

**SANDY SPRING BANCORP, INC.
SANDY SPRING BANK**

Audit Committee Charter

Authority

The board of directors of Sandy Spring Bancorp, Inc. and Sandy Spring Bank (collectively referred to herein as “the board” or “the company”) establishes this Audit Committee (“the committee”) as a standing committee of the board to serve the board in overseeing the policies, procedures and practices relating to financial reporting, and external and internal auditing standards.

This charter is intended as a component of a flexible governance framework within which the board, assisted by its committees, directs the affairs of the company. It should be interpreted within the context of all applicable laws, regulations, listing rules and the company’s articles of incorporation, corporate bylaws and Corporate Governance Guidelines. It is not intended to establish by its own force legally binding obligations.

Purpose

The purpose of the committee is to:

- Assist the board of directors in monitoring: (1) the integrity of the company’s accounting and financial statements and reporting processes; (2) the qualifications, independence, and performance of the independent registered public accounting firm (the “independent auditors”); and (3) the qualifications and performance of the company’s internal audit department.
- Prepare the report required by the Securities and Exchange Commission’s (“SEC”) proxy rules to be included in the company’s annual proxy statement; and
- Perform the duties and responsibilities of the committee as specified by law, regulation, applicable listing rules and this charter.

Committee Membership

The committee shall consist of at least three (3) members of the board, each of whom the board has determined to be “independent” under the listing standards of the Nasdaq Stock Market and any other applicable laws, rules and regulations regarding independence as they are in effect from time to time. All members of the committee must be able to read and understand the company’s fundamental financial statements and at least one member of the committee must have employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication. At least two members shall also have banking or related financial management experience as required by Appendix A to 12 CFR §363.5(b), and as therein defined.

Upon determination by the board that any board member qualifies as an “audit committee financial expert,” as defined by the SEC, at least one such member will be appointed to the committee. The board, on the recommendation of the Nominating and Governance Committee, shall appoint the members of the committee and designate the chair annually.

Duties and Responsibilities

A. Oversight of and Relationship with the Independent Auditors. The committee shall:

1. Be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm, including resolution of disagreements between management of the company and the auditor regarding financial reporting, engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the company. The independent auditors shall report directly to the committee, and the committee will periodically meet with the independent auditors separately.
2. 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 chair between meetings. Any decisions of the chair pursuant to such delegated authority must be presented to the committee at its next scheduled meeting.
3. 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 chief internal auditor. The committee shall present its conclusions to the board.
4. Receive and consider a formal written statement from the independent auditor delineating all relationships between the auditor and the company, as required by Nasdaq listing rules, 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.
5. 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:

1. *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.

2. *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.
3. *Internal Controls and Regulatory Compliance* – The company’s system of internal controls for detecting accounting and reporting financial errors, fraud, defalcations, and legal violations.
4. *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 (MD&A), and recommend to the board whether the audited financial statements should be included in company’s Form 10-K.
5. *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.
6. *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.

7. *SEC/Nasdaq Inquiries* – Comment letters from the SEC or related to Nasdaq listing rules and management's response thereto.
8. *Ethical Compliance* – Complaints reported through the company's Response Line.
9. *Accounting Principles* – Changes in important accounting principles and the application thereof in both interim and annual financial reports.

C. Communications. The committee shall discuss with management and/or independent auditors, at least annually:

1. Developments and issues with respect to any significant accounting estimates.
2. Regulatory and accounting initiatives, as well as off-balance sheet structures, and their effect on the company's financial statements.
3. 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).
4. 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.
5. The independent auditors' attestation to, and report on, management's control assessment related to the company's internal controls over financial reporting.
6. Any material legal affairs of the company and company's compliance with applicable law and listing standards with the company's General Counsel.

D. Miscellaneous. The committee shall:

1. Review and approve related party transactions under the company's Related Party Transaction Policy.
2. Review and approve the waiver of any provision of the Company's Code of Ethics and Business Conduct with respect to any executive officer or director.
3. Interface from time to time with the Risk Committee on matters of common interest.

E. Whistleblower Complaints. The committee shall establish procedures for:

1. The receipt, retention, and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters.
2. The confidential, anonymous submission by employees of the company of concerns regarding questionable accounting or auditing matters.

F. Oversight of Internal Audit Function. The committee shall:

1. Oversee the internal audit function. The committee will review and have veto power over the appointment, replacement, reassignment or dismissal of the chief internal auditor who shall be responsible for the internal audit function. The committee will annually review the performance of the chief internal auditor.
2. Review and approve an annual internal audit plan and regular reports on the results and findings of internal audits. The committee will periodically meet separately with the chief internal auditor.
3. Receive regular reports from the chief internal auditor of reported findings and their resolution.
4. Annually review the internal audit charter.

G. Report to the Shareholders. The committee shall:

1. Prepare the report required by the rules of the SEC to be included in the company's proxy statement.

Corporate Governance Responsibilities.

The committee shall periodically review its own performance.

The committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the board for approval.

The committee shall assume such other duties and responsibilities as the board, from time to time, may delegate to the committee.

Authorities and Management Support

The committee may, in its discretion, request and review information and reports from management to the extent that it deems appropriate or necessary. The committee may conduct or authorize investigations into any matters within the scope of its responsibilities and may meet with any employees of the company or any third parties it deems necessary in connection with such investigations.

The committee has the power and authority in its sole discretion to retain or obtain the advice of consultants, legal counsel, or other advisors (together, “advisors”) as it determines necessary to carry out its duties and responsibilities under this charter. The committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the committee.

The company shall provide for appropriate funding, as determined by the committee, in its capacity as a committee of the board, for payment of (i) compensation to any 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, (ii) compensation to any advisors employed by the committee, and (iii) ordinary administrative expenses of the committee that are necessary or appropriate in carrying out its duties.

Committee Meetings and Action

A majority of the committee members will constitute a quorum for the transaction of business. The committee shall act only on the affirmative vote of at least a majority of its members present at any meeting. The committee may also act without a meeting by securing the unanimous written consent of its members. Meetings of the committee may be held telephonically or by video conference.

The committee shall keep minutes of its meetings, which will include a record of any actions taken by the committee. The chair shall report the committee’s actions, recommendations or findings to the board at the next regular or special board meeting following a committee meeting.

The committee will meet at regularly scheduled times in accordance with the committee’s needs and the company’s master calendar prepared annually and distributed to the board. Additionally, the committee may meet at such times as may be requested by its chair.

The committee may meet in executive session without the presence of members of management as often as it deems appropriate.

The chair will set the agenda for committee meetings.

Except as expressly provided in this charter, the bylaws, or as required by law, regulation or listing standard, the committee may establish its own rules of procedure.

Approved: January 25, 2023