



Merchants Bancorp  
11555 N. Meridian Street, Suite 400  
Carmel, IN 46032

# Board of Directors

## Audit Committee Charter

## 1. PURPOSE

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Merchants Bancorp (the “Company”) is to oversee the Company's accounting and financial reporting processes, including the Company's system of internal controls, the performance of the Company's internal audit function, the compliance by the Company with legal and regulatory requirements, and the audit of the Company's financial statements.

To fulfill this obligation, the Committee relies on: management for the preparation and accuracy of the Company's financial statements; management for establishing effective internal controls and procedures to ensure the Company's compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and the Company's independent auditors for an unbiased, diligent audit of the Company's financial statements and the effectiveness of the Company's internal controls. The members of the Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures.

## 2. MEMBERSHIP

- a. The Committee shall consist of three (3) or more directors. Each member of the Committee shall be independent in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934 and the listing requirements of The NASDAQ Stock Market LLC.
- b. No member of the Committee can have participated in the preparation of the Company's or any of its subsidiaries' financial statements at any time during the past three (3) years.
- c. Each member of the Committee must be able 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 must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the Committee must be an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication.
- d. No member of the Committee may serve simultaneously on the audit committee of more than two (2) public companies, including the Company.
- e. The members of the Committee shall be appointed annually by the Board at the first meeting of the Board after the Company's annual meeting of shareholders and shall

serve until their successors are appointed or until their earlier death, resignation or removal.

- f. Committee members shall serve at the pleasure of the Board and may be removed, with or without cause, by a majority vote of the directors present at a meeting of the Board. Any Committee member may resign by giving written notice to the Chairman of the Board or the Secretary of the Company. Unless the notice specifies a later time, such resignation shall become effective upon receipt by the Chairman of the Board or the Secretary of the Company. If the resignation of an Committee member is effective at a later time, the Board may appoint a successor to take office when the resignation becomes effective.

### 3. DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

- a. To (i) select and retain an independent registered public accounting firm to act as the Company's independent auditors for the purpose of auditing the Company's annual financial statements, books, records, accounts and internal controls over financial reporting, subject to ratification by the Company's stockholders of the selection of the independent auditors; (ii) set the compensation of the Company's independent auditors; (iii) oversee the work done by the Company's independent auditors; and (iv) terminate the Company's independent auditors, if necessary.
- b. To select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.
- c. To approve all audit engagement fees and terms; and to pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's independent auditors or other registered public accounting firms, and establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditors or other registered public accounting firms on an on-going basis.
- d. At least annually, to obtain and review a report by the Company's independent auditors that describes: (i) the accounting firm's internal quality control procedures; (ii) any issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues; and (iii) all relationships between the firm and the Company or any of its subsidiaries; and to discuss with the independent auditors this report and any

relationships or services that may impact the objectivity and independence of the auditors.

- e. At least annually, to evaluate the qualifications, performance and independence of the Company's independent auditors, including an evaluation of the lead audit partner; and to assure the regular rotation of the lead audit partner at the Company's independent auditors and consider regular rotation of the accounting firm serving as the Company's independent auditors.
- f. To review and discuss with the Company's independent auditors: (i) the auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process; (ii) the overall audit strategy; (iii) the scope and timing of the annual audit; (iv) any significant risks identified during the auditors' risk assessment procedures; and (v) when completed, the results, including significant findings, of the annual audit.
- g. To review and discuss with the Company's independent auditors: (i) all critical accounting policies and practices to be used in the audit; (ii) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors; and (iii) other material written communications between the auditors and management.
- h. To review and discuss with the Company's independent auditors and management: (i) any audit problems or difficulties, including difficulties encountered by the Company's independent auditors during their audit work (such as restrictions on the scope of their activities or their access to information); (ii) any significant disagreements with management; and (iii) management's response to these problems, difficulties or disagreements; and to resolve any disagreements between the Company's independent auditors and management.
- i. To review with management and the Company's independent auditors: (i) any material issues regarding accounting principles and financial statements, including any correspondence with regulators or governmental agencies with respect thereto or significant changes in the Company's selection or application of accounting principles; (ii) any potential illegal acts identified during any independent audit, (iii) any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and (iv) the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.
- j. To keep the Company's independent auditors informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the company, and to review and discuss with the Company's independent auditors the auditors' evaluation of the Company's identification of,

accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

- k. To review with management, the internal audit department, and the Company's independent auditors the adequacy and effectiveness of the Company's internal controls, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's internal controls and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such internal controls, to be included in or attached as exhibits to the Company's annual report on Form 10-K or quarterly report on Form 10-Q, as applicable.
- l. To review and discuss with the Company's independent auditors any other matters required to be discussed by applicable auditing standards, including, without limitation, the auditors' evaluation of the quality of the Company's financial reporting, information relating to significant unusual transactions and the business rationale for such transactions and the auditors' evaluation of the company's ability to continue as a going concern.
- m. To review and discuss with the Company's independent auditors and management the Company's annual audited financial statements (including the related notes), the form of audit opinion to be issued by the auditors on the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K before the Form 10-K is filed.
- n. To recommend to the Board whether the audited financial statements be included in the Company's Form 10-K and produce the audit committee report required to be included in the Company's proxy statement.
- o. To review and discuss with the Company's independent auditors and management the Company's quarterly financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's quarterly report on Form 10-Q before the Form 10-Q is filed.
- p. To review, discuss with the Company's independent auditors, and approve the functions of the Company's internal audit department, including its purpose, authority, organization, responsibilities, budget and staffing, and to review the scope and performance of the department's internal audit plan, including the results of any internal audits, any reports to management and management's response to those reports.
- q. To review and discuss with management and the Company's independent auditors: (i) the Company's earnings press releases, including the type of information to be included and its presentation and the use of any pro forma, adjusted or other non-GAAP financial

information, before their release to the public; and (ii) any financial information and earnings guidance provided to analysts and ratings agencies, including the type of information to be disclosed and type of presentation to be made.

- r. To review the appointment, replacement, reassignment, or dismissal of the Company's internal auditors, and periodically review and assess the effectiveness and performance of the Company's internal auditors.
- s. To review the Company's procedures with respect to hiring employees and former employees of the Company's independent auditors.
- t. To establish and oversee 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 Company employees of concerns regarding questionable accounting or auditing matters.
- u. To review and discuss with management and the internal audit department the risks faced by the Company and the policies, guidelines and process by which management assesses and manages the Company's risks, including the Company's major financial risk exposures and the Company's policies, and the steps management has taken to monitor and control such risks.
- v. To review the Company's compliance with applicable laws and regulations and to review and oversee the Company's policies, procedures and programs designed to promote and monitor legal, ethical, and regulatory compliance; and to review any issues related thereto with legal counsel, including legal cases against or regulatory investigations of the Company and any matters that may have a material impact on the Company's financial statements or compliance with policies or internal controls.
- w. To review the Company's procedures with respect to addressing any alleged violations of the Company's Code of Conduct, and review any requested waivers as provided therein.
- x. To review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) and any other potential conflict of interest situations on an ongoing basis.

#### **4. OUTSIDE ADVISORS**

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the

Company's independent auditors, any other accounting firm engaged to perform services for the Company, any outside counsel and any other advisors to the Committee.

### **5. STRUCTURE AND OPERATIONS**

- a. Unless a Chairperson is elected by a majority vote of the full Board, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson shall preside at all meetings of the Committee and, in consultation with other members of the Committee, set the frequency, length, and agenda of each meeting.
- b. The Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities. Written minutes shall be kept for all meetings. The Committee shall report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate.
- c. The Committee may request any officer or employee of the Company or its subsidiaries, any independent auditor, outside counsel, or any other advisor to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee.
- d. The Committee shall meet separately, and periodically, with management, members of the Company's internal audit department, and representatives of the Company's independent auditors, and shall invite such individuals to its meetings as it deems appropriate, to assist in carrying out its duties and responsibilities. However, the Committee shall meet regularly without such individuals present.
- e. The Committee shall conduct an annual assessment of the Committee's performance with respect to the purpose, duties, and responsibilities of the Committee under this Charter.
- f. The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

### **6. DELEGATION OF AUTHORITY**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Adopted June 22, 2017