

Authority and Purpose

The Audit Committee (the “Committee”) has been established to provide assistance to the Boards of Directors (each a “Board” and collectively the Boards) in fulfilling their oversight responsibility to the shareholders of Community West Bancshares, a California corporation (the “Company”) and its wholly owned subsidiary, Community West Bank (the “Bank”) as permitted by the Federal Deposit Insurance Act and implementing regulations (12 USC 1831m(i), 12 CFR 363.1(b)(2)).

The purpose of the Committee will be to:

- Oversee the quality and integrity of regulatory and financial accounting, financial statements, financial reporting processes and systems of internal accounting and financial controls;
- Oversee the annual independent audit of the Company’s financial statements and internal control over financial reporting, the engagement of the independent registered public accounting firm (“independent registered public accounting firm”) and the evaluation of the independent registered public accounting firm’s qualifications, independence, and performance;
- Oversee and retain internal audit and/or outsourced internal audit and review;
- Oversee the performance of the Company’s internal/external audit function and independent registered public accounting firm;
- Address the receipt, retention, and treatment of complaints received by the Company’s employees regarding accounting, internal accounting controls, or auditing matters; and,
- Address the confidential, anonymous submission of concerns regarding questionable accounting or auditing matters by employees of the investment adviser, administrator, principal underwriter, or any other provider of accounting related services for the Company, as well as employees of the Company.

In fulfilling its purpose, it is the responsibility of the Committee to maintain free and open communications between the Committee, independent registered public accounting firm, internal auditors or external auditors performing similar functions, and management of the Company. In discharging its oversight role, the Committee shall be empowered to conduct or authorize investigations into any matter within the scope of its responsibilities. The Committee may employ one or more independent accountants, outside counsel or other experts as it deems appropriate, at the Company’s expense. The Committee shall have full access to the independent registered public accounting firm and all records, facilities, or personnel of the Company and the Bank. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent registered public accounting firm, experts hired by the Committee, conduct of the internal audit (in-house or outsourced) and credit review functions, and necessary or appropriate Committee expenses.

Committee Membership

The Committee shall consist of at least three (3) members. Each member of the Committee shall: (i) qualify as “independent” under the rules of the NASDAQ Stock Market and the Sarbanes-Oxley Act of 2002, and the rules promulgated there under; (ii) not accept any consulting, advisory or other compensatory fee from the Company or any subsidiary other than in his or her capacity as a member of the Board or any committee of the Board; (iii) not be an “affiliate” of the Company or any subsidiary of the Company, as such term is defined in Rule 10A-3 under the Securities Exchange Act of 1934, as amended; and (iv) have not participated in the preparation of the financial statements of the Company or any of its current subsidiaries at any time during the past three years.

Each member of the Committee must be able to read and understand fundamental financial statements, including the company’s balance sheet, income statement, and cash flow statement. In addition, at least one member of the committee shall, in the judgment of the Board, be an “audit committee financial expert” (for these purposes in accordance with the SEC rules and regulations) and be financially sophisticated (for those purposes in accordance with the NASDAQ Stock Market rules).

No member of the Committee may simultaneously serve on the audit committee of more than two other public corporations, unless the Boards determine that such simultaneous service would not impair such director’s ability to effectively serve on the Committee and such determination is disclosed in the Company’s annual proxy statement.

Members of the Committee shall be appointed by the Board of Directors based on nominations recommended by the Nominating and Governance Committee of the Company and the Bank, and shall serve at the pleasure of the Boards and for such term or terms as the Boards may determine.

Structure and Meetings

The Committee shall conduct its business in accordance with this Charter, the Company’s Bylaws, and direction by the full Board.

The Committee Chair shall be an outside director of the Company or in the absence of the Chair, his/her designee.

The Committee will meet no less frequently than quarterly, unless changed by majority approval. Additional meetings may occur as the Chair or a majority of the members of the Committee deems advisable in accordance with the Company’s Bylaws. A majority of the Committee, but not less than two (2) members shall constitute a quorum for the transaction of business.

The Committee Chair will preside at each meeting and shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Chair of the Committee (or other member designated by the Chair or the Committee in the Chairperson’s absence) will cause to be kept minutes of all its proceedings, which will be maintained with the books and records of the Company. The Committee will report its actions to the next meeting of the Board and Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent.

The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with any provision of this Charter, any provision of the Bylaws of Company, or applicable federal and California laws, rules and regulations.

As necessary or desirable, the Committee should meet privately in executive session periodically with management, the independent auditors, or as a committee to discuss any matters that the Committee or each of these groups believes should be discussed.

Authority

The Committee, as designated by the Board, shall have authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to:

- Appoint or replace (subject, if applicable, to shareholder ratification), compensate, and oversee 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 Committee.
- Pre-approve all auditing services, internal control-related services, and permitted non-audit services (including fees and terms) to be performed for the Company by its independent auditor. The Chair of the Committee has authority to approve in advance any audit or permitted non-audit services provided that they are ratified at the next scheduled Committee meeting.
- Retain independent legal counsel, accountants, or other consultants to advise the Committee or assist in the conduct of an investigation.

Duties and Responsibilities

The Committee, to the extent required by law and otherwise as it deems necessary or appropriate, shall carry out the following responsibilities:

Oversight of Financial Statements 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 Company's Form 10-K and whether the Form 10-K should be filed with the Commission, and produce the audit committee report required to be included in the proxy statement.
- (2) Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its 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 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 (*i.e.*, Sarbanes Oxley, or "SOX" controls) and any special steps adopted in light of material control deficiencies.
- (4) Obtain from the independent auditors, review and discuss a timely report relating to the Company's annual audited financial statement and quarterly reports relating to the Company's quarterly unaudited financial statements 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 or schedule of unadjusted differences.
- (5) Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information and compliance with Regulation G with respect thereto, 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).
- (6) Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
- (7) 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.
- (8) Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q as to the existences of any significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data, and material weaknesses in internal controls, and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.
- (9) Review all related party transactions of the Company on an ongoing basis in accordance with Company policies and procedures.

Oversight of the Independent Auditor

- (1) 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.
- (2) Preapprove all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor, subject to the de minimus exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Committee prior to the completion of the audit.
- (3) Obtain and review a report from the independent auditor at least annually (it being understood that the independent auditor is responsible for the accuracy and completeness of this report) 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,
 - c. any steps taken to deal with the material issues raised in the quality-control review,
 - d. all relationships between the independent auditor and the Company and/or its subsidiaries and affiliates including each non-audit service provided to the Company, and
 - e. all other matters required by the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Committee concerning independence.
- (4) 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.
- (5) Review and evaluate the lead partner of the independent auditor team.
- (6) Discuss with the independent auditor any relationships or services disclosed in the report of the independent auditor that may impact the quality of audit services or the objectivity and independence of the Company's independent auditor.
- (7) Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 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.
- (8) Present its conclusions with respect to the independent auditor to the Board.

- (9) Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the “concurring or reviewing partner” every five years as required by law and consider regular rotation of the accounting firm serving as the Company’s independent auditor.
- (10) 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.
- (11) Meet with the independent auditor prior to the audit to discuss (i) the auditor’s responsibilities under generally acceptable auditing standards and the responsibilities of management in the audit process, (ii) the overall audit strategy, (iii) the scope, timing, planning and staffing of the audit, (iv) any significant risks identified during the auditor’s risk assessment procedures, and (v) when completed, results, including, significant findings, of the annual audit.
- (12) Keep the Company’s independent auditor informed of the Committee’s understanding of the Company’s relationships and transactions with related parties that are significant to the Company, review and discuss with the Company’s independent auditor its evaluation of the Company’s identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company’s relationships and transactions with related parties.

Oversight of the Company’s Internal Audit Function

- (1) Review the appointment and replacement of the senior Internal Audit Officer.
- (2) Review the significant reports to management prepared by the internal audit department or internal audit resources and management’s responses.
- (3) Discuss with the independent auditor and management the internal audit department program (i.e., policy, risk assessments, and procedures), responsibilities, budget and staffing and any recommended changes in the planned scope or activities of the internal audit function.
- (4) With respect to those internal audit functions provided in part or in total by outside independent internal auditors:
 - a. review the internal audit scope(s) of work and fees charged for internal audit services;
 - b. ensure that the independent internal auditors prepare and deliver to the Committee after each audit a report indicating their findings and recommendations;
 - c. instruct the independent internal auditors that they are accountable directly to the Committee of the Board; and
 - d. provide an open avenue of communication between the Internal Audit Officer, the independent internal auditors, and the Board.

Compliance Oversight Responsibilities

- (1) Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act regarding “illegal acts” has not been implicated.
- (2) Obtain reports from management, the Company’s senior Internal Audit Officer and the independent auditor that the Company is in conformity with applicable legal requirements and the Company’s Code of Ethics and Conduct. Review reports and disclosures of insider and affiliated party transactions. Advise the Board with respect to the Company’s policies and procedures regarding compliance with applicable laws and regulations and with the Company’s Code of Ethics and Conduct.
- (3) Establish 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.
- (4) Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company’s financial statements or accounting policies.
- (5) Discuss with the Company’s counsel legal matters that may have a material impact on the financial statements or the Company’s compliance policies.
- (6) With respect to the Internal Audit Officer and his/her duties of internal auditing,
 - a. Review the appointment, replacement and budget of the Internal Audit Officer; and
 - b. Advise the Internal Audit Officer that he or she is expected to provide to the Committee summaries of and, as appropriate, the significant reports to management prepared by the Internal Audit Manager and management’s responses thereto.
- (7) With respect to financial reporting principles and policies and internal audit controls and procedures,
 - a. Advise management, the Internal Audit Officer, the independent internal auditors, and the outside auditors, that they are expected to provide to the Committee a timely analysis of significant financial reporting issues and practices;
 - b. Consider any reports or communications (and management’s and/or the Internal Audit Officer’s responses thereto) submitted to the Committee by the outside auditors required by or referred to in Statement on Auditing Standards No. 61, as may be modified or supplemented, including reports and communications related to:
 - deficiencies noted in the audit in the design or operation of internal controls, and computerized information system controls and security;
 - consideration of fraud in a financial statement audit;

- detection of illegal acts;
 - the outside auditor's responsibility under generally accepted auditing standards;
 - significant accounting policies;
 - management judgments and accounting estimates;
 - adjustments arising from the audit;
 - the responsibility of the outside auditor for other information in documents containing audited financial statements;
 - disagreements with management;
 - consultation by management with other accountants;
 - major issues discussed with management prior to retention of the outside auditor;
 - difficulties encountered with management in performing the audit;
 - the outside auditor's judgments about the quality of the Company's accounting principles; and
 - reviews of interim financial information conducted by the outside auditor;
- c. Meet with management, the Internal Audit Officer and/or the outside auditors and examiners, as appropriate:
- to discuss the scope of the annual audit plan;
 - to discuss the audited financial statements;
 - to review the form of opinion the outside auditors propose to render to the Board and shareholders; and
 - to discuss significant changes to the Company's auditing and accounting principles, policies, controls, procedures and practices proposed or contemplated by the outside auditors or management;
- d. Inquire about significant risks and exposures, if any, and the steps taken to monitor and minimize such risks;
- e. Review all regulatory examinations and matters as appropriate; and
- f. Review information system security as appropriate.
- (8) In addition to any other communication, on at least a semi-annual basis, the Committee shall provide reports to the Risk Oversight Committee the significant activities undertaken by the Committee in support

of the Risk Oversight Committee's overall responsibility and oversight of the Organization's risk management framework. The Committee may meet in joint sessions with other committees of the Board from time to time to discuss areas of common interest and material matters.

Limitations of Audit Committee's Role

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

Each member of this Committee is entitled to rely on (A) the integrity of those persons and organizations within and outside the Company from which it receives information, (B) the accuracy of the financial and other information provided to this Committee by such persons or organizations absent actual knowledge to the contrary (which shall be reported promptly to the Board of Directors) and (C) representations made by management as to any information technology or other non-audit services provided by the independent registered public accounting firm to the Company.

Performance Evaluation

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Boards for approval. The Committee shall also perform an evaluation of its own performance at least bi-annually. In conducting this review, the Committee shall address all matters that it considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Boards; the manner in which they were discussed or debated; and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

Committee Resources

The Committee may retain outside experts for advice on any matter under review as it may deem necessary or appropriate with prompt notice to the Board Chair. The Committee may form and delegate authority to subcommittees when appropriate.