

# **FIRST US BANCSHARES, INC.**

## **AUDIT COMMITTEE PRE-APPROVAL POLICY**

**POLICY SUBMITTED BY: Audit Committee**

**INITIAL APPROVAL: February 19, 2004**

**LAST APPROVAL BY AUDIT COMMITTEE:**

**March 12, 2021**

**LAST APPROVAL BY BOARD:**

**March 12, 2021**

**FIRST US BANCSHARES, INC. (THE "COMPANY")**  
**AUDIT COMMITTEE PRE-APPROVAL POLICY**

**I. Statement of Principles**

The Audit Committee is required to pre-approve the audit and non-audit services performed by the independent auditor in order to assure that the provision of such services does not impair the auditor's independence. Unless a type of service to be provided by the independent auditor has received general pre-approval, it will require specific pre-approval by the Audit Committee. Any proposed services exceeding pre-approved cost levels will require specific pre-approval by the Audit Committee.

The appendices to this Policy describe the Audit, Audit-related, Tax and All Other services that have the pre-approval of the Audit Committee. The term of any pre-approval is 12 months from the date of pre-approval, unless the Audit Committee specifically provides for a different period. The Audit Committee will periodically revise the list of pre-approved services, based on subsequent determinations.

**II. Delegation**

The Audit Committee may delegate pre-approval authority to one or more of its members. The member or members to whom such authority is delegated shall report any preapproval decisions to the Audit Committee at its next scheduled meeting. The Audit Committee does not delegate its responsibilities to pre-approve services performed by the independent auditor to management.

**III. Audit Services**

The annual Audit services engagement terms and fees (including review services with respect to quarterly Securities and Exchange Form 10-Q filings) will be subject to the specific pre-approval of the Audit Committee. The Audit Committee will approve, if necessary, any changes in terms, conditions and fees resulting from changes in audit scope, Company structure or other matters.

In addition to the annual Audit services engagement approved by the Audit Committee, the Audit Committee may grant pre-approval for other Audit services, which are those services that only the independent auditor reasonably can provide. The Audit Committee has preapproved the Audit services listed in Appendix A. All other Audit services not listed in Appendix A must be separately pre-approved by the Audit Committee.

#### **IV. Audit-Related Services**

Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and that are traditionally performed by the independent auditor. The Audit Committee believes that the provision of Audit-related services does not impair the independence of the auditor, and has preapproved the Audit-related services listed in Appendix B. All other Audit-related services not listed in Appendix B must be separately pre-approved by the Audit Committee.

#### **V. Tax Services**

The Audit Committee believes that the independent auditing firm can provide certain tax services to the Company, such as the preparation of U.S. federal and state income tax returns, without impairing the auditing firm's independence. However, a preferred independent third - party accounting firm has been engaged to prepare U.S. Federal and State income tax returns and other transaction tax services such as tax accruals. Tax services can also include tax compliance, tax planning, tax recovery, and other tax-related services. Such tax services may not necessarily result in an impairment of independence under Rule 2-01(b). The independent auditing firm and the Audit Committee must be mindful of the three basic principles which can cause an auditor to lack independence with respect to an audit client: (1) the auditor cannot audit his or her own work, (2) the auditor cannot function as a part of management, and (3) the auditor cannot serve in an advocacy role for the client. The Audit Committee has pre-approved the tax services listed in Appendix C. All tax services involving large and complex transactions not listed in Appendix C must be separately pre-approved by the Audit Committee.

#### **VI. All Other Services**

The Audit Committee may grant pre-approval to those permissible non-audit services classified as All Other services that it believes are routine and recurring services, and would not impair the independence of the auditor. The Audit Committee has pre-approved the All Other services listed in Appendix D. Permissible All Other services not listed in Appendix D must be separately pre-approved by the Audit Committee.

A list of the Securities and Exchange Commission's prohibited non-audit services is attached to this policy as Exhibit 1. The Securities and Exchange Commission's rules and relevant guidance should be consulted to determine the precise definitions of these services and the applicability of exceptions to certain of the prohibitions.

#### **VII. Pre-Approval Fee Levels**

Pre-approval fee levels for all services to be provided by the independent auditor will be established periodically by the Audit Committee. Any proposed services exceeding these levels will require specific pre-approval by the Audit Committee.

## **Supporting Documentation**

With respect to each proposed pre-approved service, the independent auditor will provide detailed back-up documentation, which will be provided to the Audit Committee, regarding the specific services to be provided.

## **VIII. Procedures**

Requests or applications to provide services that require separate approval by the Audit Committee will be submitted to the Audit Committee by both the independent auditor and the Chief Executive Officer or the Chief Financial Officer and Principal Accounting Officer and must include a joint statement as to whether, in their view, the request or application is consistent with the Securities and Exchange Commission's rules on auditor independence.

## Appendix A

### **Pre-Approved Audit Services<sup>1</sup>**

Dated:

Service	Range of Fees
1. Statutory audits or financial audits for subsidiaries or affiliates of the Company	TBD
2. Services associated with SEC registration statements, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings (e.g., comfort letters, consents), and assistance in responding to SEC comment letters	TBD
3. Consultations by the Company's management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, FASB, or other regulatory or standard setting bodies (Note: Under SEC rules, some consultations may be "audit-related" services rather than "audit" services)	TBD

These services are in addition to the audit work to be performed on the Company's financial statements for the year-end financial statements, which services are addressed in specific audit engagement letters and include tax and accounting consultations required to perform an audit in accordance with Generally Accepted Auditing Standards.

**Appendix B****Pre-Approved Audit-Related Services**

Dated:

Service	Range of Fees
1. Due diligence services pertaining to potential business acquisitions/dispositions including review of financial statements, financial data and records, and discussion with target's finance and accounting personnel.	TBD
2. Financial statement audits of employee benefit plans including the preparation of Form 5500.	TBD
3. Agreed-upon or expanded audit procedures related to accounting and/or billing records required to respond to or comply with financial, accounting or regulatory reporting matters	TBD
4. Internal control reviews and assistance with internal control reporting requirements, including Sarbanes-Oxley readiness services.	TBD
5. Consultations with the Company's management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, FASB, or other regulatory or standard-setting bodies (Note: Under SEC rules, some consultations may be "audit-related" services rather than "audit" services)	TBD -

**Appendix C****Pre-Approved Tax Services**

Dated:

Service	Range of Fees
1. U.S. federal, state and local tax planning and advice. Services include assistance with tax audits and examinations, responding to requests from the Company regarding technical interpretations, applicable laws and regulations, and tax advice on mergers, acquisitions, dispositions and restructurings. Any potentially abusive tax strategy must be expressly approved by the Audit Committee prior to commencement of any services and are not permissible under this policy.	TBD
2. U.S. federal, state and local tax compliance. Services include preparation and/or review of tax returns, including sales and use tax, income tax, property tax and franchise tax and consultation regarding applicable handling of items for tax returns, required disclosures, elections, and filing positions available to the Company and its executive officers.	TBD

**Appendix D**

**Pre-Approved All Other Services**

Dated:

<b>Service</b>	<b>Range of Fees</b>
<i>[To be approved as necessary.]</i>	



**Exhibit 1**

**Prohibited Non-Audit Services**

- Bookkeeping or other services related to the accounting records or financial statements of the audit client
- Financial information systems design and implementation
- Appraisal or valuation services, fairness opinions or contribution-in-kind reports
- Actuarial services
- Internal audit outsourcing services
- Management functions
- Human resource administration
- Broker-dealer, investment adviser or investment banking services
- Legal services
- Expert services unrelated to the audit