

Enterprise Financial Services Corp
Audit Committee Charter
Adopted October 19, 2020

I. Purpose

The Board of Directors (the “Board”) of Enterprise Financial Services Corp has established the Audit Committee (the “Committee”) to assist the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, financial reporting and internal control functions of Enterprise Financial Services Corp and its subsidiaries (the “Company”). The Committee’s role includes assisting the Board in monitoring: (1) the integrity of the financial statements of the Company and related reporting process, (2) compliance by the Company with legal and regulatory requirements, (3) the independent auditor’s qualifications, independence and performance, (4) performance of the Company’s internal audit function and (5) the business practices and ethical standards of the Company. The Committee has sole responsibility for the appointment, compensation, retention and oversight of the work of the Company’s independent auditor.

The Committee’s principal responsibility is one of oversight. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements and disclosures are presented fairly in all material respects in accordance with generally accepted accounting principles. These are the responsibility of management and the independent auditor.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties, as well as compensation to the independent auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation and compensation to independent counsel or any other advisors employed by the Committee.

II. Membership

The Committee will be comprised of at least three (3) members of the Board, each of whom shall meet the independence requirements of The NASDAQ Stock Market, Inc. (“NASDAQ”) listing standards (including those relating to non-affiliate status) as approved by the Securities Exchange Commission (the “Commission”), the Sarbanes-Oxley Act of 2002, the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations of the Commission promulgated thereunder. Determination of independence of each Committee member shall be made by the Board in the exercise of its business judgment. In addition, each member of the Committee will be free of any conflict or relationship that, in the opinion of the Board, would interfere or give the possible appearance of interfering with his or her exercise of independent judgment. Further, the composition of the Committee shall meet the requirements of Part 363.5 of the Federal Deposit Insurance Corporation (“FDIC”) Rules and Regulations. Committee members shall not simultaneously serve on the audit committees of more than two other public companies.

All members of the Committee shall, in the judgment of the Board, have the ability to read and understand fundamental financial statements and otherwise meet the financial sophistication standard set forth in the NASDAQ rules. At least one member of the Committee shall be an audit committee financial expert, as determined in the business judgment of the Board and as defined by the rules of the Commission. To help meet these requirements, the Committee will provide its members with annual continuing education opportunities in financial reporting and other relevant areas.

The Committee members shall be recommended by the Nominating and Corporate Governance Committee of the Company and appointed by the Board. The Committee members shall serve until their successors shall be duly appointed or their earlier resignation or removal. Any vacancy on the Committee may be filled by the Board, upon recommendation of the Nominating and Corporate Governance Committee of the Company. The chairperson of the Committee shall be recommended by Nominating and Governance Committee and appointed by the Board.

III. Meetings

The Committee shall meet as often as its members deem necessary to carry out its responsibilities, but in any case shall meet at least four times annually. Meetings of the Committee may be held in person, telephonically, virtually or in any manner permitted by law or the Company's Bylaws or Certificate of Incorporation. Except as otherwise required by the Bylaws or the Certificate of Incorporation of the Company, a majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee.

The chairperson of the Committee shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting, provided that a meeting of the Committee can be called by a majority of the members of the Committee. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be communicated to members sufficiently in advance of each meeting to permit meaningful review. The chairperson of the Committee shall preside at the meetings of the Committee. In the event that the chairperson is unable to attend and preside at any meeting, the chairperson may designate, in advance, another Committee member to preside in his or her absence, or, alternatively, the majority of the members of the Committee present at a meeting may appoint a member to preside at the meeting if no such prior designation has been made or such designee is unable to perform for any reason.

The chairperson of the Committee will report regularly to the Board on the Committee's activities, findings and recommendations and all actions of the Committee shall be reported to the Board at the next regular meeting of the Board. The Secretary or an Assistant Secretary of the Company, or such other person appointed by the Committee (which may include a member of the Committee) to act as secretary of the meeting, shall keep the minutes of the Committee.

The Committee shall meet periodically with management, the internal auditors and the independent auditor in separate executive sessions. The Committee may invite such members of the Company's management and outside consultants and counsel, to attend all or any part of a Committee meeting as it may deem necessary or appropriate. The Committee may also meet in executive session without the presence of Company's management as frequently as it believes necessary or appropriate. The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as is necessary or appropriate and not inconsistent with the provisions of the Company's Bylaws or this Committee Charter.

IV. Responsibilities

The Committee shall:

Financial Statement and Disclosure Matters

1. Review and discuss prior to public dissemination the annual audited and quarterly

unaudited financial statements with management and the independent auditor, including major issues regarding accounting, disclosure and auditing procedures and practices as well as the adequacy of internal controls that could materially affect the Company's financial statements. In addition, such discussion and review shall include the related "Management's Discussion and Analysis of Financial Condition and Results of Operations" section ("MD&A") and whether such MD&A is consistent with the financial statements and with other information known to management and the Committee. Based on the annual review, the Committee shall recommend inclusion of the financial statements in the Company's Annual Report on Form 10-K to the Board.

2. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
3. Review and discuss reports from the independent auditors on:
 - (a) All critical accounting policies and practices to be used in the audit.
 - (b) All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor.
 - (c) Other material written communications between the independent auditor and management, such as any management letter.
4. Discuss with management the Company's earnings press releases as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally consisting of discussing the types of information to be disclosed and the types of presentations to be made including any pro forma or adjusted non-GAAP information.
5. Discuss with management and the independent auditor the effect on the Company's financial statements of significant regulatory and accounting initiatives as well as off-balance sheet structures.
6. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies. The Committee shall report such identified major financial risk exposures of the Company to the Compensation Committee of the Board, for purposes of an evaluation by the Compensation Committee, as may be required under FDIC Rules and Regulations or other applicable law, of whether any of such risk exposures may have been possibly encouraged by compensation policies of the Company.
7. Review with the independent auditor any audit problems or difficulties and management's response, including, but not limited to (a) any restrictions on the scope of the auditor's activities, (b) any restriction on the access of the independent auditor to requested

materials, (c) any significant disagreements with management and (d) any audit differences that were noted or proposed by the auditor but for which the Company's financial statements were not adjusted (as immaterial or otherwise). The Committee will resolve any disagreements between the auditors and management regarding financial reporting.

8. Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q about any significant deficiencies in the design or operation of disclosure controls and procedures and any fraud involving management or other employees who have a significant role in the Company's internal controls.
9. Discuss at least annually with the independent auditor the matters required to be discussed by Public Company Accounting Oversight Board Auditing Standard No. 16-Communications with Audit Committees, or any successor thereto.
10. Prepare the Audit Committee report that the Commission requires to be included in the Company's annual proxy statement and review the matters described in such report.
11. Review the integrity of the Company's financial reporting processes (both internal and external) by obtaining quarterly reports from the internal auditing director and management regarding the Company's system of internal controls. Obtain annually a report from the independent auditor, with attestation, regarding the effectiveness of the internal control structure and procedures for financial reporting.

Responsibility for the Company's Relationship with the Independent Auditor

12. Be solely responsible for the appointment, compensation, retention and oversight of the work of the independent auditor employed by the Company. The independent auditor shall report directly to the Committee. If the appointment of the independent auditor is submitted for any ratification by stockholders, the Committee shall be responsible for making the recommendation of the independent auditor.
13. Review, at least annually, the qualifications, performance and independence of the independent auditor. In conducting such review, the Committee shall obtain and review a report by the independent auditor describing (a) the firm's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm or by any formal investigation by governmental or professional authorities regarding services provided by the firm which could affect the financial statements of the Company and any steps taken to deal with any such issues, (c) all relationships between the independent auditor and the Company that could be considered to bear on the auditor's objectivity and independence and (d) any non-audit engagements of the independent auditor with the Company in order to determine whether any of such engagements may be inconsistent with its independence and objectivity. This evaluation shall include the review and evaluation of the lead partner of the independent auditor and shall ensure the rotation of partners in accordance with Commission rules and the securities laws. The Committee shall actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and take appropriate action to oversee the independence of the independent auditor. In addition, the Committee shall consider the advisability of regularly rotating the primary audit partner

in charge of overseeing the performance of the Company's audit or whether it is beneficial to rotate the audit firm in order to maintain the independence between the independent auditor and the Company.

14. Approve in advance any audit or permissible non-audit engagement or relationship between the Company and the independent auditor. The Committee shall establish guidelines for the retention of the independent auditor for any permissible non-audit services. The Committee hereby delegates to the Chairman of the Committee the authority to approve in advance all audit or non-audit services to be provided by the independent auditor if presented to the full Committee at the next regularly scheduled meeting.
15. Meet with the independent auditor prior to the audit to understand the scope of the audit plan, including the independent auditor's review of internal control over financial reporting. This includes reviewing the planning and staffing of the audit and the responsibilities and staffing of the Company's internal audit department personnel who will assist in the audit.
16. Recommend to the Board policies for the Company's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company.

Oversight of the Company's Internal Audit Function

17. Review the appointment and replacement of the internal auditing director and any external internal audit firm.
18. Review the activities and organizational structure of the internal audit department and the significant reports to management prepared by the department and management's responses including any significant difficulties or disagreements between the internal audit department and management.
19. Discuss with the independent auditor and management the internal audit department's responsibilities, budget and staffing and any recommended changes in the planned scope of the department.
20. Review and recommend changes (if any) to the internal audit charter.

Compliance Oversight Responsibility

21. Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated and the independent auditor does not need to report any detected illegal acts to the Commission that the Company has failed to report.
22. Obtain reports from management and the Company's internal auditing director that the Company is in conformity with applicable legal and regulatory requirements and the Company's Code of Business Conduct and Ethics. Review disclosures required to be made under the securities laws of insider and affiliated party transactions.
23. Review and pre-approve any non-preapproved transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis in

accordance with the Company's policies and procedures.

24. Discuss with the independent auditor its evaluation of the Company's identification of, accounting for, and disclosure of its relationships with related parties as set forth under the standards of the Public Company Accounting Oversight Board.
25. Review the Company's policy and procedures with respect to related person transactions at least annually and recommend any proposed changes for Board approval.
26. Establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters. Also, the Committee shall establish and oversee a system for the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting, internal controls or auditing matters.
27. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies, any published reports that raise material issues regarding the Company's financial statements or accounting policies, and any internal control reports (or summaries thereof).
28. Review at least annually legal, regulatory and compliance matters with management and the Company's counsel that may have a material impact on the financial statements, including but not limited to the Foreign Corrupt Practices Act and any material reports or inquiries received from regulators or governmental agencies.

Other

29. If it so determines, investigate any matter brought to its attention that is within its authority.
30. Report regularly to the Board with respect to any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors or the performance of the internal audit function.
31. Annually review the performance of the Committee relative to the Committee's purpose, duties, and responsibilities outlined herein.

V. Authority

The Committee has the authority and is empowered to:

1. Delegate, to the extent permitted by law, any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees or to management of the Company or any subsidiary as the Committee may deem appropriate in its sole discretion.
2. Select, retain, and obtain at the Company's expense, persons having special competence as necessary to assist the Committee in fulfilling its responsibilities, including, but not limited to, legal counsel and other professional consultants. The Committee shall set the compensation, and oversee the work, of its outside advisors.

3. Seek information it requires from employees of the Company or any subsidiary (all of whom are directed to cooperate with the Committee's requests) or any external parties.
4. Meet with the officers of the Company or any subsidiary and any outside advisors as the Committee may deem necessary.
5. Take such other actions as are authorized, contemplated or otherwise necessary and advisable in order to carry out the actions authorized by this Committee Charter.

VI. Review and Approval of Committee Charter

The Committee shall annually review and reassess the adequacy of this Committee Charter and recommend changes to the Board as necessary or appropriate.