



AUDIT COMMITTEE CHARTER

Equity Bancshares, Inc., Equity Bank

Approved: September 17, 2015

**EQUITY BANCSHARES, INC. / EQUITY BANK
AUDIT COMMITTEE CHARTER**

I. Statement of Purpose

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Equity Bancshares, Inc., a Kansas corporation (the “Company”), is to oversee the accounting and financial reporting processes of the Company and its subsidiaries and the audits of the financial statements of the Company.

References herein to the Company may also be interpreted to include certain subsidiaries of the Company, as the Committee may also have the below-referenced responsibilities and duties with regard to any subsidiary of the Company as the Company or the Board so determine.

II. Committee Membership

The Committee shall consist of three or more directors, as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of The NASDAQ Stock Market LLC (“NASDAQ”), the Securities and Exchange Commission (“SEC”) rules and regulations and any additional requirements that the Board deems appropriate.

The chairman of the Committee shall be designated by the Board, provided that if the Board does not so designate a chairman, the members of the Committee, by a majority vote, may designate a chairman.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

No director may serve as a member of the Committee if such director serves on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee.

Each member of the Committee must meet the following criteria:

- (a) be an “independent director” as defined under the applicable NASDAQ rules, regulations and listing requirements, except as may otherwise be permitted by the NASDAQ rules;
- (b) be “independent” as defined in Section 10A(m) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Rule 10A-3 and any other rules and regulations promulgated by the SEC

under the Exchange Act, except as may otherwise be permitted by the SEC rules;

- (c) not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years;
- (d) have the ability to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement; and
- (e) meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions, as well as any additional requirements that the Board may deem appropriate.

In addition, at least one member of the Committee must be designated by the Board to be the "audit committee financial expert," as defined by the SEC pursuant to the Sarbanes-Oxley Act of 2002 (the "Act") and at least one member must have past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience resulting in the individual's financial sophistication. The same member of the Committee may be designated by the Board to satisfy both requirements.

At least two members of the Committee shall have "banking or related financial management expertise." A person possesses this required expertise if he or she has significant executive, professional, educational or regulatory experience in financial, auditing, accounting or banking matters as determined by the Board.

To the extent necessary, members of the Committee may have the advantage of the phase-in schedules for compliance with the committee composition requirements for initial public offerings pursuant to NASDAQ and SEC rules and regulations.

III. Meetings and Operations of the Committee

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than once every fiscal quarter. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

IV. Committee Responsibilities and Authority

The following duties and responsibilities are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, NASDAQ or any other applicable regulatory authority:

A. Selection, Evaluation, and Oversight of the Auditors

1. Be directly responsible for the appointment, compensation, retention and oversight of the work of any 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, and each such registered public accounting firm must report directly to the Committee (the registered public accounting firm engaged for the purpose of preparing or issuing an audit report for inclusion in the Company's Annual Report on Form 10-K is referred to herein as the "independent auditors");
2. Review and, in its sole discretion, approve in advance the Company's independent auditors' annual engagement letter, including the proposed fees contained therein, as well as all permitted non-audit engagements and relationships between the Company and such independent auditors (which approval should be made after receiving input from the Company's management, if desired). Approval of audit and permitted non-audit services will be made by the Committee or by one or more members of the Committee as shall be designated by the Committee/the chairman of the Committee and the person(s) granting such approval shall report such approval to the Committee at the next scheduled meeting;
3. Review the performance of the Company's independent auditors, including the lead partner of the independent auditors;
4. Evaluate the independence of the Company's independent auditors by, among other things:
 - (a) obtaining and reviewing from the Company's independent auditors a formal written statement delineating all relationships between the independent auditors and the Company;
 - (b) actively engaging in a dialogue with the Company's independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors;

- (c) taking, or recommending that the full Board take, appropriate action to oversee the independence of the Company's independent auditors;
- (d) monitoring compliance by the Company's independent auditors with the audit partner rotation requirements contained in the Act and the rules and regulations promulgated by the SEC thereunder;
- (e) monitoring compliance by the Company of the employee conflict of interest requirements contained in the Act and the rules and regulations promulgated by the SEC thereunder; and
- (f) engaging in a dialogue with the independent auditors to confirm that audit partner compensation is consistent with applicable SEC rules;

B. Oversight of Annual Audit and Quarterly Reviews

1. Review and discuss with the independent auditors their annual audit plan, including the timing and scope of audit activities, and monitor such plan's progress and results during the year;
2. Review with management, the Company's independent auditors and the director of the Company's internal auditing department, the following information which is required to be reported by the independent auditor:
 - (a) all critical accounting policies and practices to be used;
 - (b) all alternative treatments of financial information that have been discussed by the independent auditors and management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditors;
 - (c) all other material written communications between the independent auditors and management, such as any management letter and any schedule of unadjusted differences; and
 - (d) any material financial arrangements of the Company which do not appear on the financial statements of the Company;
3. Resolve all disagreements between the Company's independent auditors and management regarding financial reporting;

C. Oversight of Financial Reporting Process and Internal Controls

1. Review:
 - (a) the adequacy and effectiveness of the Company's accounting and internal control policies and procedures on a regular basis, including the responsibilities, budget, compensation and staffing of the Company's internal audit function, through inquiry and discussions with the Company's independent auditors and management;
 - (b) the yearly report prepared by management, and attested to by the Company's independent auditors, assessing the effectiveness of the Company's internal control over financial reporting and stating management's responsibility for establishing and maintaining adequate internal control over financial reporting prior to its inclusion in the Company's Annual Report on Form 10-K; and
 - (c) the Committee's level of involvement and interaction with the Company's internal audit function, including the Committee's line of authority and role in appointing and compensating employees in the internal audit function;
2. Review with the chief executive officer, chief financial officer and independent auditors, periodically, the following:
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees or independent contractors who have a significant role in the Company's internal control over financial reporting;
3. Discuss guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company, including the internal auditing department, assess and manage the Company's exposure to risk, as well as the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures;
4. Review with management the progress and results of all internal audit projects, and, when deemed necessary or appropriate by the Committee, assign, or direct the Company's chief executive officer to assign,

additional internal audit projects to the director of the Company's internal auditing department;

5. Receive periodic reports from the Company's independent auditors, management and director of the Company's internal auditing department to assess the impact on the Company of significant accounting or financial reporting developments that may have a bearing on the Company;
6. Review and discuss with the independent auditors the results of the year-end audit of the Company, including any comments or recommendations of the Company's independent auditors and, based on such review and discussions and on such other considerations as it determines appropriate, recommend to the Board whether the Company's financial statements should be included in the Company's Annual Report on Form 10-K;
7. Establish and maintain free and open means of communication between and among the Committee, the Company's independent auditors, the Company's internal auditing department and management, including providing such parties with appropriate opportunities to meet separately and privately with the Committee on a periodic basis;
8. Review the type and presentation of information to be included in the Company's earnings press releases (especially the use of "pro forma" or "adjusted" information not prepared in compliance with generally accepted accounting principles), as well as financial information and earnings guidance provided by the Company to analysts and rating agencies (which review may be done generally (i.e., discussion of the types of information to be disclosed and type of presentations to be made), and the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance);

E. Miscellaneous

1. Meet periodically with management, and outside counsel when appropriate, to review legal and regulatory matters, including (i) any matters that may have a material impact on the financial statements of the Company and (ii) any matters involving potential or ongoing material violations of law or breaches of fiduciary duty by the Company or any of its directors, officers, employees or agents or breaches of fiduciary duty to the Company;
2. Review the effectiveness of the systems and controls designed to monitor compliance with the banking laws and regulations, associated management responses and follow up;

3. Review the findings of examinations by bank regulatory agencies as they specifically pertain to financial reporting, external audit, internal audit, loan review and compliance;
4. Review the findings of those responsible for auditing the bank's information systems, wire transfer and electronic banking activities;
5. Prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement;
6. Review the policies and procedures with respect to officers' expense accounts and perquisites, including the use of Company assets;
7. Review and approve in advance any services provided by the Company's independent auditors to the Company's executive officers or members of their immediate family;
8. Establish procedures for (i) the receipt, retention and treatment of 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;
9. Secure independent expert advice to the extent the Committee determines it to be appropriate, including retaining, with or without Board approval, independent counsel, accountants, consultants or others, to assist the Committee in fulfilling its duties and responsibilities, the cost of such independent expert advisors shall be borne by the Company;
10. Review and assess the adequacy of this Charter on an annual basis;
11. To review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis, in accordance with Company policies; and
12. Perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.

V. Delegation of Authority

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members and provided further that the Committee shall not

delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

VI. Outside Advisers

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary to carry out its duties.

While the Committee has the duties and responsibilities set forth in this Charter, the Committee is not responsible for preparing or certifying the financial statements, for planning or conducting the audit or for determining whether the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information and (ii) the accuracy of the financial and other information provided to the Committee absent actual knowledge to the contrary.

Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable federal or state law.