

## **WILLIAM PENN BANCORPORATION AUDIT COMMITTEE CHARTER**

### **I. Purpose**

The primary function of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of William Penn Bancorporation (the “Company”) is to oversee the accounting and financial reporting process of the Company and the audits of the Company’s financial statements. In this role, the Audit Committee shall assist the Board in its oversight of: (i) the quality and integrity of the Company’s financial statements, (ii) the independent auditor’s qualifications and independence, (iii) the performance of the Company’s internal audit function; and (iv) the Company’s compliance with legal and regulatory requirements. The Committee shall perform such other duties as may be specified from time to time as deemed necessary or appropriate to carry out its responsibilities.

The Committee shall serve as the audit committee of William Penn Bank. References in this Charter to the Company shall be deemed to include its subsidiaries and affiliates unless the context requires otherwise.

### **II. Organization**

The Committee shall be comprised of not less than three directors, each of whom shall be “independent” under applicable Securities and Exchange Commission (“SEC”) regulations and NASDAQ listing standards specifically applicable to members of audit committees, free from any relationship that would interfere with the exercise of his or her independent judgement.

The members of the Committee shall be appointed by the Board, acting on the recommendation of the Nominating and Corporate Governance Committee. Members shall serve on the Committee until their successors are appointed. The Committee’s Chairperson shall be designated by the full Board or, if it does not do so, the Committee members shall elect a Chairperson by vote of a majority of the full Committee.

All members of the Committee must be financially literate at time of appointment, meaning they must have the ability to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. At least one member of the Committee shall be an “audit committee financial expert” as defined by the regulations of the SEC, and shall be designated and identified as such in the Company’s annual proxy statement, or the Company shall disclose as required by the SEC the reasons why at least one member of the Committee is not an “audit committee financial expert.” The Company may designate and disclose more than one “audit committee financial expert” in its proxy statement. A person so designated and identified as an audit committee financial expert shall not be deemed as an “expert” for purposes of Section 11 of the Securities Act of 1933, as amended, nor shall such designation and identification impose on such person any duty, obligation or liability

greater than those imposed as a member of the Committee or the Board in absence of such designation and identification.

The Committee may form and delegate authority to subcommittees when appropriate.

### **III. Structure and Meetings**

The Committee shall meet four times per year, or more frequently as circumstances may require. A quorum of the Committee shall be declared when a majority of the appointed members of the Committee are in attendance. The Committee Chairperson shall preside at the meeting and, in consultation with other members of the Committee, will set the frequency and length of each meeting and the agenda of the items to be addressed at each meeting. The Committee Chairperson shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the Meeting. The Committee will meet periodically in separate executive sessions with executive management, the Internal Auditor and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Audit Committee deem appropriate.

### **IV. Duties and Responsibilities**

#### **A. Oversight of and Relationship with the Independent Auditors**

- The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors, including resolution of disagreements between management of the company and the independent auditors regarding financial reporting. The independent auditors shall report directly to the Committee, and the Committee will periodically meet with the independent auditors separately.
- In order to comply with SEC regulations, the Committee must approve the engagement of the independent auditors prior to the independent auditors rendering any audit or permissible non-audit services. The Committee may adopt pre-approval policies and procedures, and may delegate pre-approval authority to the Committee Chairman between meetings. Any decisions of the Committee Chairman pursuant to such delegated authority must be presented to the Committee at its next scheduled meeting.
- The Committee shall review the performance (effectiveness, objectivity, and independence) of the independent auditors annually. This evaluation shall include the evaluation of the lead partner and shall take into account the opinions of management and the Company's Internal Auditor. The Committee shall present its conclusions to the Board of Directors.
- The Committee will also receive and consider a formal written statement from the

independent auditor delineating all relationships between the auditor and the Company, and shall actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors and shall take, or recommend that the Board take, appropriate action to oversee the independence of the independent auditor.

- The Committee will review and assess the overall scope and focus of the annual/interim audit, including the scope and level of involvement with unaudited quarterly or other interim-period information.

**B. Monitor Financial Reporting, Disclosures and Risk Control Related Matters**

The Committee shall review and assess:

- *Financial Reporting and Controls* – Key financial statement issues and risks, their impact or potential effect on reported financial information, the processes used by management to address such matters, related auditor views, and the basis for audit conclusions. Important conclusions on interim and/or year-end audit work in advance of the public release of financials.
- *Auditor Recommendations* – Important internal and independent auditors’ recommendations on financial reporting, controls and other matters, including specifically, discussions with the independent auditors regarding:
  - All critical accounting policies and practices to be used;
  - All alternative treatments within Generally Accepted Accounting Principles (“GAAP”) for policies and practices related to material items that have been discussed with management;
  - Other material written communications between the independent auditors and management;
  - Difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, any significant disagreements with management, and communications between the audit team and the audit firm’s national office with respect to difficult auditing or accounting issues presented by the engagement; and
  - Management’s response to such recommendations and the views of management and auditors on the overall quality of annual and interim financial reporting.

- *Internal Controls and Regulatory Compliance* – The Company’s system of internal controls for detecting accounting and reporting financial errors, fraud, defalcations, and legal and regulatory violations.
- *Annual Reports and Other Major Regulatory Filings* – All major financial reports in advance of filings or distribution, including: (1) independent auditors’ reviews of the quarterly financial statements prior to the filing of the Company’s Form 10-Q; and (2) annual audited financial statements and disclosures made in Management’s Discussion and Analysis of Financial Condition and Results of Operations, and recommend to the Board whether the audited financial statements should be included in the Company’s Form 10-K.
- *Call Reports* – The quarterly call reports and holding company filings (“bank regulatory reports”) prior to submission to the federal banking regulators and, as applicable, attest to the correctness of such bank regulatory reports as required under applicable banking laws and regulations.
- *Quarterly Earnings Press Releases* – The financial information provided in the Company’s quarterly earnings press releases and authorize its release. The Committee need not discuss in advance financial information provided to investment analysts or ratings agencies, if any.
- *Disclosures* – The Chief Executive Officer’s and Chief Financial Officer’s disclosures during the certification process for the Forms 10-K and 10-Q about (1) any significant deficiencies and material weaknesses in design or operation of internal controls over financial reporting and (2) any fraud, whether or not material, involving management or other employees who have a significant role in the Company’s internal controls.
- *SEC/Nasdaq Inquiries* – Comment letters from the SEC or related to NASDAQ listing rules and management’s response thereto.

The Committee shall discuss with management and/or independent auditors, at least annually:

- Developments and issues with respect to any significant accounting estimates;
- Regulatory and accounting initiatives, as well as off-balance sheet structures, and their effect on the Company’s financial statements;
- Accounting policies used in the preparation of the Company’s financial statements (specifically those policies for which management is required to exercise discretion or judgment regarding the implementation thereof);

- Management's evaluation and assessment of the effectiveness of the Company's internal control structure and procedures for financial reporting and review periodically, but in no event less frequently than quarterly, management's conclusions about the efficacy of such internal controls and procedures, including any significant deficiencies or material weaknesses in such controls and procedures;
- The independent auditors' attestation to, and report on, management's control assessment related to the Company's internal controls over financial reporting; and
- Any material legal affairs of the Company and Company's compliance with applicable law and listing standards with the Company's internal legal counsel.

The Committee shall review, assess, and approve:

- Changes in important accounting principles and the application thereof in both interim and annual financial reports.
- Significant conflicts of interest and related-party transactions in accordance with the Company's Policy on Related Person Transactions.

The Committee shall 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 the Company regarding questionable accounting or auditing matters.

### **C. Oversight of Internal Audit Function**

- The Committee shall oversee the Internal Audit Department and review and approve its annual budget and staffing levels.
- The Committee will review and have veto power over the appointment, replacement, reassignment or dismissal of the Internal Auditor who shall be responsible for the internal audit function. The Committee will annually review the performance of the Internal Auditor.
- The Committee will discuss with the Internal Auditor and management the internal audit department responsibilities, budget, and staffing, and any recommended changes in the planned scope of the internal audit; and annually review and approve the internal audit plan.

- The Internal Auditor shall provide regular reports to the Committee on the results and findings of internal audits.
- The Committee will review and approve significant reports prepared by the Internal Auditor, together with management's response and follow-up to these reports.
- The Committee will discuss with the Internal Auditor and the Chief Risk Officer, as appropriate, compliance with laws and regulations.

#### **D. Reporting Matters**

- The Committee shall authorize, review and approve the report of the Committee required by SEC regulations to be included in the Company's Annual Proxy Statement.

#### **V. Accountability; Performance Evaluation**

The Committee shall report its actions to the Board of Directors at the Board's next meeting following any meeting of the Committee.

The Committee will review and evaluate the performance of the Committee annually as well as the Committee's role and responsibilities, seeking input from senior executive management and the Board. The Committee will annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

#### **VI. Committee Resources**

The Committee has authority to request information and reports from internal and external advisors with respect to its area of responsibility. The Committee may request any director, officer or employee, or other person to attend any meeting of the Committee to provide such information.

To assist the Committee, management will provide the Committee with information and recommendations as needed and requested by the Committee.

The Committee shall have access to the Company's internal legal counsel and/or outside legal counsel, at its discretion, if it desires.

The Committee shall be authorized to retain independent counsel and other advisors as it deems necessary to carry out its duties. In connection therewith, the Committee shall be provided appropriate funding, as determined by the Committee, for payment to such counsel and

other advisors. In addition, the Committee shall be provided funding for ordinary administrative expenses of the Committee.

## **VII. Conclusion**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits, or to determine that the Company's financial statements and disclosures are complete and accurate and are prepared in accordance with GAAP and applicable rules and regulations. Such is the responsibility of management and the independent auditors.