

# **Charter of the Audit Committee of the Board of Directors of Capitol Federal Financial, Inc.**

## **I. Statement of Policy**

The Audit Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Capitol Federal Financial, Inc. (the “Company”) to represent and provide assistance to the Board in:

- (i) Overseeing the integrity of the Company’s financial statements and the Company’s accounting and financial reporting processes and financial statement audits;
- (ii) Overseeing the Company’s compliance with legal and regulatory requirements;
- (iii) Overseeing the independent auditors’ qualifications and independence;
- (iv) Overseeing the performance of the Company’s independent auditor and internal audit function (Audit Services) and any other areas specified by the Board of potential financial risk to the Company; and
- (v) Overseeing the Company’s systems of disclosure controls and procedures, internal controls over financial reporting, and compliance with ethical standards adopted by the Company.

In discharging its duties and responsibilities, the Committee is empowered to investigate any matter brought to its attention, with full access to all necessary books, records, facilities, personnel of the Company, directors and external parties, and has the authority to retain at the Company’s expense special legal, accounting or other advisors, consultants or experts as it deems appropriate.

In fulfilling its responsibilities, it is recognized that members of the Committee are not employees of the Company. The Company’s management is responsible for preparing Company financial statements. The independent auditors are responsible for auditing the Company’s annual financial statements and reviewing the Company’s quarterly financial statements prior to the filing of the Company’s annual and quarterly reports on Forms 10-K and 10-Q with the Securities and Exchange Commission (the “SEC”). It is not the duty or responsibility of the Committee or its members to conduct auditing or accounting reviews or procedures or to determine that the Company’s financial statements and disclosures are complete and accurate and are in conformity with accounting principles generally accepted in the United States of America (“GAAP”) and applicable rules and regulations. These are the responsibilities of management and the independent auditors. Each member of the Committee shall be entitled to rely on the integrity of those persons and organizations within and outside the Company from whom and from which he or she receives information and the accuracy of the financial and other information provided to the Committee by such persons or organizations, absent actual knowledge to the contrary (which shall be reported promptly to the Board).

The Committee shall annually prepare a report to shareholders as required by the SEC for inclusion in the Company’s annual proxy statement.

## **II. Committee Composition and Meetings**

The Committee composition shall be in accordance with the NASDAQ Stock Market (the "NASDAQ") listing standards. The Committee shall be comprised of three or more directors (including a chairperson) as appointed annually by the Board, considering the recommendation of the Nominating Committee, each of whom shall meet the independence requirements of the NASDAQ and SEC for audit committee members, and each of whom shall be free from any relationship that would interfere with the exercise of his or her independent judgment.

Each member of the Committee shall comply with all financial literacy requirements under NASDAQ. At least one member of the Committee shall be designated annually by the Board as an "audit committee financial expert," as the SEC defines that term and as the Board interprets such qualification in its business judgment consistent with such definition. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies, subject to the qualification requirements of this Charter.

The Committee shall meet at least quarterly. The Committee chairperson shall prepare and/or approve an agenda in advance of each meeting. If the chairperson is not available for a meeting, the other members of the Committee may appoint a temporary chairperson for such meeting. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. The Committee shall meet separately, periodically, with management, the Chief Audit Executive and/or other members of Audit Services and the independent auditors, to discuss any matters that the Committee or any of these persons believes should be discussed. The Committee may also meet separately with regulatory examiners, as deemed necessary.

## **III. Committee Duties, Responsibilities and Processes**

The following shall be the principal duties, responsibilities and recurring processes of the Committee in carrying out its oversight role. The processes are set forth as a guide with the understanding the Committee may supplement them as appropriate. The Committee will maintain adequate minutes of all its proceedings, and will report its actions at the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with:

- (i) Any provision of this Charter,
- (ii) Any provision of the Bylaws of the Corporation, or
- (iii) The laws of its jurisdiction of incorporation.

As part of its oversight responsibility to review procedures, the Committee shall:

1. Review and discuss the form of presentation and type of information to be contained in earnings press releases.
2. Prior to the filing of quarterly and annual reports on Forms 10-Q and 10-K, review and discuss with management and the independent auditors:

- (i) The Company's quarterly and annual consolidated financial statements;
  - (ii) Matters that affect the Company's consolidated financial statements, including disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations;"
  - (iii) The results of the independent auditors' reviews of the quarterly financial statements, the audit of the annual financial statements and the independent auditors' report, and any other matters required to be communicated to the Committee by the independent auditors, as well as discussions regarding qualitative judgments of the independent auditors about the appropriateness, not just the acceptability, of the Company's accounting principles, and the clarity of the financial statements;
  - (iv) All critical accounting policies and practices to be used;
  - (v) Any matters required to be communicated to the Committee by the independent auditors in accordance with Public Company Accounting Oversight Board ("PCAOB") Audit Standard No. 16 "Communications with Audit Committees" guidance; and
  - (vi) Other material written communications between the independent auditors and management. Prior to the filing of the Company's Annual Report on Form 10-K, recommend to the Board whether the audited financial statements should be included in the Form 10-K.
3. Regularly review with the independent auditors any problems or difficulties encountered in the course of the audit work and management's response, including any restrictions on the scope of activities or access to requested information and any significant disagreements with management.
4. Review:
- (i) Any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles and any major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of any material control deficiencies;
  - (ii) Analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and
  - (iii) The effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements. In consultation with management, the independent auditors and Audit Services, monitor the integrity and effectiveness of the Company's financial reporting processes and systems of internal controls, including reviewing and discussing major financial risk exposures and the steps management has taken to monitor, control and report such exposures; and review significant findings relating to the foregoing prepared by the independent auditors or Audit Services, together with management's responses and follow-up to these reports.
5. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or

auditing matters and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. The Audit Committee Chair ensures complete internal investigation of all concerns. Such procedures have been established by the Committee and are set forth in the Company's Code of Ethics Policy.

As part of its oversight responsibility of independent auditors and other external services, the Committee shall:

6. Manage the appointment, compensation, retention and oversight of the work of the independent auditors, including resolution of disagreements between management and the independent auditors regarding financial reporting. The independent auditors shall report directly to the Committee.
7. Pre-approve the engagement letters and the fees to be paid to the independent auditors for all audit and permissible non-audit services to be provided by the independent auditors and consider the possible effect that any non-audit services could have on the independence of the auditors. The Committee may establish pre-approval policies and procedures, as permitted by applicable law and SEC regulations and consistent with this Charter, for the engagement of the independent auditors to render permissible non-audit services to the Company, including but not limited to policies that would allow the delegation of pre-approval authority to one or more members of the Committee, provided that any pre-approvals delegated to one or more members of the Committee are reported to the Committee at its next scheduled meeting.
8. Evaluate the qualifications, independence and performance of the independent auditors annually. This evaluation shall include a review and discussion of the annual communication as to independence delivered by the independent auditors. 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 and the rotation of any other audit partner whose rotation is required by the regulations of the SEC.
9. At least annually, obtain and review a report by the independent auditor describing:
  - (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, or by any inquiry or investigation by governmental or professional authorities within the preceding five years with respect to independent audits carried out by the independent auditor, and any steps taken to deal with such issues.
  - (iii) All relationships between the independent auditor and the Company, addressing the matters set forth in Public Company Accounting Oversight Board Ethics and Independence Rule 3526, Communication with Audit Committees Concerning Independence.
10. Review the audit plan of the independent auditors - discuss scope, staffing, timing, estimated and actual fees, reliance upon management and Audit Services and general audit approach.

As part of its oversight responsibility of Audit Services, the Committee shall:

11. Review the budget, program, changes in program, activities, strategies, organizational structure and qualifications of Audit Services, as needed, it being understood that Audit Services functionally reports directly to the Committee. Evaluate whether Audit Services' operation and structure permits unrestricted access by internal auditors to records, personnel and physical properties relevant to the performance of its responsibilities and to top management, the Committee and the Board. Assess the appropriateness of the resources allocated to Audit Services. Evaluate the effectiveness of Audit Services.
12. Review the appointment, replacement, reassignment, or dismissal as appropriate, of the Chief Audit Executive. Decisions regarding hiring or termination of the Chief Audit Executive require endorsement by the Committee. The chairperson of the Committee will also be involved in performance evaluation and compensation decisions related to the Chief Audit Executive.
13. Review significant issues presented by Audit Services together with management's response and follow-up to these reports.

As part of its other Committee responsibilities, the Committee shall:

14. Review and reassess the adequacy of this Charter at least annually, and recommend any proposed changes to the Board for its approval. Ensure the publication of this Charter in accordance with SEC regulations.
15. Maintain minutes of meetings and report regularly to the Board on the Committee's activities. Review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, compliance with legal or regulatory requirements, the performance and independence of the independent auditors, or the performance of Audit Services.
16. Conduct an appropriate review of and approve all related party transactions on an ongoing basis that are material to the financial statements or otherwise require disclosure, as required by NASDAQ Corporate Governance Rule 5630. For purposes of the NASDAQ rule, the term "related party transactions" shall refer to transactions required to be disclosed pursuant to Item 404 of SEC Regulation S-K.
17. Review with the Company's General Counsel:
  - (i) Any significant legal matter that could have a material impact on the Company's financial statements;
  - (ii) Legal compliance matters, including company securities trading policies and material notices to or inquiries received from governmental agencies; and
  - (iii) Reports of evidence of a material violation of securities laws or breaches of fiduciary duty.

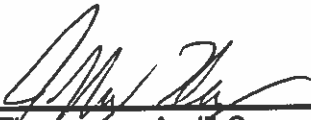
18. Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Forms 10-K and 10-Q with respect to the financial statements and about any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting and any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal control over financial reporting.
19. Ensure required certifications are made to NASDAQ:
  - (i) That a formal written charter has been adopted for the Committee and that the Committee has reviewed and reassessed the adequacy of the charter on an annual basis; and
  - (ii) As to the independence of the members of the Committee.
20. Perform any other activities consistent with this Charter, the Company's bylaws or governing law as the Committee or the Board deems necessary or appropriate.

#### **IV. Funding**

The Company shall provide the Committee with appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of:

- (i) Compensation to the independent auditors and to any advisors employed by the Committee; and
- (ii) Ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee of Capitol Federal Financial, Inc. at its regular meeting held April 26, 2016, approves the Audit Committee Charter.

  
\_\_\_\_\_  
Jeffrey Thompson, Audit Committee Chair