SR BANCORP, INC.
SOMERSET REGAL BANK
AUDIT COMMITTEE CHARTER

I. Joint Audit Committee

The Board of Directors of SR Bancorp, Inc. and the Board of Directors of Somerset Regal Bank (the "Bank") have established a Joint Audit Committee (the "Audit Committee"). The Audit Committee has adopted this Audit Committee Charter to govern the operation of the Audit Committee. References herein to the "Company" include SR Bancorp, Inc. and, where applicable, the Bank, and references herein to the "Board" shall include the Board of Directors of SR Bancorp, Inc. and the Board of Directors of the Bank.

II. Purpose

The primary functions of the Audit Committee are to review: (i) the integrity of the financial reports and other financial information provided by the Company to any governmental body or the public, including any certification, report, opinion or review performed by the Company's independent registered public accountants; (ii) the Company's compliance with legal and regulatory requirements; (iii) the independent registered public accountants' qualification and independence; (iv) the performance of the Company's internal audit functions, its independent registered public accountants and its system of internal controls and disclosure procedures regarding finance, accounting, legal compliance and ethics; and (v) the Company's auditing, accounting and financial reporting processes generally.

III. Organization

The Audit Committee shall be comprised of three or more directors, as determined by the Board, each of whom satisfies the definition of "independent director" as set forth in the applicable qualitative listing requirements for Nasdaq Stock Market issuers and applicable Securities and Exchange Commission rules and regulations. All members of the Audit Committee must be financially literate at time of appointment, meaning they must have the ability to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. In addition, at least one member of the Audit Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with 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 of such member, including his or her name, shall be disclosed in the Company's annual meeting proxy statement. The members of the Audit Committee and the Chairperson of the Audit Committee will be elected by the Board on an annual basis.

IV. Structure and Meetings

The Audit Committee shall meet at least four times per year, or more frequently as circumstances may require. The Chairperson shall preside at the meeting and, in consultation with other members of the Audit Committee, will set the length of each meeting and the agenda of the items to be addressed at each meeting. The Chairperson shall ensure that the agenda for each meeting is circulated to each Audit Committee member in advance of the meeting. The Committee shall keep written minutes of all meetings, which when finalized shall be provided to the full Board for review. A quorum of the Audit Committee shall be declared when a majority of the appointed members of the Audit Committee are in attendance in person or by means of telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. All actions of the Audit Committee shall require the affirmative vote of a majority of the membership of the Audit Committee present at a meeting if a quorum is present. Any action required or permitted to be taken at any meeting of the Audit Committee may be taken without a meeting if all members of the Audit Committee consent thereto in writing.

As necessary, the Chairperson may request members of management, consultants and/or representatives of the independent registered accounting firm or internal auditing firm be present at the meeting.

V. Goals and Responsibilities

In carrying out its responsibilities, the Audit Committee believes its policies and procedures should remain flexible to best react to changing conditions and to provide assurance to the directors and stockholders of the Company that the corporate accounting and reporting practices of the Company comply with all requirements and are of the highest quality. To fulfill its responsibilities and duties the Audit Committee shall:

1. Provide an open avenue of communication between management, the independent registered public accountants, the internal audit function and the Board.

2. Meet with the independent registered public accountants and management at least quarterly to review the Company's financial statements. In meetings attended by the independent registered public accountants or by regulatory examiners, a portion of the meeting will be reserved for the Audit Committee to meet in closed session with these parties.

3. Review with the independent registered public accountants and the internal auditor the work to be performed by each to ensure completeness of coverage, reduction of redundant efforts and the effective use of audit resources.

4. Review all significant risks or exposures to the Company found during audits performed by the independent registered public accountants and the internal audit department and ensure that these items are discussed with management. The Committee shall assess and report to the Board regarding how the findings are being addressed and monitor completion of corrective actions.

5. Review recommendations from the independent registered public accountants and the internal auditing department regarding internal controls and other matters relating to the accounting policies and procedures of the Company.

6. Ensure that the independent registered public accountants discuss with the Audit Committee their judgments about the quality, not just the acceptability, of the Company's accounting principles as applied in the financial statements and periodic reports. The discussion should include such issues as the clarity of the Company's financial disclosures and degree of aggressiveness or conservatism of the Company's accounting principles and underlying estimates and other significant decisions made by management in preparing the financial disclosures.

7. Review the Company's audited annual financial statements and the independent registered public accountant's opinion regarding such financial statements, including a review of the nature and extent of any significant changes in accounting principles.

8. Review with management, the independent registered public accountants, the internal auditor and legal counsel, legal and regulatory matters that may have a material impact on the financial statements.

9. Review the internal and external audit results and regulatory examination findings and management's responses to the audit or examinations by governmental and regulatory agencies.

10. Review with management and the independent registered public accountants all quarterly financial reports filed pursuant to the Securities Exchange Act of 1934.

11. Generally discuss financial information as well as any earnings guidance provided to analysts and rating agencies.

12. Annually review the performance of, the independent registered public accountants, considering independence and effectiveness, and be directly responsible for their appointment, compensation, retention and oversight (including resolution of disagreements between management and the independent registered public accountants regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company. The independent registered public accountants shall report directly to the Audit Committee.

13. Confirm the independence of the independent registered public accountants by reviewing the independent registered public accountants required written disclosures, which shall include disclosure of all relationships that, in the independent registered public accountants' professional judgment, may reasonably be thought to bear on the ability to perform the audit independently and objectively.

14. Review the activities, organizational structure and qualifications of the internal audit function. The Audit Committee should also review and concur in the appointment, replacement, reassignment, or dismissal of the internal auditor.

15. Establish and maintain procedures for (i) receiving, retaining and treating complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

16. Approve, in advance, all permissible non-audit services to be completed by the independent registered public accountants to ensure that they do not provide any non-audit services to the Company that are prohibited by law or regulation.

17. Set hiring policies for hiring employees or former employees of the independent registered public accountants.

18. Review and approve all "related-party transactions" (defined as those required to be disclosed pursuant to Item 404 of SEC Regulation S-K).

19. At least annually, review with both the independent registered public accountants and the internal auditor, the Company's adherence to the requirements of the Sarbanes-Oxley Act of 2002.

20. Provide for continuing education of Audit Committee members, as considered appropriate.

21. Review and approve any target remediation date extension for audit findings. Monitor status of open audit findings to ensure timely and appropriate remediation by management.

V. Performance Evaluation and Disclosure Obligations

In addition to the responsibilities presented above, the Audit Committee will examine this Charter at least annually to ensure that it remains adequate to address the responsibilities of the Audit Committee, and will recommend any proposed changes to the Board for approval.

The Company shall post this Charter on its website.

VI. Audit Committee Resources

The Audit Committee shall be authorized to retain independent counsel and other advisors as it deems necessary to carry out its duties. The Company shall provide the Audit Committee with appropriate funding, as determined by the Audit Committee, to carry out its duties. In addition, the Company shall provide the Audit Committee with funding for ordinary administrative expenses of the Audit Committee.

Adopted: September 19, 2023
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