



## **Audit Committee Charter**

### **AMTRUST FINANCIAL SERVICES, INC. AUDIT COMMITTEE CHARTER**

#### **Audit Committee Purpose**

The Audit Committee (“*Committee*”) is appointed by the Board of Directors of AmTrust Financial Services, Inc. (the “*Board*”) to assist the Board in monitoring:

1. the accounting and financial reporting processes of AmTrust Financial Services, Inc. and its subsidiaries (the “*Company*”) and the audits of its financial statements;
2. the independent auditor’s qualifications and independence;
3. the performance of the Company’s internal audit function and independent auditors; and
4. the compliance by the Company with legal and regulatory requirements.

The Committee shall prepare the report required by the rules of the Securities and Exchange Commission (the “*Commission*”) to be included in the Company’s annual proxy statement.

#### **Committee Membership**

The Committee shall be composed of no fewer than three members, each a director and appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. The members of the Committee shall meet the independence and experience requirements of Section 10A(m)(3), Rule 10A-3 or any successor provisions of the Securities Exchange Act of 1934 (the “*Exchange Act*”), the corporate governance standards or listing requirements of the NASDAQ Stock Market or any national securities exchange on which the Company’s securities are subsequently listed, and the rules and regulations of the Commission. No member of the Committee can have participated in the preparation of the Company’s financial statements at any time during the past three years. Committee members must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement, at the time of their appointment. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the Committee shall be an “audit committee financial expert” as defined by the Commission and applicable listing standards. A person who satisfies this definition of “audit committee financial expert” will also be presumed to have financial sophistication. Committee members may be replaced by the Board at any time with or without cause.

#### **Meetings**

The Committee shall meet as often as it determines, but not less frequently than quarterly. The Committee shall meet periodically with management, the internal auditors and the independent auditor in separate

executive sessions. 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. The Committee is governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

### **Committee Authority and Responsibilities**

The Committee shall have the sole authority to appoint, retain or replace the independent auditor. The Committee shall be directly responsible 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 and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor, subject to the de minimus exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act, which are approved by the Committee prior to the completion of the audit.

The Committee shall have the authority to conduct investigations into any matters within its scope of responsibility, and, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for 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 and other related services, to any advisors employed by the Committee, and for the ordinary administrative expenses of the Committee in carrying out its duties.

The Committee shall 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. The Committee shall make regular reports to the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

The Committee shall review and discuss with management and the independent auditor the annual audited financial statements, the form of audit opinion to be issued by the independent auditor on the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" ("**MD&A**"), and recommend to the Board whether the audited financial statements and MD&A should be included in the Company's Form 10-K. The Committee shall discuss with management and the independent auditor the Company's quarterly financial statements and the related MD&A prior to the filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.

The Committee, to the extent it deems necessary or appropriate, shall:

#### **Financial Statement and Disclosure Matters**

1. 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, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.

2. Review and discuss annually reports from the independent auditors on:
  - a. All critical accounting policies and practices to be used in the audit.
  - b. All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.
  - c. Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
3. Review and discuss with management and the independent auditor any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, and the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
4. Discuss with the independent auditor the matters required to be discussed by Public Accounting Oversight Board ("**PCAOB**") Auditing Standard No. 1301 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
5. Review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.
6. To consider questions of possible conflicts of interest; to review, approve and oversee all related party transactions as defined in applicable rules of the national securities exchange on which the Company's securities are listed (it being understood that if the Board creates a special committee in connection with a related party transaction or holds a meeting of the non-interested directors of the Board to approve such transaction, the Audit Committee shall not be required to consider such transaction or assess conflicts in connection with such transaction); to discuss with the independent auditor significant related party transactions, and the auditor's evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties, as required by PCAOB Auditing Standard No. 2410; and to develop policies and procedures for the Committee's approval of related party transactions.

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

7. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.
8. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit. Approve in advance all services whether or not related to the audit, ensuring that prohibited non-audit services are not performed.

9. The independent auditor shall submit to the audit committee annually a formal written statement delineating all relationships between the independent auditor and the Company (“Statement as to Independence”), addressing each non-audit service provided to the Company and the matters required by PCAOB Rule 3526. The Audit Committee shall also engage in a dialogue with the independent auditor with respect to any other relationships or services that may impact the objectivity and independence of the independent auditor and take such other actions as are appropriate to oversee the independence of the auditor.
10. At least annually, obtain and review a report by the Company’s independent auditors that describes (1) the accounting firm’s internal quality control procedures, and (2) any material issues raised by the most recent internal quality control review, peer review or PCAOB review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues.

#### Oversight of the Company’s Internal Audit Function

11. Review the appointment, performance and replacement of the Chief Audit Executive.
12. Review and approve internal audit’s annual audit plan.
13. Review a summary of internal audit findings and any significant reports to management prepared pursuant to the internal audit function together with management’s responses and follow-up to these reports.
14. Discuss with the Chief Audit Executive, independent auditor and management internal audit responsibilities, budget, qualifications and staffing and any recommended changes in the planned scope of the internal audit.
15. Review for completion of applicable annual regulatory requirements.

#### Risk and Compliance Oversight Responsibilities

16. Review and discuss with management policies and guidelines to govern the process by which management assesses and manages the Company’s risks, including the Company’s major financial risk exposures and the steps management has taken to monitor and control such exposures.
17. Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act (communication of illegal acts) has not been implicated.
18. Obtain reports from management, the Company’s Chief Audit Executive and the independent auditor that the Company is in conformity with applicable legal requirements and the Company’s Code of Business Conduct and Ethics. Review reports and disclosures of insider and affiliated party transactions. Advise the Board with respect to the Company’s policies and procedures regarding compliance with applicable laws and regulations and with the Company’s Code of Business Conduct and Ethics.
19. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports, which raise material issues regarding the Company’s financial statements or accounting policies.

20. Discuss with the Company's Chief Legal Officer or General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies.

### **Delegation of Authority**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

### **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. These are the responsibilities of management and the independent auditor.

### **Amendment**

This Audit Committee Charter may be amended by the Committee, with substantial changes approved by the Board subject to disclosure and other provisions of the Exchange Act, and the applicable rules of the securities exchange on which any of the Company's securities are traded.

Adopted: May 4, 2017