

Esquire Financial Holdings, Inc.
Audit Committee Charter

I. Purpose

The Audit Committee of Esquire Financial Holdings, Inc. (the “Company”) is established by and amongst the Board of Directors of the Company for the primary purpose of assisting the Board of Directors of the Company and Esquire Bank, National Association (the “Bank”) in fulfilling its financially related oversight responsibilities by reviewing:

- The integrity of the financial statements of the Company and other significant written financial information provided to any governmental body or the public;
- The auditing, accounting and financial reporting processes;
- The independent registered public accounting firm’s qualifications and independence;
- The performance of the Internal Audit function and independent registered public accounting firm;
- The systems of internal controls regarding financial reporting; and,
- The reports of management, Internal Audit, the independent registered public accounting firm, and other firms of their assessment and evaluation of compliance with regulatory requirements.

Consistent with this function, the Committee should encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Committee should also provide an open avenue of communication among the independent registered public accounting firm, financial and senior management, Internal Audit, and the Board of Directors.

The Committee has the authority to obtain advice and assistance from outside legal, accounting, or other advisors as deemed appropriate to perform its duties and responsibilities. The Company shall provide appropriate funding, as determined by the Committee, for compensation to the independent registered public accounting firm and to any advisers that the Audit Committee chooses to engage.

II. Organization and Membership

The Committee of the Board shall consist of a minimum of three directors, each of whom shall be Independent as defined in Section 10A(m)(3) of the Securities Exchange Act of 1934 SEC Rule 10A-3 thereunder and applicable listing standards for independence, and free of any relationship that, in the opinion of the Board, would interfere or appear to interfere with their exercise of independent judgment in carrying out the responsibilities of a member of the Committee. In determining whether any relationship would interfere with independent judgment and therefore disqualify a director from being considered Independent, the Company shall use the standards of independence of the Nasdaq Stock Market.

Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. A quorum of the Committee shall consist of one half of membership.

III. Qualifications

All members of the Committee shall be able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement, and one person shall have past and/or current employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. The Board shall determine whether at least one member of the Committee qualifies as an "Audit Committee financial expert" in compliance with the criteria established by the SEC and other relevant regulations. The existence and identity of such member shall be disclosed in periodic filings as required by the SEC. The Audit Committee financial expert will be identified in the minutes of the Committee and Company's Board.

IV. Meetings

The Committee will hold at least six meetings per year and may meet more frequently as needed. Notice of Committee meetings shall be given to each member at least twenty-four (24) hours prior to such meeting if notice is given in person or by telephone, facsimile or other electronic transmission (*e.g.*, by email) and at least five (5) days prior to such meeting if notice is given in writing and delivered by courier or by postage prepaid mail. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting. Any director may waive notice of any meeting.

As part of its job to foster open communication, the Committee should meet periodically with management, Internal Audit and the independent registered public accounting firm in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. Each regularly scheduled meeting shall include an executive session of the Committee absent members of management and on such terms and conditions as the Committee may elect. The Committee may request any employee of the Company's or the Bank's staff to attend for that portion of the meeting where their presence could contribute substantively to the subject of discussion.

In addition, the Committee should meet quarterly with the independent registered public accounting firm and management to discuss the annual audited financial statements or quarterly financial statements, including the Company's disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Minutes of each meeting should be prepared in sufficient detail to convey the substance of discussions held. These minutes will be included with the agenda for the next scheduled committee meeting and copies will be provided to the Board.

V. Powers and Responsibilities

The Committee will have the responsibility and authority to:

- Appoint or replace the independent registered public accounting firm. The Committee will be directly responsible for the compensation and oversight of the work

of the independent registered public accounting firm (including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent registered public accounting firm will report directly to the Committee;

- Review the Company's quarterly and annual SEC filings including the financial statements, and management certifications;
- Review and discuss with management, Internal Audit and the independent registered public accounting firm, the Company's audited annual financial statements and related footnotes and disclosure under Management's Disclosure & Analysis, prior to the filing of the Form 10-K or the release of any audited financial statements;
- 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 discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made);
- Review and pre-approve both audit and permissible non-audit services to be provided by the independent registered public accounting firm prior to the performance of that work (other than with respect to *de minimis* exceptions permitted by the Sarbanes-Oxley Act of 2002). This duty may be delegated to one or more designated members of the Committee with any such preapproval reported to the Committee at its next regularly scheduled meeting. The Committee may also adopt policies and procedures for the pre-approval of audit and permissible non-audit services. Approval of non-audit services shall be disclosed to investors as required by Section 13(a) of the Securities Exchange Act of 1934;
- On an annual basis, review and discuss with the independent registered public accounting firm all significant relationships the independent registered public accounting firm has with the Company to determine independence. At least annually, obtain and review a report of the independent registered public accounting firm describing the internal quality control procedures, any material issues raised by the most recent internal quality control review, peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five (5) years, respecting one or more audits carried out by the firm, and any steps taken to deal with any such issues;
- Receive from the independent registered public accounting firm the communications required by PCAOB Auditing Standard Number 1301 ("AS No. 1301") regarding the overall audit strategy, timing of the audit, and significant risks, and the results of the audit, including: (1) significant accounting policies and practices, (2) critical accounting policies and practices, (3) critical accounting estimates, (4) significant unusual transactions, (5) other information in documents

containing audited financial statements, (6) difficult or contentious matters for which the independent registered public accounting firm consulted, (7) management consultation with other accountants, (8) going concern, (9) uncorrected and corrected misstatements, (10) material written communications, (11) departure from the Auditor's Standard Report, (12) disagreements with management, (13) difficulties encountered in performing the audit, and (14) other matters arising from the audit significant to the oversight of the financial reporting process. The required communications need not be in writing unless otherwise specified in AS No. 1301, but the communications are required to be made to the Audit Committee prior to the issuance of the independent registered public accounting firm's report;

- Have oversight of the Internal Audit function on behalf of the Board, including approving all decisions regarding the appointment or removal of the director of the Internal Audit function, approving the annual compensation and salary adjustments of the director of the Internal Audit function, assessing whether any budgetary limitations are impeding the ability of the Internal Audit function to execute its responsibilities, reviewing the annual internal audit plan, and reviewing internal audit reports and monitoring management's responses.
- Periodically consult with the independent registered public accounting firm and Internal Audit without the presence of management about internal controls and the completeness and accuracy of the Company's financial statements;
- In consultation with the independent registered public accounting firm and internal audit, review the integrity of the Company's financial reporting processes, both internal and external. The review should include the adequacy and effectiveness of the accounting and financial controls of the Company, and should set forth any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable;
- Review regulatory matters that may have a material impact on the Company's financial statements, related Company compliance risk and programs, and reports received from regulators;
- Review the independent registered public accounting firm's attestation and report on management's internal control report and hold timely discussions with the independent registered public accounting firm on communications required by PCAOB AS No. 1301;
- Review and discuss with management and the independent registered public accounting firm the basis for their respective reports issued pursuant to Part 363 of the FDIC's regulations;
- Annually submit a report of the Committee to shareholders as required by the Securities and Exchange Commission. The report should be included in the Company's annual proxy statement;

- Review and approve as necessary, the established Whistle Blower procedures for the confidential receipt, retention, and treatment of concerns regarding corporate accounting, internal accounting controls, and auditing matters. Review Whistle Blower concerns received and the status of resolution of concerns;
- Perform any other activities consistent with this Charter, the Company's By-Laws and governing law, as the Committee or the Board deems necessary or appropriate. The Committee is authorized to access internal and external resources, as the Committee requires, to carry out its responsibilities; and
- Report Committee actions fully and promptly to the Board.

VI. Other

The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board of Directors.

The Audit Committee Charter shall be reassessed annually for adequacy and updated for any changes that are necessary as a result of new laws or regulations. The Committee shall review its own performance not less often than annually.

The Committee shall report regularly to the Board regarding the execution of its duties and responsibilities. The Committee's reports to the Board of Directors shall contain such information as the Committee and/or the Board may deem appropriate.

Limitation of Audit Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, 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 generally accepted accounting principles and applicable rules and regulations or to determine the effectiveness of the systems of internal controls regarding financial reporting. These are the responsibilities of management and the independent registered public accounting firm.