



CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

The Board of Directors (the “**Board**”) of FirstSun Capital Bancorp (the “**Company**”) appoints the Audit Committee (the “**Committee**”) of the Board. The Committee also functions as the Audit Committee of the Board of Directors of the Company’s subsidiary, Sunflower Bank, National Association (the “**Bank**”). References to the Company in this charter also include the Bank, and references to the Board include the Boards of Directors of the Company and the Bank.

The purpose of the Committee is to oversee the Company’s accounting and financial reporting process and the audit of the Company’s financial statements, the systems of internal accounting and financial controls, the qualifications, independence and performance of the Company’s independent auditors, the Company’s compliance with ethical policies and legal and regulatory requirements, and the performance of the Company’s internal audit function. In addition, the Committee performs the audit committee functions specified in 12 C.F.R. §363 with respect to the Bank and performs the functions of a fiduciary audit committee required by 12 C.F.R. §9.9 for banks with authorized fiduciary powers.

The primary role of the Committee is to oversee the financial reporting and disclosure process. To fulfill this obligation, the Committee relies on: management for the preparation and accuracy of the Company’s financial statements; management for establishing effective internal controls and procedures to ensure the Company’s compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and the Company’s independent auditors for an unbiased, diligent audit or review, as applicable, of the Company’s financial statements and the effectiveness of the Company’s internal controls. The members of the Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures.

II. MEMBERSHIP

The Committee shall consist of three or more members, each of whom shall be a member of the Board. Each member of the Committee shall satisfy the independence and other requirements for audit committee members imposed by The Nasdaq Stock Market (“**Nasdaq**”) and

Rule 10A-3 of the Securities Exchange Act of 1934, as amended, and any other body with regulatory authority over the Company. 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.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and statement of cash flows. 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 must be an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K, and at least two members of the Committee shall have banking or related financial management experience as required by the Federal Deposit Insurance Corporation Improvement Act of 1991 ("**FDICIA**") and applicable rules and regulations thereunder. A person who satisfies the definition of audit committee financial expert will also be presumed to have financial sophistication.

The members of the Committee shall be appointed by the Board based on recommendations from the Nominating and Governance Committee of the Board. The Board shall designate a member of the Committee as the chairperson. The members of the Committee shall serve for such term or terms as the Board may determine or until the earlier of their resignation, removal or death. The Board may remove any member from the Committee at any time with or without cause.

III. DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

Oversight of the Company's Relationship with Independent Auditors

(a) To (1) select and retain an independent registered public accounting firm to act as the Company's independent auditors for the purpose of auditing the Company's annual financial statements or performing other audit, review or attest services for the Company, (2) set the compensation of the Company's independent auditors, (3) oversee the work done by the Company's independent auditors (including resolutions of disagreements between management and the auditor regarding financial reporting) and (4) terminate the Company's independent auditors, if necessary.

(b) To select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.

(c) To approve all audit engagement fees and terms; and to pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's independent auditors or other registered public accounting firms and establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditors or other registered public accounting firms on an on-going basis.

(d) At least annually, to obtain and review a report by the Company's independent auditors that describes (1) the accounting firm's internal quality control procedures, (2) any issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board 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, and (3) all relationships between the firm and the Company or any of its subsidiaries; and to discuss with the independent auditors this report and any relationships or services that may impact the objectivity and independence of the auditors.

(e) To require the independent auditors to submit on a periodic basis, but at least annually, to the Committee a formal written statement delineating all relationships between the audit firm and the Company that would bear on the auditors' independence in accordance with industry practices and legal requirements, including each non-audit service provided to the Company, and discussing with the auditor any relationships or services that may affect the objectivity and independence of the auditor. The Committee shall discuss with the independent auditors whether any disclosed relationships or services, or any other factors, may impact the objectivity and independence of the independent auditors, and shall recommend to the Board that it take appropriate action to satisfy itself of the independence of the auditors.

(f) To assure the regular rotation of the lead audit partner at the Company's independent auditors and consider regular rotation of the accounting firm serving as the Company's independent auditors.

(g) To review and discuss with the Company's independent auditors (1) the auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (2) the overall audit strategy, (3) the scope and timing of the annual audit, (4) any significant risks identified during the auditors' risk assessment procedures and (5) when completed, the results, including significant findings, of the annual audit.

(h) To review and approve (or establish policies concerning) the employment of employees and former employees of the Company's independent auditors.

(i) To meet, on an as-needed basis, with the independent auditor without management present to discuss any matter that the Committee or independent auditor believes should be discussed with the Committee only.

Oversight of Accounting, Financial Reporting and Internal Controls

(j) To review and discuss with the Company's independent auditors (1) all critical accounting policies and practices to be used in the audit; (2) all alternative treatments of financial information within generally accepted accounting principles ("**GAAP**") that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors; and (3) other material written communications between the auditors and management.

(k) To review with management and the Company's independent auditors: 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, including the effects of alternative GAAP methods; and the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.

(l) To keep the Company's independent auditors informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company; and to review and discuss with the Company's independent auditors the auditors' 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.

(m) To review with management and the Company's independent auditors the adequacy and effectiveness of the Company's financial reporting processes, internal control over financial reporting and disclosure controls and procedures, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's processes, controls and procedures and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such processes, controls and procedures.

(n) To review and discuss with the Company's independent auditors any other matters required to be discussed by PCAOB Auditing Standards No. 1301, *Communications with Audit Committees*, and other applicable requirements of the PCAOB and the Securities and Exchange Commission ("**SEC**").

(o) To review and discuss with the Company's independent auditors and management the Company's annual audited financial statements (including the related notes), the form of audit opinion to be issued by the auditors on the financial statements, and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" ("**MD&A**") to be included in the Company's annual report on Form 10-K before the Form 10-K is filed.

(p) To recommend to the Board that the audited financial statements and the MD&A section be included in the Company's Form 10-K and whether the Form 10-K should be filed with the SEC; and to produce the audit committee report required to be included in the Company's proxy statement, if applicable.

(q) To review and discuss with the Company's independent auditors and management the Company's quarterly financial statements and the disclosure under the MD&A section to be included in the Company's quarterly report on Form 10-Q before the Form 10-Q is filed; and to review and discuss the Form 10-Q for filing with the SEC.

(r) To review and discuss with management and the Company's independent auditors: the Company's earnings press releases, including the type of information to be included and its presentation and the use of any pro forma, adjusted or other non-GAAP financial information, before their release to the public.

(s) To perform the audit committee function specified by 12 C.F.R. §363 for the Bank and any other depository institution subsidiaries of the Company, and act as a fiduciary audit committee in accordance with 12 C.F.R. § 9.9 on behalf of the Bank and any other national bank subsidiaries of the Company that have fiduciary powers.

Oversight Over Compliance and Regulatory Matters

(t) To establish and oversee 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 Company employees of concerns regarding questionable accounting or auditing matters. The Committee shall seek to assure that such confidential "ethics hotline" procedures are disseminated within the Company in a manner designed to enhance Company employees' familiarity with such procedures.

(u) To monitor compliance with the Company's Code of Ethics (the "**Code**"), to investigate any alleged breach or violation of the Code, and to enforce the provisions of the Code.

(v) To review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) and any other potential conflict of interest situations on an ongoing basis, and to develop policies and procedures for the Committee's review, approval or ratification of related party transactions.

(w) To review regulatory agencies' reports of examination of the Company with regard to matters subject to the Committee's oversight hereunder and, in coordination with management, to report to the Board on such recommendations as the Committee deems appropriate.

Oversight of the Company's Relationship with Internal Auditors

(x) To annually evaluate and communicate to the head of internal audit his or her performance, approve his or her base compensation, adjustments and incentive compensation, and make recommendations to the Board and management regarding his or her responsibilities, retention or termination.

(y) To annually review and approve the Internal Audit Charter and the proposed internal audit plan, which will include the risk assessment methodology used in preparing the internal audit plan, the budget and staffing requirements, and any plans to outsource internal audit work to any third party. With regard to the internal audit function, the Committee defines the internal audit program components, which components are partially based on 12 C.F.R § 30.

(z) To review, on a quarterly basis, (1) the status of the internal audit plan and timeliness of completion, (2) any significant internal audit plan changes, including the rationale for such changes, (3) staffing levels and skill sets required to conduct the internal audit plan and any significant gaps, including strategies management has developed to address deficiencies, and (4) any significant open issues arising out of internal and independent audits, including corrective actions taken or underway and the schedule for resolving such open matters appropriate for the risk presented.

(aa) To regularly meet with the head of internal audit, without other members of management present, to discuss any matter that the Committee or head of internal audit believes should be discussed privately.

IV. RESOURCES AND AUTHORITY

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors retained by the Committee.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the Company's independent auditors, any other accounting firm engaged to perform services for the Company, any outside counsel and any other advisors to the Committee, and ordinary administrative expenses that are necessary and appropriate in carrying out its duties.

V. STRUCTURE AND OPERATIONS

The Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall maintain minutes of meetings, which shall be approved by the Committee and will report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone, video conference or other similar communications equipment), action without meetings, notice, waiver of notice, quorum and voting requirements as are applicable to the Board.

The Committee shall meet separately, and periodically, with management, members of the Company's internal audit department/the personnel primarily responsible for the design and implementation of the Company's internal audit department and representatives of the Company's independent auditors and shall invite such individuals to its meetings as it deems appropriate, to

assist in carrying out its duties and responsibilities. However, the Committee shall meet regularly without such individuals present.

VI. PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

VII. CHARTER REVIEW

The Committee shall also review and assess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for its consideration.

VIII. DELEGATION

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. Any subcommittee operating under delegated authority of the Committee shall report any decisions to the Committee at its next scheduled meeting.