



Butterfield

TOR(Charter): AUDIT COMMITTEE CHARTER
APPROVED BY: BOARD OF DIRECTORS
APPROVAL DATE: 18 February 2019
EFFECTIVE DATE: 18 February 2019
PREVIOUS UPDATES: 12 February 2018; 25 July 2016; 22 February 2011
SCOPE: Butterfield Group
TOR(CHARTER) SPONSOR: General Counsel and Group Chief Legal Officer
NEXT REVIEW DATE: February 2020

Mandate

The Audit Committee (the “Committee”) assists the Board of Directors (the “Board”) of The Bank of N.T. Butterfield & Son Limited (the “Company”) in monitoring (1) the integrity of the financial reports and other financial information provided by the Company and its consolidated subsidiaries (the “Group”) to any governmental body or the public, (2) the independent auditor’s qualifications and independence, (3) the performance of the Group’s internal audit function and the Company’s independent auditors, (4) compliance by the Company with legal and regulatory requirements, (5) the Group’s systems of internal controls regarding finance, accounting, legal and ethics established by management and the Board and (6) the Group’s auditing, accounting and financial reporting processes generally. Consistent with the audit function, the Committee should encourage continuous improvement of, and should foster adherence to, the Group’s policies, standards, procedures and practices at all levels.

1. Committee Membership

- 1.1 The Committee shall consist of no fewer than three independent directors. The members of the Committee shall meet the independence and experience requirements of the New York Stock Exchange (the “NYSE”), Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the rules and regulations of the Securities and Exchange Commission (the “Commission”). At least one member of the Committee shall be an “audit committee financial expert” (as defined by the Commission). Committee members shall not simultaneously serve on the audit committees of more than two other public companies without the permission of the Board.
- 1.2 Members of the Committee shall be appointed by and replaced by the Board upon recommendation of the Corporate Governance Committee of the Board and shall hold office until their successors are appointed, or until they cease to be directors of the Company.
- 1.3 The Board shall appoint the Committee Chairman, and may appoint a Deputy Chairman.
- 1.4 The Committee shall appoint the Committee Secretary, who will not be a voting member of the Committee.
- 1.5 A member of the Committee may resign by giving written notice to the Board and may resign Committee membership without resigning from the Board.



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2. Committee Proceedings

- 2.1 The Committee shall meet as often as it determines necessary, but not less frequently than quarterly.
- 2.2 The Committee Chairman shall chair the meeting; however, in his or her absence, one of the other Committee members shall be chosen by the Committee to preside.
- 2.3 A majority of the members of the Committee shall constitute a quorum. If a quorum cannot be obtained, the Chairman of the Board has the option to appoint another independent director, who shall have full voting rights. Alternates for Committee members will not be accepted (except as provided in this [Section 2.3](#)).
- 2.4 The Committee shall meet periodically, and no less frequently than annually, in separate executive sessions with management (including the Chief Financial Officer (the “CFO”)), the Head of Group Internal Audit and the independent auditor, and have such other direct and independent interaction with such persons, including independent legal, accounting or other advisers who may be retained by the Committee at the Company’s expense, from time to time as the members of the Committee deem necessary or appropriate.
- 2.5 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.
- 2.6 Meetings of the Committee shall be called by the Committee Secretary at the request of the Chairman or any two members of the Committee with at least three business days’ notice being given, where practical.
- 2.7 The appointed Committee Secretary will produce accurate summary minutes of its proceedings in draft form to the Committee members reasonably promptly, and shall, at the direction of the Committee Chairman, promptly distribute to Committee members after each meeting a report summarizing the key matters discussed and resolved at such meeting. Copies of such Minutes and reports are to be provided to the Secretary of the Board.
- 2.8 The Committee Chairman or his or her designee will provide a summary of Committee proceedings at the next Board meeting.
- 2.9 The Committee will evaluate its performance on an annual basis, and will evaluate its compliance with the Committee’s Terms of Reference on an annual basis. The Committee will also review the Committee’s Terms of Reference on an annual basis.



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3. Principal Duties

The Committee shall have the direct responsibility to appoint or replace the independent auditor (subject to shareholder ratification), which shall include direct responsibility 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 other significant compensation 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. The Committee shall review and discuss with the independent auditor any documentation supplied by the independent auditor as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the auditor's independence.

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 employed 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.

On behalf of the Board, the Committee, to the extent it deems necessary or appropriate, shall:

3.1 Financial Statement and Disclosure Matters

- a. 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 Form 20-F.
- b. Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of a Form 6-K containing such quarterly financial statements, including disclosures made in management's discussion and analysis and the results of the independent auditor's review of the quarterly financial statements.
- c. 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.



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- d. Review and discuss with management and the independent auditor 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.
- e. Review and discuss with management (including the Head of Group Internal Audit) and the independent auditor the Company's internal controls report and, if applicable, the independent auditor's attestation report prior to the filing of the Company's Form 20-F.
- f. Review and discuss quarterly reports from the independent auditors on:
 - i. all critical accounting policies and practices to be used;
 - ii. 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
 - iii. other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- g. 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. Such discussions may be general (consisting of discussing the types of information to be disclosed and the types of presentations to be made), and each earnings release or each instance in which the Company provides earnings guidance need not be discussed in advance.
- h. 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.
- i. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor, control and report such exposures, including the Company's risk assessment and risk management policies.
- j. Review and approve the disclosure of related party transactions required to be disclosed in accordance with applicable rules and regulations.
- k. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 114 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work; any restrictions on the scope of



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activities or access to requested information, and any significant disagreements with management.

- l. Review and discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Group's financial statements or accounting policies.
- m. Inquire of the Company's Chairman and Chief Executive Officer ("CEO") and CFO as to the existence of 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.

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

- a. Recommend to the Board for ongoing recommendation to the shareholders the appointment of the independent auditors.
- b. Review and evaluate the lead partner of the independent auditor team.
- c. Obtain and review a report from the independent auditor at least annually regarding: (i) the independent auditor's internal quality-control procedures; (ii) 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; (iii) any steps taken to deal with any such issues; and (iv) all relationships between the independent auditor and the Company that could impair the auditor's independence. 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 any permitted non-audit services in accordance with the Pre-Approval Policy for Non-Audit Services is compatible with maintaining the auditor's independence, taking into account the opinions of management and Head of Group Internal Audit. The Committee shall present its conclusions with respect to the independent auditor to the Board.
- d. Discuss with the independent auditors any significant matters arising from any audit, including any fraud, illegal acts, deficiencies in internal control, and certain other matters that the Committee determines.
- e. Consider, in relation to the next planned audit, the existence of any participation by the CEO and CFO or employee serving in a similar position in the Group in any capacity in the audit of the Group as a member of that auditing firm in the one-year period preceding the initiation of that planned audit.



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- f. Discuss with management the timing and process for implementing the rotation of the audit partners as required by law. Consider whether, in order to ensure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis.
- g. Set policies for the Company's hiring of employees or former employees of the independent auditor.
- h. Discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the Company's audit team.
- i. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.

3.3 Oversight of the Company's Internal Audit Function

- a. Review and approve the Internal Audit Charter.
- b. Review and approve the risk-based annual Internal Audit plan.
- c. Review and discuss with the Head of Group Internal Audit changes in the Internal Audit plan and performance against the plan.
- d. Review the appointment, performance, and replacement of the Head of Group Internal Audit.
- e. The Chairman shall review the remuneration of the Head of Group Internal Audit, as recommended and approved by the Compensation & Human Resources Committee.
- f. Review and discuss with the Head of Group Internal Audit the Internal Audit Department's budget, resource plan, qualifications of the Department and organizational structures as needed.
- g. Review the significant reports to management prepared by the Internal Audit Department, as well as management's responses.
- h. Discuss with the Head of Group Internal Audit the Internal Audit Department's responsibilities, budget and staffing, organizational structures, and qualifications, and any recommended changes in the planned scope of the internal audit.
- i. Review annual as well as periodic reports of the Head of Group Internal Audit (in his capacity as Investigating Officer) in relation to the results of investigations of reported concerns conducted pursuant to the terms of the Whistleblower Policy.



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3.4 Compliance Oversight Responsibilities

- a. Obtain from the independent auditor assurance that its audit was conducted in a manner consistent with Section 10A of the Exchange Act.
- b. 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.
- c. 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.

4. Additional Responsibilities

- 4.1 Review the actions of all subsidiary company audit committees.
- 4.2 Make regular reports to the Board.
- 4.3 Conduct or authorize investigations into any matters within its scope of responsibility.

5. Limitation of Audit Committee's Role

While the Committee has the responsibilities and powers set forth in this Terms of Reference, 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 in accordance with GAAP, applicable rules and regulations. These are the responsibilities of management and the independent auditor.