



AUDIT COMMITTEE CHARTER TRUSTCO BANK CORP NY AND TRUSTCO BANK

**AS APPROVED BY THE BOARD OF DIRECTORS
ON FEBRUARY 20, 2024**

Purpose

The Audit Committee (the “Committee”) of TrustCo Bank Corp NY (the “Company”) and Trustco Bank (the “Bank”) (collectively, the Company and the Bank are referred to as the “Company”) is appointed by the Boards of Directors of the Company and the Bank (the “Board”). The Committee will provide assistance to the Board in fulfilling its oversight responsibilities to the shareholders, potential shareholders, the investment community and others relating to:

1. The integrity of the Company’s financial statements,
2. The effectiveness of the Company’s internal control over financial reporting,
3. The Company’s compliance with legal and regulatory requirements,
4. The independent registered public accounting firm’s (the “Independent Accounting Firm’s”) qualifications and independence, and
5. The performance of the Company’s Independent Accounting Firm as well as the Company’s internal audit function.

In fulfilling its purpose, the Committee is responsible for maintaining free and open communication between itself, the Independent Accounting Firm, the Director of Internal Audit, and management, and for determining that all parties are aware of their responsibilities.

Composition

The Committee shall be comprised of not less than three independent members of the Board.

All members of the Committee shall satisfy the experience and independence requirements of the Securities Exchange Commission (“SEC”) pursuant to the Securities Exchange Act of 1934 and the rules and regulations thereunder, the Federal Deposit Insurance Corporation (“FDIC”) pursuant to the

Federal Deposit Insurance Corporation Improvement Act of 1991 and the rules and regulations thereunder, and the rules and regulations of the NASDAQ Stock Market (“NASDAQ”).

Each member shall be financially literate in accordance with the requirements of the NASDAQ and the SEC, as determined by the Board in its business judgment and in accordance with applicable laws and regulations. At least one member of the Committee shall be an “audit committee financial expert” as defined by SEC rules.

Duties and Responsibilities

The Committee has the responsibilities and powers set forth in this Charter.

Management is responsible for the preparation, presentation, and integrity of the Company’s financial statements; for the appropriateness of the accounting principles and reporting policies that are used by the Company; and for establishing and maintaining internal controls over financial reporting.

The Independent Accounting Firm is responsible for auditing the Company’s financial statements and the effectiveness of internal control over financial reporting, and for reviewing the Company’s unaudited interim financial statements.

The Company’s internal audit function is responsible for providing independent, risk-based and objective assurance with respect to the effectiveness of governance, risk management and internal control processes. The Director of Internal Audit is responsible for all internal audit activities including preparing and providing, in advance, meeting agendas and related materials, and maintaining meeting minutes.

Committee Structure and Operations

The Board must designate one member of the Committee as its chairperson. The Committee must meet once every fiscal quarter, or more frequently if circumstances dictate, to discuss with management the annual audited financial statements and quarterly unaudited interim financial statements, as applicable. The Committee should periodically meet separately (without management), with the Director of Internal Audit and the Company’s Independent Accounting Firm to discuss any matters that the Committee or any of these persons or firms believes should be discussed privately. The Committee may request any officer or employee of the Company or the Company’s outside counsel or Independent Accounting Firm to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Members of the Committee are expected to attend each meeting and may participate in a meeting of the Committee in person or by means of tele- or video-conference or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Areas of Review

The Committee shall:

1. Review and approve the appointment, compensation, or termination of the Independent Accounting Firm.

2. Evaluate the performance of the Independent Accounting Firm and of the lead partner of the Independent Accounting Firm, assure the regular rotation of the lead audit partner of the Independent Accounting Firm and recommend that the Board either appoint or replace the Independent Accounting Firm.
3. Meet with the Independent Accounting Firm prior to the audit to review the planning for the engagement and the associated fees.
4. Obtain from the Independent Accounting Firm the disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) regarding the Independent Accounting Firm’s communications with the Audit Committee concerning independence, and discuss with the Independent Accounting Firm the Independent Accounting Firm’s independence. Also obtain and review information from the Independent Accounting Firm regarding the Independent Accounting Firm’s internal quality control procedures and any material issues raised by the most recent internal quality control review, peer review or PCAOB review or by any other inquiry or investigation by governmental or professional authorities.
5. Approve in advance all engagements of the Independent Accounting Firm and any other public accounting firm(s) to provide audit and non-audit services, including internal audit and tax services.
6. Discuss with the Independent Accounting Firm certain matters required to be communicated to audit committees in accordance with professional standards, PCAOB requirements, or other legal requirements, including the auditor’s responsibility under Generally Accepted Auditing Standards, significant or critical accounting policies and practices, management accounting estimates and significant audit adjustments.
7. Obtain from the Independent Accounting Firm the required disclosures regarding any material misstatement of the consolidated financial statements of the Company and to the extent that they come to their attention, any instances of fraud or illegal acts which are required to be disclosed in accordance with the Private Securities Litigation Reform Act of 1995.
8. Review with the Independent Accounting Firm any problems or difficulties the auditor may have encountered and any management letter provided by the Independent Accounting Firm and the Company’s response to that letter. Such review should include:
 - a. Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information, any disagreements with management.
 - b. Any significant changes required in the scope of the audit.
 - c. Any significant recommendations concerning the internal audit program.

9. Review and discuss with management the audited financial statements, including major issues regarding accounting and auditing principles and practices as well as the adequacy of the internal controls that could significantly affect the Company's financial statements.
10. Review with management and the Independent Accounting Firm the effect of regulatory and accounting initiatives as well as off-balance sheet structures impacting the Company's consolidated financial statements.
11. Review with management the Company's quarterly consolidated financial statements and Form 10-Q filings and the annual consolidated financial statements and Form 10-K filing, including the results of the Independent Accounting Firm's quarterly reviews and annual audit. Review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein, and any fraud involving management or their employees who have a significant role in the Company's internal controls. Review and discuss with management and the Independent Accounting Firm the Company's internal controls report and the Independent Accounting Firm's attestation report prior to the filing of the Company's Form 10-K. Approve the Form 10-Q and Form 10-K filings with the SEC.
12. Review and recommend the annual risk-based *Internal Audit Plan and Risk Assessment* (the *Plan*) for Board approval. Also, review communications from the Director of Internal Audit on the Internal Audit Department's performance relative to the *Plan*.
13. Review and approve the Internal Audit Department budget and resource plan. Make appropriate inquiries of management and the Director of Internal Audit to determine whether there are any scope or resource limitations.
14. Review and approve the *Internal Audit Department Charter*.
15. Review the internal audit reports prepared and presented to the Committee by the Director of Internal Audit and management's responses to the reports.
16. Approve decisions regarding the appointment, performance, compensation, and removal of the Director of Internal Audit.
17. Review with the Company's counsel or appropriate Company personnel any legal matters that may have a material impact on the Company's financial statements, the Company's compliance policies, and any material reports or inquiries received from regulators or governmental agencies that have not been previously reviewed by the full Board.
18. Prepare any report required by the rules of the SEC or NASD to be included in the Company's annual proxy statement.
19. Review and assess, at least annually, the adequacy of this Charter and recommend any proposed changes to the Board.

20. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters (Exhibit 1).
21. Comply with the applicable rules and regulations of the NASD, PCAOB, SEC, FDIC and OCC regarding the membership and operation of an audit committee.
22. Review all “related-party transactions”. Related-Party transactions shall refer to transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404.
23. Review with management the summary of Suspicious Activity Reports filed.
24. Discuss with management the Company’s financial risk exposures and procedures to mitigate the financial risk. Also, review the risk assessments completed by the Independent Accounting Firm and Director of Internal Audit to ensure the risks are adequately identified and appropriately mitigated.
25. The Audit Committee shall meet periodically, at least annually, in separate executive sessions with the Director of Internal Audit and the Independent Accounting Firm, and have other direct interaction with such persons as members of the Audit Committee deem appropriate.
26. Review the FDICIA Management Report which includes the Statement of Management’s Responsibilities, Management’s Assessment of Compliance with Laws and Regulations, and Management’s Assessment of Internal Control Over Financial Reporting.

The forgoing shall be the common recurring activities of the Committee in carrying out its functions. These functions are set forth as a guide with the understanding that the Committee may diverge from or supplement this guide as appropriate in light of the circumstances. The Committee believes that its policies and procedures should remain flexible in order to best react to changing conditions and circumstances and to ensure to the directors and shareholders of the Company that the corporate accounting and reporting practices of the Company are in accordance with all requirements and are of the highest quality.

Resources and Authority of the Committee

The Committee shall have the resources and appropriate authority to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, accountants or other experts and advisors, as it deems necessary or appropriate, without seeking approval of the Board or management.

The Committee shall be empowered to investigate any matter brought to its attention with full access to all Company books, records and personnel, using special counsel or outside experts when necessary or appropriate.

The Company shall provide for appropriate funding, as determined by the Audit Committee, in its capacity as a committee of the Board, for payment of:

1. Compensation to the Independent Accounting Firm and any other 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.
2. Compensation of any advisers employed by the Committee.
3. Ordinary administrative expenses of the Committee that is necessary or appropriate in carrying out its duties.

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EXHIBIT 1

AUDIT COMMITTEE POLICY AND PROCEDURES FOR RECEIPT AND TREATMENT OF COMPLAINTS REGARDING ACCOUNTING AND AUDIT MATTERS

TRUSTCO BANK CORP NY

AS APPROVED BY THE BOARD OF DIRECTORS ON FEBRUARY 20, 2024

I. PURPOSE

The Audit Committee (the “Committee”) has adopted the following policy and corresponding procedures for the submission of complaints, including complaints of employees of TrustCo Bank Corp NY and its subsidiaries (collectively, “TrustCo”), regarding accounting, internal accounting controls and auditing matters. This policy is designed to ensure that all complaints are received, investigated and retained in a formalized, ethical, confidential and anonymous manner. Any employee of TrustCo may submit a good faith complaint regarding accounting, internal accounting controls or auditing matters in accordance with this policy without fear of dismissal or retaliation of any kind. TrustCo is committed to achieving compliance with all applicable accounting standards, internal accounting controls and audit practices.

Complaints regarding questionable accounting, internal accounting controls or auditing matters include, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of TrustCo;
- fraud or deliberate error in the recording and maintenance of financial records of TrustCo;
- deficiencies in or noncompliance with TrustCo’s internal accounting controls;
- misrepresentation or false statements to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of TrustCo; or
- deviation from full and fair reporting of TrustCo’s financial condition.

II. SUBMISSION OF COMPLAINTS

Complaints regarding accounting, internal accounting controls or auditing matters may be submitted to the Committee as follows:

- Submit a confidential memorandum to TrustCo’s Director of Internal Audit at P.O. Box 627, Schenectady, NY 12301. In the memorandum, the complaining party should identify the subject of his or her complaint and the practices that are alleged to constitute improper

accounting, internal accounting controls or auditing matters, providing as much detail as possible. The Director of Internal Audit will submit a copy of the memorandum to the chair of the Committee; then

- If the complaining party is not satisfied with the response to the complaint, the complaining party should submit a confidential memorandum to Brian C. Flynn, Chairman of the Audit Committee, 5 Sarnowski Drive, Glenville, NY 12302. The memorandum should identify the subject of the complaint and the practices that are alleged to constitute improper accounting, internal accounting controls or auditing matters, providing as much detail as possible.

Complaints may be submitted anonymously.

Retaliation against any person who *honestly and in good faith* reports a complaint as described above regarding accounting, internal accounting controls or auditing matters, including illegal or unethical conduct, will not be tolerated and will be cause for discipline. A person may report retaliation by the same procedure described above for reporting complaints.

III. REVIEW OF COMPLAINTS

Upon receipt of a complaint, the Director of Internal Audit will direct such other persons as the Committee or the Director of Internal Audit determines to be appropriate to:

- determine whether the complaint actually pertains to accounting, internal accounting controls or auditing matters;
- acknowledge receipt of the complaint to the complaining party, when possible; and
- summarize the complaint for presentation to the Committee.

If the complaint is related to accounting, internal accounting controls or auditing matters, the Committee will oversee a review of the complaint by TrustCo's Director of Internal Audit, compliance officer or such other persons as the Committee determines to be appropriate. The complaint and the review will be conducted in a confidential manner to the fullest extent possible. Upon completion of the review of the complaint, the Committee shall determine the appropriate means of addressing the complaint and delegate that task to the appropriate member of senior management or take such other action as the Committee deems necessary or appropriate, including obtaining outside counsel or other advisors to assist the Committee.

The Director of Internal Audit, compliance officer or such other person as the Committee determines to be appropriate, shall be available for follow-up inquiries from people submitting complaints.

IV. RETENTION OF RECORDS REGARDING COMPLAINTS

The Director of Internal Audit, at the direction of the Committee, shall maintain a record of all complaints, tracking their receipt, investigation and resolution and shall prepare a report annually summarizing any complaints received pursuant to this policy during the preceding fiscal year of TrustCo and any action taken on those complaints. The record and annual reports shall be maintained in a confidential file held by the Director of Internal Audit.

V. DISCIPLINARY ACTION

Nothing in this policy shall limit TrustCo, the Board of Directors of TrustCo or the Committee from taking such disciplinary action under TrustCo's Code of Conduct Manual or other applicable policies as may be appropriate with respect to any matter that is the subject of a complaint.

VI. REVIEW OF POLICY

The Committee will review this policy and the corresponding procedures on a periodic basis.

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