

## **COMMUNITY BANKERS TRUST CORPORATION**

### **Audit Committee Charter**

As approved for amendment by the Community Bankers Trust Corporation Board of Directors on May 17, 2013.

#### **Purpose**

The Audit Committee is appointed by the Board of Directors (the "Board") of Community Bankers Trust Corporation (the "Corporation") to oversee the accounting and financial reporting processes of the Corporation and the audits of the Corporation's financial statements. In that regard, the Audit Committee assists the Board in monitoring (1) the integrity of the financial statements of the Corporation, (2) the independent auditor's qualifications and independence, (3) the performance of the Corporation's internal audit function and independent auditors, (4) the effectiveness of the Corporation's internal controls over financial reporting, and (5) the compliance by the Corporation with legal and regulatory requirements.

#### **Committee Membership**

The Audit Committee shall consist of no fewer than three members. Each member of the Audit Committee shall meet the independence and experience requirements of the Sarbanes-Oxley Act of 2002, the NASDAQ exchange rules, and the Securities Exchange Act of 1934 (the "Exchange Act"), including the rules and regulations thereunder. All members of the Audit Committee shall be able to read and understand fundamental financial statements. No member of the Audit Committee shall have participated in the preparation of the financial statements of the Corporation in the past three years and no consulting, advisory, or other compensatory fees (other than as a member of the Corporation's Board of Directors and/or the Committee) may be accepted from the Corporation or any of its affiliates or subsidiaries by a Committee member. At least one member of the Audit Committee shall be an "audit committee financial expert" as defined by the Securities and Exchange Commission (the "Commission").

Generally, no member of the Committee may serve on more than two audit committees of publicly traded companies at the same time unless the Board determines that such service would not impair the ability of such director to serve effectively on the Committee.

The members of the Audit Committee shall be appointed by the Board after due consideration and recommendation by the Nominating and Governance Committee. The Board shall designate one member of the Audit Committee as its Chair. Members of the Audit Committee shall serve at the pleasure of the Board or until successors are appointed.

## **Meetings**

The Audit Committee shall meet as often as it determines necessary, but not less frequently than quarterly. The Audit Committee shall meet periodically in separate executive sessions with management, the chief internal auditor, the chief risk officer, and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Audit Committee deem appropriate. The Audit Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

## **Committee Authority and Responsibilities**

The Audit Committee shall have the sole authority to appoint, determine funding for, and oversee the independent auditors (subject to stockholder ratification). The Audit Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.

The Audit Committee shall pre-approve all auditing services, internal control-related services and permitted non-audit services (including the fees and terms thereof) to be performed for the Corporation by its independent auditor, subject to any *de minimis* exception for non-audit services that are approved by the Audit Committee before the completion of the audit. The Audit Committee shall review and discuss with the independent auditor any documentation supplied by the auditor as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the auditor's independence. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that any action of such subcommittee shall be presented to the full Audit Committee at its next scheduled meeting.

The Committee has the authority to conduct any investigation appropriate to fulfill its responsibilities, and it has direct access to the independent auditor as well as any employee of the Company. The Audit Committee shall have the authority, to the extent that it deems necessary or appropriate, to engage and determine funding for independent legal, accounting or other advisors. The Corporation shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Corporation and to any advisors employed by the Audit Committee, as well as funding for the payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee shall make regular reports to the Board.

In fulfilling its purpose and responsibilities, as described above, the Audit Committee, to the extent it deems necessary or appropriate, shall:

### **Financial Statement and Disclosure Matters**

1. Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Corporation's Annual Report on Form 10-K.
2. Review and discuss with management and the independent auditor the Corporation's quarterly financial statements before the filing of each Quarterly Report on Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.
3. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including any significant changes in the Corporation's selection or application of accounting principles.
4. Review and discuss with management and the independent auditor any major issues as to the adequacy of the Corporation'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.
5. Review and discuss with management (including the chief internal auditor) and the independent auditor, management's annual report on the Corporation's internal control over financial reporting and the independent auditor's attestation report on such internal control before the filing of the Corporation's Form 10-K.
6. Review and discuss periodically reports from the independent auditors on:
  - a. all critical accounting policies and practices to be used;
  - 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; and
  - c. other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
7. Discuss with management the Corporation's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, 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).

8. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Corporation's financial statements.
9. Discuss with management (including the chief risk officer) the Corporation's major financial risk exposures and the steps that management has taken to monitor and control such exposures, including the Corporation's risk assessment and risk management policies.
10. Discuss with the independent auditor, consistent with applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communication with the audit committee, the matters required to be discussed 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.
11. Review disclosures made to the Audit Committee by the Corporation's chief executive officer and chief financial officer during their certification process for the Form 10-K and Form 10-Q about any material weaknesses or significant deficiencies in the design or operation of the Corporation's internal control over financial reporting and any fraud involving management or other employees who have a significant role in such internal control.
12. Review with management, the independent auditor, the chief internal auditor, and the chief risk officer the basis for the annual report filed under Section 36 of the Federal Deposit Insurance Act (including the reports under Section 404 of the Sarbanes-Oxley Act) which includes (i) audited financial statements, (ii) reports by management stating management's responsibility for preparing financial statements, maintaining adequate internal controls and procedures, and complying with laws and regulations regarding safety and soundness, (iii) management's assessment of the effectiveness of the Corporation's internal control over financial reporting and (iv) the independent auditor's report on the Corporation's consolidated financial statements and the effectiveness of the Corporation's internal control over financial reporting.
13. Ensure that a public announcement of the Corporation's receipt of an audit opinion that contains a going concern qualification is made promptly.

#### **Oversight of the Corporation's Relationship with the Independent Auditor**

14. Prepare the report required by the rules of the Commission to be included in the Corporation's annual proxy statement.

15. Approve annually a qualified independent auditor. The independent auditor is to be ultimately accountable to the Committee, and the Committee shall have the authority to terminate the independent auditor at the Committee's discretion. The Committee will review the scope and approve the fees to be paid to the independent auditor for the annual audit of the Corporation's consolidated financial statements and other permitted audit and non-audit services.
16. Review and evaluate the lead partner of the independent auditor team.
17. Obtain and review a report from the independent auditor at least annually regarding (a) the independent auditor'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 inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm and (c) any steps taken to deal with any such issues. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and internal auditors. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.
18. Obtain from the independent auditor a formal written statement delineating all relationships between the independent auditor and the Corporation, consistent with applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communication with the Audit Committee concerning independence. It is the responsibility of the Audit Committee to 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 auditor and for purposes of taking, or recommending that the full board take, appropriate action to oversee the independence of the independent auditor.
19. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.
20. Adopt a policy for the Corporation's hiring of employees or former employees of the independent auditor.
21. Discuss with the independent auditor material issues on which the national office (or its equivalent) of the independent auditor was consulted by the Corporation's audit team.
22. Meet with the independent auditor before the audit to discuss the planning and staffing of the audit.

### **Oversight of the Corporation's Internal Audit Function**

23. Review and approve the appointment and replacement of the chief internal auditor.
24. Review the performance of the chief internal auditor on an annual basis and report the results of such review to the appropriate individuals or committee for action in accordance with the Corporation's salary administration program.
25. Review and approve the internal audit plan, subsequent changes to it, and key audit and business risk considerations, and review and approve the results of the internal audit plan on not less than an annual basis.
26. Review the significant reports to management prepared by the chief internal auditor together with management's responses and follow-up to these reports addressing internal audits, special examinations requested by management or the Board of Directors, and Sarbanes-Oxley Act compliance and Section 404 of such act.

### **Oversight of the Corporation's Enterprise Risk Management Function**

27. Review and approve the appointment and replacement of the chief risk officer.
28. Review the performance of the chief risk officer on an annual basis and report the results of such review to the appropriate individuals or committee for action in accordance with the Corporation's salary administration program.
29. Provide oversight of the Corporation's enterprise-wide risk management program and activities. The Committee considers or reviews in a general manner the effectiveness of the Corporation's process for managing and assessing risk through significant reports to management together with management's responses and follow-up to these reports addressing enterprise risk management, consumer compliance, bank security, loan review, Bank Secrecy Act compliance, fraud investigations, information security, and other risk oversight functions.

### **General Compliance Oversight Responsibilities**

30. Obtain from the independent auditor assurance that Section 10A (b) ("illegal acts") of the Exchange Act has not been implicated.
31. Obtain reports from management, general counsel, the chief internal auditor and the independent auditor that the Corporation and its subsidiary entities are in conformity with applicable legal requirements and the Corporation's Code of Business Conduct and Ethics. Advise the Board with respect to the Corporation's policies and procedures regarding compliance with applicable laws and regulations and with the Corporation's Code of Business Conduct and Ethics. The Committee shall receive reports of violations of, and review and either approve or disapprove any request for waiver of, such policy by any director, executive officer or principal accounting officer.

32. Review alleged material fraudulent actions or violations of law reported by internal compliance programs, by the independent auditor or otherwise, and take any necessary action resulting therefrom.
33. Receive reports and disclosures of insider and affiliated or related party transactions and to advise the Board with respect to compliance with appropriate policy, laws and regulations and the recommended actions to be taken with regard to such reported transactions.
34. Establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
35. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Corporation's financial statements or accounting policies, the Corporation's compliance policies and any examination reports or inquiries received from regulators or governmental agencies and to approve any response thereto, including follow-up to these reports and issues.
36. Discuss with the Corporation's General Counsel legal matters that may have a material impact on the financial statements or the Corporation's compliance policies.
37. Annually review and approve the Bank Protection Act Program, Bank Secrecy Act Program, Contingency Planning Program, Consumer Compliance Program, Information Security Program, Sarbanes-Oxley Act Compliance Program, and Loan Review program.
38. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

#### **Limitation of Audit Committee's Role**

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Corporation's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.