

**EAGLE BANCORP MONTANA, INC.**  
**OPPORTUNITY BANK**

**AUDIT COMMITTEE CHARTER**

**Purpose**

The Audit Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Eagle Bancorp Montana, Inc. (the "Company" or "Eagle") and is established in accordance with Section 3(a)(58)(A) of the Securities and Exchange Act of 1934. Also applicable for Audit Committees is SEC Rule 10A-3 (17 CFR 240.10A-3) and Nasdaq *Corporate Governance Requirements* (Nasdaq 5600 Series; 5605(c)). The Committee is a standing committee whose purpose is to assist the Board in fulfilling its oversight responsibilities for the Company's accounting and the quality and integrity of the Company's financial reporting process. As a wholly-owned subsidiary of the Company, reference to the Company may also include Opportunity Bank of Montana.

As such, the principal duties and responsibilities of the Committee are:

- Direct responsibility for the appointment, compensation, retention, oversight, and termination of the independent registered public accounting firm;
- Oversight and review of the independent registered public accounting firm's qualifications and independence;
- Oversight and review of the annual financial reporting process and adequacy and integrity of the Company's financial information (including corporate accounting, financial reporting practices, and the quality of the financial reports);
- Oversight and review of the Company's legal and regulatory requirements;
- Oversight and review of the performance of the Company's internal audit function and the independent accountants and other mandated Audit Committee duties;
- Oversight and review of the system of internal controls and safeguards;
- Review with the independent registered public accounting firm(s), the internal audit department and management, the adequacy of the Company's internal controls and any material weaknesses, any findings or recommendations from the independent registered public accounts firm, all critical accounting policies and all other material matters relating to the audit procedures;
- Review of related party transactions, legal and regulatory matters material to the financial statements and the Company's compliance programs;
- Maintenance of an open avenue of communication between the Board of Directors, senior management, internal audit department, and the Company's independent registered public accounting firm and to permit internal auditors and the independent registered public accounting firm to meet the Audit Committee without the presence of management;

- All matters of functional reporting of the Director of Internal Audit to the Audit Committee, including performance review and compensation adjustments. Furthermore, the Committee will provide an annual review and approval of the Internal Auditor's "Statement of Independence".
- Oversight, review, and approval of audit, audit-related, tax, and all other fees; and
- Oversight, as required by the Sarbanes-Oxley Act of 2002, of policies and procedures for the receipt, retention, and treatment of complaints received regarding accounting, internal accounting controls, or auditing matters, including procedures for the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

### **Committee Membership and Independence**

Number: The Committee shall be comprised of no fewer than three (3) members.

Nominations/Approval: The members of the Audit Committee shall be recommended by the Board Chair and approved by the Board or as directed by the Bylaws of the Company. The Board shall designate one member of the Committee as its chairperson.

Removal: Members may be removed by the Board in its discretion with or without cause.

Independence: Each member of the Committee shall be "independent" in accordance with the Nasdaq Marketplace Rules and SEC regulations applicable to Audit Committee members. (Nasdaq 5605(a)(2)) and SEC 10A-3(b)(1)).

Qualifications: In addition, all members of the Committee shall have sufficient financial experience and ability to enable them to read and understand fundamental financial statements, including the Company's balance sheet, statements of income, and statements of cash flows. At least one (1) member shall be an "audit committee financial expert" within the meaning of the rules of the SEC. (SEC 10A-3). At least one (1) member shall meet the financial sophistication standards established by the requirements of the Nasdaq Stock Market. (Nasdaq 5605(c)(2)).

None of the members of the Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three (3) years. No Committee member shall simultaneously serve on the audit committees of more than two (2) other public companies, unless the Board determines that such service would not impair the member's ability to effectively serve on the Committee.

### **Committee Structure and Operations**

The Committee shall meet at least four (4) times each year and at such other times as the Committee or

its chair deems necessary to perform the Committee's responsibilities. It will meet following the end of each fiscal quarter of the Company, prior to the release of quarterly or annual earnings, to review the financial results of the Company for the preceding fiscal quarter or the preceding fiscal year, as the case may be. The Committee may meet by telephone or video conference. In addition, the Committee may take action by written consent. All meetings of the Audit Committee shall be governed by the same rules regarding notice, quorum, and voting requirements as are applicable to the full Board. Written minutes shall be kept for all meetings of the Committee and shall be duly reported to the Board of Directors. The Committee will meet in executive sessions with the Company's independent auditors and management, as appropriate.

The Committee may delegate authority to one or more members when appropriate, provided that decisions made pursuant to such delegated authority shall be presented to the full committee at its next scheduled meeting.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and has the authority to engage independent counsel and other advisers as it determines necessary to carry out its duties. The Company shall provide funding, as determined by the Committee, for payment of compensation to the Company's independent auditors and to any advisers the Committee retains.

### **Committee Authority and Responsibilities**

At a minimum, the Committee's duties and responsibilities shall include, but are not limited to, the following:

#### Review of Financial Statements and Reports

- Review the Company's financial statements, reports, and other financial information, in conjunction with the Company's management and independent auditors, as appropriate. Such review shall include candid discussions of the quality - not merely the acceptability - of the Company's accounting principles as applied in its financial reporting. Reviews shall occur prior to dissemination of the statement, report, or other document to a third party or the public. Without limitation, the Committee shall review the following:
  - The annual financial statements and other material financial content of the Company's Annual Report to Stockholders and/or Annual Reports on Form 10-K, including any certification, report, opinion, attestation, or review rendered by the independent auditors;
  - Any quarterly or other interim financial statements and other material financial content of the Company's Quarterly Reports on Form 10-Q, including any certification, report, opinion, or review rendered by the independent auditors;
  - Any other material financial information, such as earnings releases or financial information and earnings guidance provided to analysts, lenders, or rating agencies. In lieu of reviewing each such

- disclosure prior to release or dissemination, the Committee may discuss generally with management the types of information to be disclosed and the types of presentations to be made;
- Any material internal reports prepared by the Company's independent auditors, internal auditors, or management; and
- The annual report of the Committee for inclusion in the Company's annual proxy statement.
- The Chair or another member of the Committee may represent the entire Committee for purposes of reviewing quarterly information and other material financial information, such as earnings releases, to the extent permissible under the listing requirements of the Nasdaq Stock Market and generally accepted auditing standards.

#### Relationship with Independent Auditors and Internal Auditors

- Directly responsible for the appointment, compensation, retention, and termination of the independent auditors. The independent auditors shall report directly to the Committee. The Committee shall have sole authority to determine the compensation to be paid to the independent auditors for any service. The Committee also shall be responsible for the oversight and evaluation of the work of the independent auditors, including resolution of disagreements between management and the independent auditors. It is the Bank's policy to complete a Request for Proposal every 5 – 7 years;
- Pre-approve all audit and permitted non-audit services provided to the Company by the independent auditors as well as the related fees. The Committee may delegate pre-approval authority to a member or members of the Committee or may adopt pre-approval policies and procedures, to the extent permitted by applicable laws. Any pre-approvals made pursuant to delegated authority or pre-approval policies and procedures must be presented to the full Committee at its next meeting;
- Receive a report or report update from the independent auditors, within the time periods prescribed by the rules of the SEC, on:
  - All critical accounting policies and practices of the Company;
  - All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, including the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditors; and
  - Other material written communications between the independent auditors and management, including differences of opinion, if any, between the independent auditors and management;
- Ensure that it receives a formal written statement from the independent auditors delineating all relationships between the independent auditors and the Company, consistent with the requirements of the Public Company Accounting Oversight Board. The Committee shall engage the independent auditors in a dialogue with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and take appropriate action to oversee the independence of the independent auditors;
- Oversee the hiring of personnel and set clear hiring policies for persons who have been employed by

the Company's independent auditors within the past three years.

- Ensure the regular rotation of the audit partners as required by law.
- Oversee the objectives, activities, and staffing of the Company's internal auditors, if any.

### Internal Audit Department

The Audit Committee has assigned the responsibility of the internal audit function to the Internal Audit Department, which is a group with sufficient knowledge of the internal audit function (i.e. risk assessment, internal audit plan, and reporting) and has no responsibility for operation the system of internal control. The committee will ensure that the internal audit department's functions do not interfere or conflict with the objectivity the department should have with respect to monitoring the institution's system of internal controls. In addition, the Audit Committee will provide the Director of Internal Audit the opportunity to discuss the Department's findings without management being present.

### Financial Reporting and Auditing Processes

- Oversee the integrity of the Company's financial reporting process;
- Discuss with the independent auditors and management the overall scope and plans for the annual audit;
- Review with the independent auditors and management the adequacy and effectiveness of the Company's internal controls and procedures for financial reporting, including management's report on the adequacy or effectiveness of internal controls, and the fullness and accuracy of the Company's financial statements. The Committee shall consider the quality of presentation of, among other matters, critical accounting policies, off-balance sheet transactions, and financial measures presented on a basis other than in accordance with generally accepted accounting principles;
- Review the quality and appropriateness of the Company's accounting principles and underlying estimates as applied in its financial reporting, including the independent auditors' judgments concerning the foregoing;
- In consultation with the independent auditors and management, review any major changes or improvements to the Company's financial and accounting principles and practices, internal controls and procedures for financial reporting ,and disclosure controls and procedures; and
- As it deems necessary or advisable, discuss with management policies with respect to risk assessment and risk management, including the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

### Legal and Regulatory Compliance

- 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 the Company of concerns regarding questionable accounting or auditing matters;
- Review and approve all transactions with related persons, as such term is used in Item 404 of

## Audit Committee Charter

Regulation S-K under the Exchange Act, except when it is inappropriate for the Committee to review such transaction due to a conflict of interest. The Committee should consider the facts and circumstances available and deemed relevant including, but not limited to, the risks, costs, and benefits to the Company, the terms of the transaction, the availability of other sources for comparable services or products and, if applicable, the impact on the director's independence. The Committee should approve only those transactions that, in light of the known circumstances, are in or are not inconsistent with the best interests of the Company, as determined in the Committee's sole discretion.

### Other Committee Matters

- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval;
- Annually review its own performance in accordance with the standards established by the Board for committees;
- At least one (1) Committee member, or designee, attends training annually.

### Limitation of Audit Committee's Role

While the Committee has the duties and responsibilities set forth in this Charter, management has primary responsibility for the Company's financial statements and the reporting process, including the systems of internal controls, and the Company's independent auditors are responsible for performing an annual audit of the Company's consolidated financial statements in accordance with auditing standards generally accepted in the United States and for expressing an opinion as to their conformity with generally accepted accounting principles.

Submitted for review and approval by the Audit Committee on April 25, 2025.

Submitted for review and approval by the Board on May 22, 2025.