

WALKER & DUNLOP, INC.

Charter of the Audit and Risk Committee of the Board of Directors

A. Purpose

The principal purposes of the Audit and Risk Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Walker & Dunlop, Inc. (the “**Company**”) shall be to (i) oversee the accounting and financial reporting processes of the Company and the audits of the Company’s financial statements and (ii) prepare an annual Audit and Risk Committee report as required by the U.S. Securities and Exchange Commission (the “**SEC**”) to be included in the Company’s annual proxy statement. The Committee’s oversight responsibility includes oversight relating to:

- the Company’s accounting and financial reporting processes;
- the integrity of the Company’s consolidated financial statements and financial reporting process;
- the Company’s systems of disclosure controls and procedures and internal control over financial reporting;
- the Company’s compliance with financial, legal and regulatory requirements;
- the annual independent audit of the Company’s financial statements, the engagement and retention of the registered independent public accounting firm (the “**Independent Auditor**”) and the evaluation of the qualifications, independence and performance of the Independent Auditor;
- the performance of the Company’s internal audit function;
- the policies regarding risk management and assessment and other risks identified in this Charter; and
- the fulfillment of the other responsibilities set forth in this Charter.

The Committee’s responsibilities are limited to oversight. The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with generally accepted accounting principles and other applicable reporting and disclosure standards and for preparing the Company’s financial statements. The Company’s Independent Auditor is responsible for auditing and reviewing those financial statements.

B. Committee Membership

The Committee shall consist of no fewer than three independent directors of the Company. Members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee of the Board and may be removed by the Board in its discretion. Each member of the Committee must satisfy the requirements (including any

transition requirements thereof) of the New York Stock Exchange (“NYSE”), the rules and regulations of the SEC and other applicable laws relating to independence, financial literacy and experience. At least one member of the Committee shall qualify as an “audit committee financial expert” as defined in the Securities Exchange Act of 1934, as amended, and the Board may presume that such person satisfies rules of the NYSE that require at least one member of the Committee to have accounting or related financial management expertise. No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board has affirmatively determined that such simultaneous service would not impair the ability of such member to serve effectively on the Committee and this determination is disclosed in accordance with NYSE rules.

C. Committee Powers, Authority, Duties and Responsibilities

1. Selection and Engagement of Independent Auditor. The Committee shall have the sole authority with respect to, and shall be directly responsible for, the appointment, compensation, retention and oversight of the work of the Independent Auditor. The Committee shall directly engage the Independent Auditor and directly oversee, evaluate and, where appropriate, replace the Independent Auditor. The Company shall provide appropriate funding for payment of the compensation to the Independent Auditor, as determined by the Committee in its sole reasonable opinion. The Independent Auditor shall report directly to the Committee.

2. Pre-Approval of Audit and Non-Audit Services. The Committee, in its discretion, shall approve (which approval must be in advance) (i) all audit, review and attest services, all internal control-related and all non-audit services provided to the Company by the Independent Auditor and (ii) all fees payable by the Company to the Independent Auditor for such services, all as required by applicable law or rules of the NYSE. The Committee may adopt a pre-approval policy consistent with applicable law and rules of the NYSE.

3. Independence of Independent Auditor. The Committee shall consider matters relating to the independence of the Independent Auditor. The Committee shall ensure that the Independent Auditor submits information required by the Public Company Accounting Oversight Board’s Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence*, as modified or supplemented (Rule 3526), including: (1) a written description of all relationships that may reasonably be thought to bear on independence, (2) a discussion of the potential effects of the relationships on the independence of the firm; and (3) an affirmation to the Committee, in writing, that, as of the date of the communication, the firm is independent with respect to the SEC audit client.

4. Performance of Independent Auditor. The Committee shall review the performance of the Independent Auditor annually. In connection with this evaluation, the Committee shall consult with the Company’s executive officers (“Management”), and shall obtain and review a report by the Independent Auditor describing their internal quality control procedures, issues raised by their most recent internal quality control review or peer review (if applicable) or by any inquiry or investigation by governmental or professional authorities for the preceding five years, and the response of the Independent Auditor to any such review, inquiry or investigation, including any steps taken to deal with any such issues. As part of the Committee’s evaluation of the Independent Auditor, the Committee also shall review and evaluate the lead partner of the Independent Auditor,

taking into consideration the opinions of Management and personnel responsible for the Company's internal audit function. The Committee shall consider whether it is appropriate to adopt a policy of rotating the Independent Auditor on a periodic basis.

5. Performance of Internal Auditors. The Company shall have an internal audit function to provide Management and the Committee with ongoing assessments of the Company's risk management processes and system of internal controls. The internal audit function may be provided by Company personnel or by a third-party internal audit service provider approved by the Committee (the provider of such internal audit services to the Company, the "Internal Auditor"). The Committee shall be directly responsible for the engagement, evaluation and termination of the Internal Auditor, and shall approve compensation paid to the Internal Auditor. At least annually, the Committee shall review the experience and qualifications of the senior members of the Internal Auditor and the quality control procedures of the Internal Auditor. The Committee also shall obtain and review, not less frequently than annually, a report of the Internal Auditor addressing the Internal Auditor's internal control procedures, any material issues raised by their most recent internal quality control review or by any inquiry or investigation by governmental or professional authorities for the preceding five years, and the response of such service providers to any such review, inquiry or investigation, including any steps taken to deal with any such issues.

6. Audits. The Committee shall discuss with the Internal Auditor and the Independent Auditor the overall scope and plans for their respective audits, including the adequacy of staffing and other factors that may affect the effectiveness and timeliness of such audits. In connection therewith, the Committee shall discuss with Management, the Internal Auditor and the Independent Auditor the Company's major risk exposures (whether financial, operating or otherwise), the adequacy and effectiveness of the Company's accounting and financial controls, and the steps Management has taken to monitor and control such exposures and manage legal compliance programs, among other considerations that may be relevant to their respective audits. The Committee shall review with Management and the Independent Auditor Management's annual internal control report. The Committee shall obtain and review periodic reviews from Management and the Internal Auditor regarding any significant deficiencies in the design or operation of the Company's internal controls, material weaknesses in internal controls and any fraud (regardless of materiality) involving persons having a significant role in the internal controls, as well as any significant changes in internal controls implemented by Management during the most recent reporting period of the Company.

7. Review of Disclosure Controls and Procedures. The Committee shall review with the Company's Chief Executive Officer and Chief Financial Officer the Company's disclosure controls and procedures and shall review periodically, but no less frequently than quarterly, such officers' conclusions about the effectiveness of such disclosure controls and procedures, including any significant deficiencies in, or material noncompliance with, such disclosure controls and procedures.

8. Review of Internal Control Over Financial Reporting. The Committee shall review and discuss with Management and the Independent Auditor any material issues as to the quality and adequacy of the Company's internal control over financial reporting, any remedial special steps contemplated or adopted in light of significant deficiencies or material weaknesses identified

in such internal control over financial reporting and the adequacy of disclosures about changes in internal control over financial reporting. Prior to filing the Company's Annual Report on Form 10-K (the "Form 10-K") with the SEC, the Committee also shall review and discuss with the Chief Executive Officer and the Chief Financial Officer (i) the Company's report on internal control over financial reporting, (ii) the Company's proposed disclosures regarding internal control over financial reporting and (iii) the certification process and the content of the certifications of the Chief Executive Officer and the Chief Financial Officer, each to be included in the Form 10-K.

9. Consultation with Independent Auditor. The Committee shall obtain or otherwise discuss with the Independent Auditor the following:

- all critical accounting policies and practices to be used by the Company in preparing its financial statements;
- all alternative treatments of financial information within generally accepted accounting principles that have been discussed with Management, the ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the Independent Auditor;
- other material communications between the Independent Auditor and Management, such as any management letter or schedule of adjusted and unadjusted differences;
- those matters brought to the attention of the Committee pursuant to PCAOB Auditing Standard No. 1301, *Communications with Audit Committees*, as amended or superseded from time to time; and
- any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the engagement.

The Committee shall review with the Independent Auditor any problems or difficulties the Independent Auditor may have encountered in connection with the annual audit or otherwise and any management letter provided by the Independent Auditor and the Company's response to that letter. This review shall address any difficulties encountered by the Independent Auditor in the course of the audit work, including any restrictions on the scope of activities or access to required information, any disagreements with Management regarding generally accepted accounting principles and other matters and any adjustments to the financial statements recommended by the Independent Auditor, regardless of materiality. To the extent that there are any disagreements between Management and the Independent Auditor regarding financial reporting, it shall be the responsibility of the Committee to resolve such disagreements.

10. Review of Regulatory and Accounting Initiatives. The Committee shall review with Management and the Independent Auditor the effect of new or proposed regulatory and accounting initiatives on the Company's financial statements and other public disclosures.

11. Review of Annual SEC Filings. The Committee shall review and discuss with Management and the Independent Auditor the Company's audited financial statements and the other financial information, including the Company's disclosures under "Management's

Discussion and Analysis of Financial Condition and Results of Operations,” to be included in the Form 10-K filed with the SEC. The Committee also shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the Independent Auditor under generally accepted auditing standards, applicable law or rules of the NYSE, including matters required to be communicated to the Committee by the Independent Auditor under PCAOB Auditing Standard No. 16 *Communications with Audit Committees*, as amended or superseded from time to time. Based on such review and discussion, the Committee shall make a determination whether to recommend to the Board that the audited financial statements be included in the Form 10-K.

12. Review of Quarterly SEC Filings and Other Communications. The Committee shall review and discuss with Management and the Independent Auditor the Company’s quarterly unaudited financial statements and the other financial information, including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” to be included in the Company’s Quarterly Reports on Form 10-Q filed with the SEC. In connection with this review, the Committee shall discuss the results of the Independent Auditor’s review of the Company’s quarterly financial information conducted in accordance with AICPA Professional Standards AU Section 722A, as amended or superseded from time to time. The Committee also shall discuss any other matters required to be communicated to the Committee by the Independent Auditor under generally accepted auditing standards, applicable law or rules of the NYSE. The Committee shall discuss the Company’s earnings press releases, as well as financial information and earnings guidance provided to analysts and ratings agencies, to the extent required by applicable law or rules of the NYSE.

13. Committee Report. The Committee shall prepare the report required by the rules of the SEC to be included in the Company’s annual proxy statement.

14. Establishment of Complaint and Whistleblower Procedures. The Committee shall establish procedures for the (i) receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters of or relating to the Company and (ii) confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters of or relating to the Company.

15. Review of Legal and Regulatory Compliance. The Committee shall periodically review with Management and the Independent Auditor any correspondence with, or other action by, regulators or governmental agencies and complaints, employee submissions or published reports that raise concerns regarding the Company’s financial statements, accounting or auditing matters. The Committee also shall review periodically material legal affairs of the Company and the Company’s compliance with applicable law and rules of the NYSE.

16. Risk. The Committee shall assist the Board in overseeing the risk management of the Company, and the Board may, in its discretion, exercise direct oversight with respect to any such matters. The Committee, in consultation with Management, as appropriate, shall review the Company’s policies and procedures with respect to risk assessment and risk management, including key risks to which the Company is subject such as cybersecurity risk, credit risk, liquidity risk and market risk, and the steps that Management has taken to monitor and control exposure to such risks, and shall periodically report its findings to the Board.

17. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within its scope of responsibility, with full access to all books, records, facilities and personnel of the Company.

18. Policy Regarding Employees and Former Employees of the Independent Auditor. The Committee shall establish clear policies regarding the Company's hiring of employees or former employees of the Independent Auditor who participated in any capacity in the audit of the Company.

19. Conflicts of Interest and Review of Related Person Transactions. The Committee shall consider the possible conflicts of interest of directors and officers and shall conduct an appropriate review of all related person transactions for potential conflicts of interest on an ongoing basis and shall make a recommendation to the Board regarding any such transaction.

20. Performance Evaluation. At least annually, the Committee shall undertake a self-evaluation of the performance of the Committee, including an assessment of its performance in light of the duties and responsibilities set forth in this Charter and such other matters as the Committee may deem necessary or appropriate in its discretion. In connection with such self-evaluation, the Committee also shall review and assess the adequacy of this Charter, and propose to the Board for its review and approval any changes to this Charter deemed necessary or appropriate.

21. Other. The Committee shall have such other power, authority, duties and responsibilities as may be assigned to it by the Board from time to time.

D. Committee Structure and Operations

1. Meetings. The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case no less than quarterly. The Committee shall establish a schedule of meetings to be held each year and may schedule additional meetings as it determines to be necessary or appropriate. In planning the annual schedule of meetings, the Committee shall ensure that sufficient opportunities exist for its members: (i) to meet separately, periodically, with the Independent Auditor and the Internal Auditor, without Management present; (ii) to meet separately with Management, without the Independent Auditor and the Internal Auditor present; and (iii) to meet with only the Committee members present. The Committee may meet by telephone or videoconference and may take action by unanimous written consent. The Committee may invite to meetings such officers of the Company or other persons as the Committee deems necessary or appropriate in its discretion. Minutes of each meeting shall be kept and distributed to each member of the Committee.

2. Chairperson. The Board shall appoint a Chairperson of the Committee. The Chairperson of the Committee shall be responsible for leadership of the Committee, including presiding, when present, at all meetings of the Committee, preparing the agenda, making committee assignments and reporting for the Committee to the Board at its next regularly scheduled meeting following the meeting of the Committee. If the Chairperson is not present at a meeting of the Committee, the members present at the meeting shall designate one such member as the acting Chairperson for the meeting.

3. Procedures. The Committee may adopt such procedures relating to the conduct of its proceedings as it deems appropriate.

4. Open Communication. The Committee shall maintain regular and open communication among the constituent directors, the Independent Auditor, the Internal Auditor and Management.

5. Delegation of Authority to Subcommittees. The Committee may delegate its authority to members as the Committee deems appropriate, provided that any delegate shall report any actions taken by the delegate to the full Committee at its next regularly scheduled meeting.

6. Retention and Termination of Outside Advisors. The Committee shall have the sole authority to retain and terminate outside legal or other advisors to the Committee as it deems necessary or appropriate in its sole discretion. In selecting any such advisors or consultants, the Committee shall consider the independence of such advisor or consultant, as determined by it in its business judgment. The Committee shall have the sole authority to approve the fees and other retention terms for such outside advisors or consultants. The Company shall provide appropriate funding for payment of the compensation (as determined by the Committee in its sole reasonable opinion) of such outside advisors or consultants retained by the Committee, as well as reasonable ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

7. Reporting to Full Board. The Committee shall review with the Board any issues that arise within the scope of the oversight responsibility of the Committee as described above and shall report regularly to the Board regarding the matters reviewed and the actions taken at each meeting of the Committee and make appropriate recommendations for action by the Board.

E. Disclosure

This Charter, as may be amended from time to time, shall be posted on the Company's website. The Company shall state in its annual proxy statement that this Charter is available on the Company's website and provide the website address.

Approved: February 14, 2024