



## **Audit Committee Charter**

### **PURPOSE**

The Audit Committee (the “Committee”) of Washington Federal Inc., and Washington Federal Bank, N.A. (collectively, the “Company”), is appointed annually by the Boards of Directors (collectively, the “Board”) for the purpose of overseeing the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company, and will assist the Board in monitoring the:

- Integrity of the Company’s financial statements including compliance with generally accepted accounting principles and regulatory financial reporting requirements;
- Appointment, compensation, qualifications, independence, and performance of the independent auditors; and
- Effectiveness of the Company’s internal audit function.

### **COMPOSITION**

The Committee will consist of at least three members of the Board. The Board will appoint Committee members and the Committee Chair annually on the recommendation of the Nominating & Governance Committee. All Committee members must meet the independent director requirements as established by the Securities and Exchange Commission (“SEC”), NASDAQ, and any other regulatory or legal authorities with jurisdiction. All members will have the ability to understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement, and at least one member will serve as the Board-designated “Audit Committee Financial Expert” in compliance with the criteria established by the SEC. At least two members of the Committee will have significant executive, professional, educational or regulatory experience in financial, auditing, accounting or banking matters, or significant experience as an officer or member of the board or audit committee of a financial services company.

### **MEETINGS**

The Committee will hold a minimum of four meetings annually with additional meetings held as needed. The Committee Chair will be responsible for leadership of the Committee including establishing the meeting agendas, presiding over meetings, and reporting the activities of the Committee to the Board as soon as is practical, typically at the next regularly scheduled meeting of the Board. The Committee will review the Company’s financial results and press release to the public each quarter and discuss the company’s financial reporting with management and the independent auditor.

## **AUTHORITY**

In discharging its responsibilities, the Committee:

- Shall possess sole authority to appoint, engage, replace, and compensate independent auditors and to resolve disagreements between management and the independent auditors regarding financial reporting.
- Shall appoint, approve compensation for, and conduct reviews of the performance of the senior member of the Internal Audit Department.
- Is empowered to investigate matters relating to the integrity of the Company's financial statements.
- Shall have the sole discretion to retain independent legal, accounting, or other advisors as necessary to the discharge of their responsibilities.
- Invite to its meetings any member of management or such other persons as it deems appropriate in order to carry out its duties and responsibilities.

The Company will provide appropriate funding, as determined by the Committee, for: (i) payment of 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 to services for the Company; (ii) payment of compensation to any advisors retained by the Committee as authorized above, and (iii) for the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

## **RESPONSIBILITIES**

The Committee will:

- Review with management and the independent auditor all financial information included in the Company's 10-Q and 10-K filings; critical accounting policies and practices; accounting estimates; internal control reports; and significant audit adjustments or findings.
- Review with management all alternative treatments of critical accounting policies under generally accepted accounting principles along with the ramifications of such alternatives and the treatment preferred by the independent auditor.
- Review all material written communications and disclosures between management and the independent auditor such as the management letter, the schedule of unadjusted differences and the written disclosures required by the Public Company Accounting Oversight Board

("PCAOB"). Discuss with the independent auditors the matters required to be discussed in accordance with Auditing Standard 16 of the PCAOB.

- Review the performance (effectiveness, objectivity, and independence) of the external auditor. The Committee shall ensure the receipt of a formal written statement from the external auditors delineating all relationships between the auditor and the Company, and shall actively discuss with the auditor relationships or services that may affect auditor independence or objectivity. If the Committee is not satisfied with the auditor's assurances of independence, it shall take or recommend to the full Board appropriate action to ensure the independence of the external auditor.
- Prepare reports required of the Audit Committee by the rules of the SEC to be included in the Company's annual proxy statement.
- Make its recommendation to the Board as to the inclusion of the company's audited financial statements in the Company's annual report on Form 10-K.
- Pre-approve all services performed by the Company's independent auditors subject to a *de minimus* exception amount delegated to management.
- Review all financial reporting certifications required by management, and review with management the basis for its management report required under 12 CFR 363.2(b).
- Recommend to the Board approval of the Audit Policy annually.
- Provide ongoing review, guidance, and oversight of the Company's internal audit function, approve the risk-based Internal Audit Plan annually, and monitor audit results quarterly.
- Review management's assessment of internal control over financial reporting and the results of internal and external testing including any significant deficiencies in the design or operating effectiveness of internal control.
- Maintain open communication and hold executive sessions with the independent auditors, the internal audit department and management as needed.
- Maintain a knowledge and understanding of fraud risk as required by auditing standards.
- Maintain procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing practices, and oversee and determine the appropriate resolution of each complaint.
- Review, approve and ratify transactions involving related persons as defined by SEC regulation.

## **CHARTER**

The Committee shall review and reassess the adequacy of its charter on an annual basis and recommend any proposed changes to the Board for approval. The Committee shall post its charter on the Company's website.

*Approved by the Board of Directors October 27, 2020*