any of these individuals. The Committee shall also meet periodically with senior management responsible for the Company's financial reporting. The Committee shall also meet periodically in executive sessions and in private sessions with the Chief Audit Executive, the Chief Financial Officer and other members of management. Such sessions shall generally be held in conjunction with each regularly scheduled meeting of the Committee.

The Committee shall coordinate with the Risk Committee of the Board (which may be done through the chairs of each committee) to ensure that each committee has received and, when appropriate, discussed the information necessary to fulfill its respective duties and responsibilities with respect to areas of common interest.

The Committee Chair, or, in his or her absence, another designated member of the Committee, shall preside at each meeting. The Committee may meet in person or by telephone or videoconference.

At all Committee meetings, a majority of the members of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those members present at a meeting at which a quorum is present (but in no event fewer than two members), shall be the action of the Committee. The Committee shall keep a record of its actions and proceedings.

5. Funding

The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation, independent legal counsel or any other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

As amended by the Board of Directors effective February 23, 2024