

**FFD FINANCIAL CORPORATION  
AMENDED AND RESTATED  
AUDIT COMMITTEE CHARTER**

**As of October 16, 2015  
Reaffirmed October 25, 2021  
Revised October 22, 2022**

***Organization***

This Charter governs the operations of the Audit Committee (the “Committee”) of FFD Financial Corporation (the “Company”). The Committee shall be comprised of at least three members, each of whom shall be appointed by the Board of Directors (the “Board”) annually. Members of the Audit Committee shall be outside directors independent of management and satisfy the requirements of Part 363.5(A)(1)(2)(3) of the Code of Federal Regulations.

***Statement of Policy***

The Committee shall oversee the Company’s accounting and financial reporting process, the Company’s systems of internal accounting and financial controls and the annual independent audit of the Company’s financial statements and the Committee shall serve as an independent and objective party to monitor the Corporation’s financial reporting process and internal control systems. In so doing, the Committee will maintain free and open means of communication between the directors, the independent auditor, the internal auditors, and the Company’s financial management.

***Responsibilities***

In carrying out its responsibilities and duties, the Committee shall:

1. Review and reassess the adequacy of this Charter periodically as conditions dictate, but at least annually.
2. The Committee shall meet with the independent auditor and management at least semi-annually to review the Company’s financial statements and shall periodically meet with management and the independent auditor in separate executive sessions to discuss any matters that the Committee believes should be discussed privately.
3. Select, retain and, when appropriate, terminate the independent auditor of the Company, set the independent auditor’s compensation and otherwise oversee the independent auditor of the Company. These powers shall rest solely with the Committee.
4. Pre-approve all audit services and all permitted non-audit services to be performed by the independent auditor. The Committee may establish policies and procedures for the engagement of the independent auditor or any other accounting firm to provide non-audit related services.

5. Review and discuss with management the Company's annual financial statements and the independent auditor's opinion rendered with respect to such financial statements.

6. Communicate to the independent auditor that they are ultimately accountable to the Committee.

7. Review the performance of the independent auditor and consult with the independent auditor out of the presence of management about internal controls and the effectiveness thereof and the completeness and accuracy of the Company's financial statements. The Committee's review should include the matters required to be discussed by applicable audit standards and an explanation from the independent auditor of the factors considered by the independent auditor in determining the audit's scope. The independent auditor should confirm that no limitations have been placed on the scope or nature of the audit.

8. Following completion of the audit, review separately with each of management and the independent auditor any difficulties or disagreements encountered during the course of the audit, such as restrictions on scope of work or access to required information, as well as any improvements that could be made in the audit or internal control procedures.

9. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

10. As the Committee deems necessary, engage and determine funding for independent legal counsel and other advisors for the Committee.

11. Maintain minutes of each meeting of the Committee and submit the minutes to, or otherwise report to and discuss the matters from each Committee meeting with, the Board. By practice it is anticipated that the Audit Committee will meet quarterly with management to review and finalize draft financial statements and draft call reports, at least semi-annually with the internal auditor to review audit reports, and at least annually with the independent auditor to review and approve audited financial statements and annual correspondence with shareholders.

12. Investigate any matter brought to its attention within the scope of its duties, and perform any other activities consistent with this Charter, the Company's Code of Regulations and governing law, as the Committee or the Board deems necessary or appropriate.