Triumph

# Triumph Audit Committee Charter

*Effective October 27, 2026*

## Purpose

The Audit Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Triumph Financial, Inc. (the "Company") to oversee the accounting and financial reporting processes of the Company and the external, independent audits of the Company's financial statements. In that regard, the Committee assists the Board in overseeing (1) the quality and integrity of the financial statements and other financial information of the Company, (2) the independent auditor's qualifications and independence, (3) the performance of the Company's internal audit function and independent auditor, (4) the effectiveness of the Company's internal control over financial reporting, and (5) the compliance by the Company with its ethical standards, policies and procedures, and with legal and regulatory requirements.

The Committee shall oversee the preparation of the audit committee report required by the rules of the Securities and Exchange Commission (the "Commission") to be included in the Company's annual proxy statement.

The Committee shall be responsible for overseeing the Company's financial reporting process on behalf of the Board and report the results of their activities to the Board. Management is responsible for preparing the Company's financial statements and related disclosures, and the Company's independent auditor is responsible for auditing those financial statements.

## Committee Membership

The Committee shall consist of no fewer than three members. To the extent required by the rules of the New York Stock Exchange ("NYSE"), Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations of the Commission, the members of the Committee shall meet the independence and experience qualifications set forth in such requirements. All members of the Committee shall be financially literate, as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after appointment to the Committee. At least one member of the Committee, preferably the Chair (defined below), shall be an "audit committee financial expert" as defined by the Commission. At least one member of the Committee shall also be a member of the Company's Risk and Compliance Committee.

The members of the Committee shall be appointed by the Board (on the recommendation of the Nominating and Corporate Governance Committee, if established) and may be removed or replaced by the Board. One member of the Committee shall be appointed as its Chair (the "Chair") by the Board.

The members of the Committee shall not serve on more than three public company audit committees simultaneously unless the Board determines that such simultaneous service would not impair the member's ability to serve effectively on the Committee.

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# Meetings

The Committee shall meet as often as it determines necessary, but not less frequently than quarterly, together with additional meetings scheduled as appropriate, including to review quarterly and annual financial statements. The Committee shall meet in advance of any public financial reporting filings or releases. The Chair shall preside at each meeting and, in the absence of the Chair, one of the other members of the Committee shall be designated as the acting chair of the meeting. The Committee shall meet periodically, and at least annually, in separate executive sessions with management, the internal auditors and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee without the consent of management or the Board. A majority of the members of the Committee shall constitute a quorum, and the act of a majority of the quorum shall be the act of the Committee. In the event of a tie in the vote of the Committee on any matter, the matter fails, or, at the request of any Committee member, such matter may be presented to the full Board for determination. Written minutes of Committee meetings shall be maintained.

# Committee Authority and Responsibilities

The Committee shall have the sole authority to appoint, determine funding for and oversee the outside auditor (subject, if applicable, to stockholder ratification). The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.

The Committee shall pre-approve all auditing services, internal control-related services and permitted non-audit services (including the range of fees and terms thereof) to be performed for the Company by the independent auditor subject to the *de minimis* exception for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act that are approved by the Committee prior to the completion of the audit, including specific preapproval of internal control-related services based on PCAOB Rule 3525, and shall receive certain disclosure, documentation and discussion of non-prohibited tax services by the independent auditor based on PCAOB Rule 3524. The Committee shall not engage the independent auditor to perform non-audit services proscribed by law or regulation. The Committee may delegate preapproval authority to a member of the Committee, usually the Chair, when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of any Committee member to whom preapproval authority is delegated shall be presented to the full Committee at its next scheduled meeting.

The Committee shall have the authority, to the extent it is necessary or appropriate, to engage and determine funding for independent legal, accounting or other advisors to assist the Committee in performing its functions, duties and responsibilities. The Company shall provide appropriate funding, as determined by the 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

for the Company and to any advisors retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Company shall ensure the Committee has full, unrestricted access to Company records and to Company officers and employees. The Committee shall receive any corporate attorneys' reports of evidence of a material violation of securities laws or breaches of fiduciary duty by the Company.

The Committee shall make regular, and at least quarterly, reports to the Board.

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible in order to best react to changing conditions and circumstances. The Committee will take appropriate actions to monitor the overall corporate "tone" for quality financial reporting, sound business risk practices and ethical behavior.

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

## Financial Statement and Disclosure Matters

The Committee, to the extent it deems necessary or appropriate, shall:

1. Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.

2. Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Quarterly Reports on Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements and disclosures made in management's discussion and analysis.

3. 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, including the auditor's judgment about the quality, not just the acceptability, of the accounting principles applied in the Company's financial reporting.

4. Review and discuss with management and the independent auditor management's process for assessing the effectiveness of internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act, the characterization of deficiencies in internal control over financial reporting and any major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting. The Committee shall also discuss management's remediation plan to address internal control deficiencies.

5. Review and discuss with management and the independent auditor the Company's internal controls report and the independent auditor's attestation report prior to the filing of the Company's Annual Report on Form 10-K, and similar reports required to be filed for bank and holding company regulatory purposes.

6. Review and discuss quarterly and annual reports from the independent auditor on:
    a. all critical accounting policies and practices to be used;
    b. all alternative treatments of financial information within U.S. generally accepted accounting principles (GAAP) that have been discussed with management, 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 of recommendations, schedule of unadjusted differences, and management letters of representations.

7. Prior to issuance or filing, discuss with management the Company's earnings press releases, including the use of "*pro forma*" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies.

8. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.

9. Discuss with the independent auditor the matters required to be discussed by PCAOB Auditing Standard 1301, Communications with Audit Committees, 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 requested information and any significant disagreements with management.

10. Discuss with management its process for performing its required quarterly and annual certifications under Section 302 of the Sarbanes-Oxley Act, review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Annual Report on Form 10-K and Quarterly Report on 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.

11. Ensure that a public announcement of the Company's receipt of an audit opinion that contains a going concern qualification is made promptly.

12. Meet with representatives of regulatory bodies when a meeting is requested by such regulatory bodies or the Committee to discuss examination results and promote open communication.

## Oversight of the Company's Relationship with the Independent Auditor

The Committee, to the extent it deems necessary or appropriate, shall:

13. Before the engagement of the independent auditor and at least annually thereafter, review and discuss with the independent auditor the independent auditor's written communications to the Committee regarding the relationships between the auditor and the Company that, in

the auditor's professional judgment, may reasonably be thought to bear on its independence and affirming in writing to the Committee that the auditor is independent.

14. Review and evaluate the lead partner of the independent auditor team and assure the regular rotation of the lead audit partner, the concurring partner, and other audit partners engaged in the independent audit, to the extent required by law and regulation.

15. Obtain and review a report from the independent auditor at least annually regarding: (a) the independent auditor's internal quality-control procedures; and (b) 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 respecting one or more independent audits carried out by the independent auditor and any steps taken to deal with any such issues.

16. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the independent auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and internal auditor. The Committee shall present its conclusions with respect to the independent auditor to the Board.

17. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the independent auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and internal auditor. The Committee shall present its conclusions with respect to the independent auditor to the Board.

18. Obtain and review a written report from the independent auditor delineating all relationships between the independent auditor and the Company to assess the independent auditor's independence. It is the responsibility of the Committee to 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 independent auditor and for purposes of taking, or recommending that the Board take, appropriate action to oversee the independence of the independent auditor.

19. Recommend to the Board policies for the Company's hiring of employees or former employees of the independent auditor and oversee the hiring of any personnel from the independent auditor in accordance with the hiring restrictions of the Sarbanes-Oxley Act of 2002.

20. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.

21. Meet with the independent auditor to review any audit problems or difficulties and management's response.

## Oversight of the Company's Internal Audit Function

The Committee, to the extent it deems necessary or appropriate, shall:

22. Review and approve, together with the Company's internal auditors, the Company's annual internal audit plan, all major changes to the plan, and the internal auditor's annual risk assessment.
    - Annual Performance of any outsourced auditor.
      Statement of adequacy of the internal audit scope.

23. Review and discuss with the Company's internal auditors the scope, progress and results of executing the internal audit plan, the reporting relationships, and the adequacy of its scope, staffing, credentials and budget.

24. Review the appointment and replacement of the Company's internal auditors, who shall have direct access to the Committee. The Committee shall review at least annually the performance and adequacy of the internal audit functions.

25. Review the significant findings and recommendations in internal audit reports to management prepared by the Company's internal auditors and management's responses.

26. Discuss with the independent auditor and management, internal auditors' responsibilities, budget and staffing, and any recommended changes in the planned scope of the internal audit activities.

## Compliance Oversight Responsibilities

The Committee, to the extent it deems necessary or appropriate, shall:

27. Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.

28. Review reports regarding any violations of the Company's corporate code of ethics and code of ethics for senior financial officers to determine adherence to such codes.

29. Oversee the disclosure of all related-party transactions required to be disclosed according to SEC Regulation S-K, Item 404, and discuss with management the business rationale for the transactions and whether appropriate disclosures have been made.

30. 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 or other matters subject to the Company's Whistleblower Policy.

31. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies, and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

32. Discuss with the Company's General Counsel the Company's material litigation risk exposure and steps taken by management to monitor and mitigate such exposure.

33. Discuss policies with respect to risk assessment and risk management, the Company's major litigation and financial risk exposures, including the risk of fraud, and the steps management has taken to monitor and control such exposures, it being understood that it is the job of management to assess and manage the Company's exposure to risk, and that the Committee's responsibility is to discuss guidelines and policies by which risk assessment and management are undertaken. It is further understood that the Committee shall undertake such actions primarily with a view to how such matters impact the Company's financial reporting, noting that such items are also within the purview of the Board's Risk and Compliance Committee.

34. Discuss any illegal acts discovered by the independent auditor during the course of its work and its conclusions with respect to such illegal acts or obtain assurance from the independent auditor that none were discovered.

35. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.

36. Perform an evaluation of the Committee's performance at least annually to determine whether it is functioning effectively and whether the Committee has adhered to this Charter. The Committee shall also discuss with the independent auditor the accountant's observations related to the effectiveness of the Committee.

The Committee shall also have such other duties and responsibilities as shall be delegated to it from time to time by the Board of the Company or any of the Company's bank or non-bank subsidiaries and accepted by the Committee, including those associated with, as applicable, (i) the Committee satisfying the audit committee requirement for any of the Company's banking subsidiaries under 12 CFR Part 363 and (ii) the Committee overseeing the compliance management system generally for the Company's bank or non-bank subsidiaries.