



AUDIT COMMITTEE CHARTER

Purpose

The Audit Committee of Sterling Bancorp (the “Company”) is appointed by the Company’s Board of Directors (the “Board”) to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company. The Audit Committee will monitor (1) the integrity of the financial statements of the Company, (2) the Company’s compliance with legal and regulatory requirements, (3) the independent auditor’s qualifications and independence, and (4) the performance of the Company’s internal audit function and independent auditors.

The Audit Committee shall direct to be prepared the report required by the rules of the Securities and Exchange Commission (“SEC”) to be included in the Company’s annual proxy statement, and shall perform such other duties as may be assigned by the Board or required by law and regulation, including but not limited to the rules and regulations of the New York Stock Exchange, Inc. (“NYSE”), and the SEC.

Committee Membership

The Audit Committee shall consist of no fewer than three members. The members of the Audit Committee shall meet the independence and skill requirements of the NYSE listing standards, Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the rules and regulations of the SEC, the Company’s Corporate Governance Guidelines, and any other required laws, rules and regulations regarding independence and expertise as they are in effect from time to time. Each member of the Audit Committee shall be financially literate (or shall become financially literate within a reasonable period of time following his or her appointment) and at least one member of the Audit Committee shall be an “audit committee financial expert” as defined by the SEC. Audit Committee members shall not simultaneously serve on the audit committees of more than two other public companies.

Committee Structure and Operations

The Board of Directors will appoint the Audit Committee Chairperson. The Audit Committee may delegate to its Chairperson such power and authority as the Audit Committee deems to be appropriate, except such powers and authorities required by law or regulation to be exercised by the whole Audit Committee or by a subcommittee of at least two members.

The Audit Committee shall meet as often as it determines necessary, but not less frequently than quarterly. The Audit Committee may meet periodically with management, the Chief Auditor, and the independent auditor, either separately or in combination with each other, in executive sessions.

The Chief Auditor and other members of management will work with the Committee Chairperson to prepare agendas and materials for Committee meetings, which will be sent to Committee members in advance of the meetings. Board and Committee members may add items to the agenda. A majority of the members of the Committee, present in person or by means of conference telephone, shall constitute a quorum. A majority vote of the Committee members present at the meeting, if a quorum is present, shall constitute an act of the Committee. The Committee Chairperson shall make proper reports to the full Board. All matters discussed at Committee meetings will be memorialized in minutes prepared by the Secretary or Assistant Secretary, reviewed and approved by the Committee and/or the Board at its next regularly scheduled meeting.

The Chairperson of the Audit Committee shall have the sole authority to call the Audit Committee into executive session; provided, that, any member of the Audit Committee may request that the Chairperson call an executive session, subject to the Chairperson's discretion.

Committee Authority and Responsibilities

A. Registered Public Accounting Firms

The Audit Committee, in its capacity as a committee of the Board, shall be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attest services. The responsibility includes the resolution of disagreements between management and the auditors regarding financial reporting. Each such registered public accounting firm shall report directly to the Audit Committee.

The Audit Committee shall preapprove all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor, subject to the de minimis exceptions for non-audit services described in Section 10A (i)(1)(B) of the Exchange Act which are approved by the Audit Committee prior to the completion of the audit.

B. Responsibilities Regarding Financial Statements and Disclosure

Matters The Audit Committee's responsibilities include the following:

1. Review, discuss with management and the independent auditor and approve for filing the Company's annual audited financial statements, including disclosures made in management's discussion and analysis in the Company's Form 10-K, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K and filed with the SEC.
2. In connection with the annual audited financial statements, review and discuss with the independent auditors:

- (a) All critical accounting policies and practices to be used;
 - (b) All alternative treatments of financial information within generally accepted accounting principals that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
 - (c) Other material written communications between the independent auditor and management such as any management letter and schedule of unadjusted differences.
3. Review, discuss with management and the independent auditor and approve for filing the Company's quarterly financial statements prior to the filing of the Company's Form 10-Q, including the results of the independent auditor's reviews of such quarterly financial statements and the Company's specific disclosures under management's discussion and analysis of the Company's Form 10-Q.
 4. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any steps adopted in light of material control deficiencies.
 5. Review and discuss with management and the independent auditor the Company's earnings press releases in advance of publication as well as financial information and earnings guidance, if any, provided to analysts and rating agencies, including the use of "pro forma" or "adjusted" non-GAAP information.
 6. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
 7. Discuss with the independent auditor the matters required to be discussed by the Public Company Accounting Oversight Board's Auditing Standards, including Statement on Auditing Standards No. 61, as amended, relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to the requested information, management's response and any significant disagreements with management.
 8. Review disclosures made to the Audit Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any

fraud involving management or other employees who have a significant role in the Company's internal controls.

C. Oversight of the Company's Relationship with the Independent Auditor

1. At least annually, obtain and review a report by the independent auditor describing: (i) the independent auditor's internal quality control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, with respect to one or more independent audits carried out by the independent auditor, and any steps taken to deal with such issues; and (iii) all relationships between the independent auditor and the Company.
2. Evaluate the qualifications, performance and independence of the independent auditor.
3. 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.
4. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.
5. Receive and review the written disclosures and the letter from the independent auditor required by Independent Standards Board No. 1, *Independence Discussions with Audit Committees* regarding the independent auditor's communications with the Audit Committee concerning independence, and discuss with the independent auditors their independence. Consider whether the provision of permitted non-audit services is compatible with maintaining the auditor's independence.
6. Recommend to the Board policies for the Company's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company.

D. Oversight of the Internal Audit Function

The functions of the Chief Auditor and the Internal Audit Department are under the direction of the Audit Committee. The Chief Auditor shall be hired by and shall report directly to the Audit Committee. The Audit Committee's duties in the oversight of the internal audit function include:

1. Reviewing and approving the audit plan ("Audit Plan"), which shall be recommended by the Chief Auditor and shall include all appropriate control and compliance matters, and the related risk assessment;

2. Reviewing reports of internal auditors as well as management's response;
3. Monitoring adherence to the Audit Plan;

4. Monitoring corrective action taken by management;
5. Monitoring corrective actions resulting from regulatory examination reports or external audit reports as tracked by the Internal Audit Department or the Compliance Department; and
6. Reviewing the policies governing the Internal Audit Department and recommending modifications thereof if indicated to the Board.
7. The Internal Audit Department Charter is to be approved on an annual basis.

E. Audit Committee – Trust

Sterling National Bank no longer has a Trust Department. However, given that a future acquisition could include a Trust Department, the language below will remain although the responsibilities no longer apply.

The Audit Committee shall serve as the Audit Committee with respect to the Trust Department (the "Department") with responsibility to:

1. Cause an audit of the Department to occur in accordance with applicable regulatory requirements and policies established by the Board to determine if the Department has been administered in accordance with law, regulations and sound fiduciary principles, including findings relative to the adequacy of accounting and non-accounting internal controls;
2. Review the findings of the audit and of any reports of examination conducted by applicable regulatory agencies including any adverse findings, and monitoring corrective measures;
3. Oversee the implementation of internal audit programs, including as necessary the engagement of outside service providers to design and conduct such audits and audit programs, receive the auditors reports, and monitor corrective actions for any deficiencies noted; and
4. Report the findings of all audits and other matters to the Board.

F. Compliance Oversight Responsibilities

1. Obtain from the independent auditor assurance the auditor has adhered to the requirements of Section 10A(b) of the Exchange Act.

2. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
3. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and published reports that raise material issues regarding the Company's financial statements or accounting policies.
4. Review with management the Company's compliance program for compliance with laws and regulations.

Audit Committee Governance

The Audit Committee may form and delegate authority to subcommittees consisting of one or more members as the Committee may deem appropriate in its sole discretion, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Audit Committee at its next scheduled meeting.

In order to perform its oversight functions most effectively, the Audit Committee shall periodically meet separately with management, with the Chief Auditor and with the independent auditors.

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit review or attest services, to any advisors employed by the Audit Committee and for payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

Limitation of Audit Committee's Role

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

Annual Performance Evaluation of the Audit Committee

Annually, there shall be a performance evaluation of the Audit Committee, which may be a self-evaluation or an evaluation employing such other resources or procedures as the Audit Committee and the Nominating and Corporate Governance Committee may deem appropriate.

Annual Review of Audit Committee Charter

The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Approved by the Board of Directors – July 24, 2018