

# **Charter of the Audit Committee of the Board of Directors of BayCom Corp**

(Adopted January 16, 2018)

## **I. Statement of Policy**

The Audit Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of BayCom Corp (the “Company”) to represent and provide assistance to the Board in fulfilling its oversight responsibility relating to the integrity of the Company’s financial statements and the financial reporting processes; the systems of internal accounting and financial controls; the Company’s compliance with legal and regulatory requirements; the annual independent audit of the Company’s financial statements; the registered public accounting firm’s qualifications and independence; the performance of the Company’s internal audit function and registered public accounting firm, complaints relating to accounting, internal accounting controls or auditing matters, internal controls and the measurement of operational risk, and any other areas specified by the Board of potential financial risks to the Company. The Committee shall annually prepare a report to shareholders as required by the Securities and Exchange Commission (the “SEC”) for inclusion in the Company’s annual proxy statement. In discharging its duties and responsibilities, the Committee is empowered to investigate any matter brought to its attention, with full access to all necessary books, records, facilities and personnel of the Company, and has the authority to retain at the Company’s expense special legal, accounting or other advisors, consultants or experts as it deems appropriate.

In fulfilling its responsibilities, it is recognized that members of the Committee are not employees of the Company. The Company’s management is responsible for preparing the Company’s financial statements. The registered public accounting firm is responsible for auditing the Company’s annual financial statements and reviewing the Company’s quarterly financial statements prior to the filing of the Company’s annual and quarterly reports on Forms 10-K and 10-Q with the SEC. It is not the duty or responsibility of the Committee or its members to conduct auditing or accounting reviews or procedures or to determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles (“GAAP”) and applicable rules and regulations. These are the responsibilities of management and the registered public accounting firm. Each member of the Committee shall be entitled to rely on the integrity of those persons and organizations within and outside the Company from whom and from which he or she receives information and the accuracy of the financial and other information provided to the Committee by such persons or organizations, absent actual knowledge to the contrary (which shall be promptly reported to the Board).

## **II. Committee Composition and Meetings**

The Committee composition shall be in accordance with the NASDAQ Stock Market (the “NASDAQ”) listing standards. The Committee shall be comprised of three or more directors (including a chairperson) as appointed annually by the Board, considering the recommendation of the Corporate Governance and Nominating Committee of the Board, each of whom shall meet the independence requirements of the NASDAQ and SEC for audit committee members, and each of whom shall be free from any relationship that would interfere with the exercise of his or

her independent judgment. Each member of the Committee shall be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement. Additionally, at least one member of the Committee will have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. At least one member of the Committee may be designated annually by the Board as an "audit committee financial expert," as the SEC defines that term and as the Board interprets such qualification in its business judgment, consistent with such definition. No director is eligible to serve on the Committee if he or she serves on more than [two] other public companies' audit committees.

The Board shall have the power at any time to change the membership of the Committee and to fill vacancies, subject to any requirements of the NASDAQ, the Company's Bylaws and this Charter. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority of the full Committee membership.

The Committee shall meet at least quarterly. The Committee chairperson shall prepare and/or approve an agenda in advance of each meeting. If the chairperson is not available for a meeting, the other members of the Committee may appoint a temporary chairperson for such meeting. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. The Committee shall meet separately, periodically, with management, the chief internal auditor and/or other members of the Company's internal audit function and the registered public accounting firm, to discuss any matters that the Committee or any of these persons believes should be discussed. The Committee may also meet separately with regulatory examiners.

### **III. Committee Duties, Responsibilities and Processes**

The Committee will cause to be kept adequate minutes of all its proceedings, and will report regularly to the Board on the Committee's activities. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent in lieu of a meeting. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), actions without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with: (a) any provision of this Charter; (b) any provision of the Bylaws of the Company; or (c) the laws of its jurisdiction of incorporation.

The following shall be the principal duties, responsibilities and recurring processes of the Committee in carrying out its oversight role. The processes are set forth as a guide with the understanding that the Committee may supplement them as appropriate. As part of its oversight responsibility, the Committee shall:

#### **Review Procedures**

1. Review and discuss the form of presentation and type of information to be contained in earnings press releases. The Committee need not discuss in advance

each earnings release or each instance in which the Company may provide earnings guidance.

2. Prior to the filing of quarterly and annual reports on Forms 10-Q and 10-K, review and discuss with management and the registered public accounting firm: (i) the Company's quarterly and annual consolidated financial statements; (ii) matters that affect the Company's consolidated financial statements, including disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations;" (iii) the results of the registered public accounting firm's reviews of the quarterly financial statements, the audit of the annual financial statements and the registered public accounting firm's report, and any other matters required to be communicated to the Committee by the registered public accounting firm, as well as discussions regarding qualitative judgments of the registered public accounting firm about the appropriateness, not just the acceptability, of the Company's accounting principles, and the clarity of the financial statements; (iv) the selection, application and effects of critical accounting policies and estimates applied by the Company; (v) any matters required to be communicated to the Committee by the registered public accounting firm in accordance with applicable accounting standards; and (vi) other material written communications between the registered public accounting firm and management. Prior to the filing of the Company's Annual Report on Form 10-K, recommend to the Board whether the audited financial statements should be included in the Form 10-K.
3. Regularly review with the registered public accounting firm any problems or difficulties encountered in the course of the audit work and management's response, including any restrictions on the scope of activities or access to requested information and any significant disagreements with management.
4. Review: (i) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and any major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of any material control deficiencies; (ii) analyses prepared by management and/or the registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements. In consultation with management, the registered public accounting firm and the internal auditors, monitor the integrity and effectiveness of the Company's financial reporting processes and systems of internal controls, including reviewing and discussing the major financial risk exposures and the steps management has taken to monitor, control and report such exposures; and review significant findings relating to the foregoing prepared by the registered public accounting firm or the internal auditors, together with management's responses and follow-up to these reports.

5. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. Such procedures have been established by the Committee and are set forth in the Company's Code of Business Conduct and Ethics.

#### **Registered Public Accounting Firm and Other External Services**

6. The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the registered public accounting firm, including resolution of disagreements between management and the registered public accounting firm regarding financial reporting. The registered public accounting firm shall report directly to the Committee.
7. Pre-approve the engagement letters and the fees to be paid to the registered public accounting firm for all audit and permissible non-audit services to be provided by the registered public accounting firm and consider the possible effect that any non-audit services could have on the independence of the registered public accounting firm. The Committee may establish pre-approval policies and procedures, as permitted by applicable law and SEC regulations and consistent with this Charter, for the engagement of the registered public accounting firm to render permissible non-audit services to the Company, including but not limited to policies that would allow the delegation of pre-approval authority to one or more members of the Committee, provided that any pre-approvals delegated to one or more members of the Committee are reported to the Committee at its next scheduled meeting.
8. Evaluate the qualifications, independence and performance of the registered public accounting firm annually. This evaluation shall include a review and discussion of all written statements and other communications relating to the registered public accounting firm's independence from the Company that may be required under the then applicable rules governing independent auditors. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law and the rotation of any other audit partner whose rotation is required by the regulations of the SEC.
9. Review the audit plan of the registered public accounting firm -- discuss scope, staffing, timing, estimated and actual fees, reliance upon management and internal audit and general audit approach.
10. Set clear Company hiring policies for employees or former employees of the registered public accounting firm.

#### **Internal Audit Function**

11. Review the budget, program, changes in program, activities, strategies, organizational structure and qualifications of the internal audit function. With

respect to the implementation of their respective functions, the in-house and outside elements of the internal audit function report directly to the Committee. Evaluate whether the operation and structure of the internal audit function permits unrestricted access by internal auditors to records, personnel and physical properties relevant to the performance of its responsibilities and to top management, the Committee and the Board. Evaluate the effectiveness the internal audit function. Assess the adequacy of the resources allocated for the performance of the internal audit function.

12. Review the appointment, performance and replacement of the senior in-house personnel and outside consultants who manage elements of the internal audit function. Decisions regarding hiring or termination of these persons and entities require endorsement by the Committee. The chairperson of the Committee will also be involved in performance evaluation and compensation decisions related to these persons and entities.
13. Review significant issues presented by the internal audit function together with management's response and follow-up to these reports.

#### **Other Committee Responsibilities**

14. Review and reassess the adequacy of this Charter at least annually, and recommend any proposed changes to the Board for its approval. Ensure the publication of this Charter in accordance with SEC regulations.
15. Maintain minutes of meetings and report regularly to the Board on the Committee's activities. Review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the registered public accounting firm, or the performance of the internal audit function.
16. Conduct an appropriate review of and approve all related party transactions on an ongoing basis, as required by the NASDAQ listing standards. For these purposes, the term "related party transactions" shall refer to transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404.
17. Review with the Company's chief corporate counsel: (i) any significant legal matter that could have a material impact on the Company's financial statements; (ii) legal compliance matters, including corporate securities trading policies and material notices to or inquiries received from governmental agencies; and (iii) reports of evidence of a material violation of securities laws or breaches of fiduciary duty.
18. Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Forms 10-K and 10-Q with respect to the financial statements and about any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting and any fraud, whether or not material, involving management or other employees

who have a significant role in the Company's internal control over financial reporting.

19. Ensure required certifications are made to NASDAQ: (i) that a formal written charter has been adopted for the Committee and that the Committee has reviewed and reassessed the adequacy of the charter on an annual basis; and (ii) as to the independence of the members of the Committee.
20. Conduct an annual self-evaluation of the Audit Committee's performance and report the results to the full Board of Directors.
21. Perform any other activities consistent with this Charter, the Company's bylaws or governing law as the Committee or the Board deems necessary or appropriate.

#### **IV. Funding**

The Company shall provide the Committee with appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of: (i) compensation to the registered public accounting firm and to any advisors employed by the Committee; and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.