

## **SOUTHSIDE BANCSHARES AUDIT COMMITTEE CHARTER**

Adopted on November 8, 2024

Effective November 15, 2024

### **Purpose**

The Audit Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Southside Bancshares, Inc. (the “Company”) to assist the Board in monitoring:

- The integrity of the Company’s accounting and financial reporting processes and the audit of the Company’s financial statements.
- The independent auditors’ qualifications and independence.
- The performance of the Company’s internal audit function and independent auditors.
- The compliance by the Company with legal and regulatory requirements.

The function of the Committee is oversight. The management of the Company is responsible for the preparation and integrity of the Company’s financial statements. Management is also responsible for maintaining appropriate accounting and financial reporting principles and policies as well as internal controls and procedures designed to ensure compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for planning and performing proper audits, including an audit of the Company’s annual consolidated financial statements filed on Form 10-K, and other procedures, including a review of each quarterly report on Form 10-Q.

### **Committee Membership**

The Committee shall be comprised of three or more directors selected by the Board, each of whom shall be determined independent as defined in applicable rules of the Securities and Exchange Commission and NYSE. The members will be free from any financial, family or other material relationship that, in the opinion of the Board or the Committee members, would interfere with the exercise of his or her independence from management and the Company. Each member of the Committee shall, in the judgment of the Board, have the ability to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement and otherwise meet the financial sophistication standard established by the requirements of NYSE. No member of the Audit Committee shall 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. At least one member shall, in the judgment of the Board, have “accounting or related financial management expertise,” as to qualify as an “audit committee financial expert” as defined in the rules of the Securities and Exchange Commission. The designation or determination by the Board of a person as an audit committee financial expert will not impose on such person individually, on the

Committee, or on the Board as a whole, any greater duties, obligations or liability than would exist in the absence of such designation or determination.

No director may serve as a member of the Committee if such director serves on the audit committees 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, and discloses this determination in the Company's annual proxy statement.

The members of the Committee and the Committee Chairperson shall be appointed by the Board on the recommendation of the Nominating Committee. Members shall serve at the pleasure of the Board and may be removed from the Committee at any time with or without cause.

### **Meetings**

The Committee will meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities, but in any case, not less than four (4) times a year. All Committee members are expected to attend each meeting. A majority of the Committee members shall constitute a quorum to conduct the business of the Committee. Committee will invite members of management, auditors, or others to attend meetings and provide pertinent information, as necessary. The Committee will meet separately periodically but not less than annually with management (including the Chief Executive Officer and Chief Financial Officer), the Chief Audit Executive and the independent auditors to discuss matters that the Committee or any of these persons or firms believe should be discussed privately.

### **Authority and Responsibilities**

To carry out its purpose, the Committee shall have the following duties and responsibilities:

#### **A. Oversight of the Independent Auditors**

- Responsible for the appointment, compensation, retention, and oversight of the work of the independent auditors, including the resolution of disagreements between management and the independent auditors regarding financial reporting and internal control-related matters. The independent auditors shall report directly to the Committee.
- Responsible for the appointment, compensation, retention, and oversight of the work of any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or to perform audit, review, or attestation services.
- Pre-approve, or to adopt appropriate procedures to pre-approve, all audit and non-audit services to be provided by the independent auditors.

- Obtain annually from the independent auditors a formal written statement of the following categories of fees billed by the independent auditors in each of the last two fiscal years: (a) the audit of Southside Bancshares, Inc. annual financial statements and reviews of the financial statements including in Southside Bancshares, Inc. quarterly reports on Form 10-Q for those fiscal years; (b) assurance and related services not included in the clause (a) that are reasonably related to the performance of the audit or review of Southside Bancshares, Inc. annual or quarterly financial statements in aggregate and by each services; (c) tax compliance, tax consulting and tax planning services, in the aggregate and by each service; and (d) all other services rendered by the independent auditors, in the aggregate and by each service.
- Obtain annually from the independent auditors a formal written statement (a) detailing the independent auditor’s internal quality control procedures; (b) describing any material issues raised by the independent auditors most recent quality-control review and steps taken to deal with such issues; (c) delineating all relationships between the auditors and the Company, consistent with PCAOB Ethics and Independence Rule 3526; (d) confirming that such auditors do not provide tax services to any individual who fills a “financial reporting oversight role” at the Company or to an immediate family member of any such individual, consistent with PCAOB Rules, unless an exclusion from such prohibition is available under the PCAOB Rules.
- Discuss with the independent auditors any relationships or services disclosed in the Auditors Statement that may impact the quality of audit services or the objectivity and independence of Southside Bancshares, Inc independent auditors.
- Take into account the opinions of management and Southside Bancshares, Inc. internal audit department in assessing the independent auditors’ qualifications, performance, and independence.
- Review and evaluate the qualifications, performance, and independence of the lead partner of the independent auditors.
- Discuss with the independent auditors the timing and process for implementing the rotation of the lead partner, concurring partner, and any other active audit engagement team partner.
- Obtain from the independent auditors in connection with any audit a timely report relating to Southside Bancshares, Inc. annual audited financial statements describing: (a) all critical accounting policies and practices used; (b) all alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with management; (c) the ramifications of using such

alternative disclosures and treatments; (d) the treatment preferred by the independent auditors; and (e) any material written communications between the independent auditors and management, such as any “management” letter or schedule of unadjusted differences; and

- Discuss with the independent auditors any significant issues arising from the most recent PCAOB inspection of the independent auditors, to the extent relevant to Southside Bancshares, Inc., including the independent auditor’s response to any identified accounting deficiencies.

## **B. Oversight of the Internal Audit Function**

- Review and concur in the appointment, replacement, reassignment, and dismissal of the Chief Audit Executive.
- Approve annually the internal audit charter, risk-based internal audit plan, and overall risk assessment methodology including any changes to the approved audit plan.
- Approve annually the budget and staffing/resource plan for the internal audit function.
- Discuss with management and the Chief Audit Executive any scope or resource limitations that may impact or limit the annual audit plan.
- Periodically assess the performance of the Chief Audit Executive and the Internal Audit Department including feedback from Executive Management regarding the compensation and performance of the Chief Audit Executive.
- Approve outsourcing and/or co-sourcing of internal audit services, including approval of the provider of such services.
- Review with the Chief Audit Executive and management significant findings on internal audits during the year and management’s plan of action to remediate findings. This includes any difficulties the internal audit team encountered in the course of their audits, including any restrictions on the scope of their work or access to required information and any changes required in the scope of their internal audit.
- Consider an external quality assessment review of the internal audit function to be performed every five years.
- On regular basis, meet separately with the Chief Audit Executive to discuss any matters that the committee of Chief Audit Executive believes should be discussed privately.

### **C. Financial Statement and Disclosure Matters**

- Review and discuss with management and the independent auditors the annual audited financial statements and related footnotes, including disclosures made in management's discussion and analysis.
- Review and discuss with the independent auditors the results of the annual audit of the financial statements and their report.
- Review and discuss with management and the independent auditors the Company's quarterly financial statements prior to the filing of its quarterly reports on Form 10-Q and related press releases, including the results of the independent auditors' review of the quarterly financial statements.
- Discuss with management the independent auditors' significant financial reporting issues and judgements 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.
- Review and discuss with management and the independent auditors any major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
- Review and discuss with management (including the Chief Audit Executive) and the independent auditors the Company's internal controls report and the independent auditors' attestations of the report prior to the filing of the Company's annual reports on 10-K.
- Review and discuss with the independent auditors:
  - All critical accounting policies and practices to be used.
  - 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 auditors.
  - Other material written communication between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
- Discuss with management and the independent auditors the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements. Inquire of management, the Chief Audit Executive, and the independent auditors

about significant risks or exposure and the steps management has taken to monitor and control such exposures.

- Discuss with the independent auditors the matters required to be discussed by PCAOB Auditing Standard No.1301 (“AS 1301) – Communications with Audit Committee – relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
- Discuss, prepare, and review Regulation S-K Item 407(d)(3)(i) disclosures.
- Discuss the Company’s earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

#### **D. Compliance and Risk Management Oversight Responsibilities**

- Annually review the Company’s Code of Ethical Conduct and recommend any proposed changes to the Board for approval.
- Establish and review 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 employees of concerns regarding questionable accounting or auditing matters. Review any complaints that might have been received, current status, and resolution if one has been reached.
- Discuss with management and the independent auditors any correspondence from regulators or governmental agencies and any published reports which raise material issues regarding the Company’s financial statements or accounting policies.
- Discuss with the Chief Audit Executive any legal or regulatory matters that may have a material impact on the financial statements or the Company’s compliance policies and internal controls.
- Periodically discuss with the Chief Audit Executive, the Chief Risk Officer, and other appropriate officers the Company’s systems to manage, assess and monitor financial risk and the Company’s major financial risk exposures. While it is the responsibility of management and the Risk Committee of the Board of Directors to assess, manage and monitor the Company’s enterprise-wide exposure to risk (“ERM”), the Audit Committee will review in a general manner the guidelines and policies to govern the processes used by the Risk Committee and the management-level risk committee with respect to ERM.

- Establish hiring policies for employees or former employees of the independent auditors.

### **Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate 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.

Southside Bancshares, Inc. shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of:

- Compensation to the independent auditors 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;
- Compensation of any advisors employed by the Committee; and
- Ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall review, at least annually, the Committee's charter and recommend any proposed changes to the Board for approval. The Committee shall conduct, and report to the Board the results of, an annual performance evaluation of the Committee, which evaluation shall compare the performance of the committee with the requirements of the charter. The Committee shall report regularly to the Board, including with respect to its review of any issues that arise with respect to the quality or integrity of the Company's consolidated financial statements, the Company's compliance with legal and regulatory requirements, the performance and independence of the Independent auditor, and the Company's internal audit function.

A report from the Audit Committee will be included in the annual proxy statement disclosing whether a written charter was adopted and, if so a copy of the charter will be included at least every three years. In addition, the report must include the names of all committee members and whether the committee:

- Reviewed and discussed the audited financial statements with management.
- Discussed with the independent auditors matters requiring discussion by PCAOB Auditing Standard No.1301 ("AS 1301) – Communications with Audit Committee.
- Received the written disclosures and letter from the independent auditors as required by PCAOB Rule 3526 *Communication with Audit Committees Concerning Independence* and discussed with the auditors their independence.
- Based on the above, recommended to the full Board the audited financial statements be included in the Company's annual report on Form 10-K.