

FIRST FINANCIAL BANCORP AND SUBSIDIARIES AUDIT COMMITTEE CHARTER

Committee Purpose

The Audit Committee (the "Committee") of the Board of Directors ("Board") of First Financial Bancorp. (the "Company") is established by the Board. The Committee's job is one of oversight as set forth in this charter. It is not the duty of the Committee to prepare the Company's financial statements, to plan or conduct audits, or to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP. The Company's management is responsible for preparing the Company's financial statements and for maintaining internal controls, and the independent auditors are responsible for auditing the financial statements.

The Committee's primary purposes are to:

- Provide assistance to the Board by: (1) monitoring the integrity of the consolidated financial statements of the Company; (2) monitoring compliance with the Company's Code of Conduct and Code of Ethics for the CEO and Senior Financial Officers; (3) evaluating and monitoring the qualifications and independence of the Company's independent auditors; and (4) evaluating and monitoring the performance of the Company's internal audit function and independent auditors, with respect to the parent company and its bank and non-bank subsidiaries; and
- Prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement.

The Committee will also perform the duties required by law to be performed by an audit committee for any subsidiary bank of the Company that does not have its own audit committee and by a fiduciary audit committee for any subsidiary bank of the Company exercising fiduciary powers that does not have its own audit committee, in each case to the extent permitted, and in the manner required, by applicable laws and regulations.

In performing their duties and responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- One or more officers or employees of the Company and/or its affiliates whom the Committee member reasonably believes to be reliable and competent in the matters presented;
- Counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; or
- Another committee of the Board as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence.

Committee Membership

The Committee shall consist of at least three members, all of whom are appointed by the Board on the recommendation of the Corporate Governance and Nominating Committee (“CGNC”) and serve until their successors are duly elected and qualified. The Board may also authorize the CGNC to appoint members to the Audit Committee directly.

Each Committee member must be a member of the Board and meet the independence, financial literacy and other applicable requirements of the Marketplace Rules of the Nasdaq Stock Market (“Nasdaq”), the rules and regulations of the Securities and Exchange Commission (“SEC”) and the Federal Deposit Insurance Corporation Improvement Act of 1991 (“FDICIA”) and applicable rules and regulations. At least one member of the Committee must meet the financial sophistication requirements of the Nasdaq Marketplace Rules.

In appointing members to the Committee, the Board (or CGNC if so authorized) must ensure that at least one Committee member qualifies as an audit committee financial expert within the meaning of SEC regulations, and that the composition of the Committee complies with any other listing standards and legal requirements applicable to the Company.

The Board (or CGNC if so authorized) has sole authority and responsibility for determining whether a member or proposed member of the Committee is qualified for Committee membership, and which Committee member or members will be designated as an audit committee financial expert, based upon appropriate representations of the individual and such other inquiries as the circumstances may warrant.

The Board (or CGNC if so authorized) shall designate one member of the Committee as Chair and one member of the Committee as Vice-Chair. The Chair need not be an audit committee financial expert.

The Committee has the authority to engage independent counsel and other advisers, as it determines necessary to carry out its duties.

Committee Funding

The Committee has the authority to determine, and the Board shall provide, the funding necessary for payment of:

- compensation to the external auditors;
- compensation to any advisers, including independent counsel, engaged by the Committee;
- the budget for the internal audit function; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Frequency and Conduct of Meetings

The Committee shall meet at least quarterly. Additional meetings will be scheduled as considered necessary by the Committee or Committee Chair.

Committee meeting agendas are the responsibility of the Committee Chair, with the assistance of the internal auditor and input from Committee members. It is expected that management and key Committee advisers, and perhaps others, would participate in this process.

Written materials should, as a general rule, be received from management, auditors, and others at least five days in advance of meeting dates. Meeting conduct will assume Committee members have reviewed written materials in sufficient depth to participate in Committee discussions.

The Committee may request members of management, counsel, internal auditors, and external auditors, as applicable, to participate in Committee meetings, as necessary, to carry out the Committee responsibilities. It is understood that the external auditors, the chief risk officer, the chief internal auditor, or counsel may, at any time, request a meeting with the Committee or Committee Chair with or without management attendance. In any case, the Committee shall meet in executive session with only internal audit and internal counsel present at least annually, and in executive session with only the external auditors present at least annually.

Reporting to Board of Directors

The Committee, through the Committee Chair, shall report periodically, as deemed necessary, but at least semi-annually, to the full Board. In addition, summarized minutes from Committee meetings, separately identifying monitoring activities from approvals, will be provided to each board member at the next regularly scheduled meeting of the Board following the date of the Committee meeting.

Reporting to Shareholders

The Committee shall make available to shareholders a summary report on the scope of its activities. This may be identical to the report that appears in the Company's annual proxy statement.

Relationship with External Auditors

The external auditors, in their capacity as an independent, registered public accounting firm, shall report directly to the Committee. The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the external auditors (including resolution of disagreements between management and the external auditors regarding financial reporting).

Before the external auditors are engaged by the Company to render audit or permissible non-audit services, the engagement must either be approved by the Committee or be entered into pursuant to pre-approval policies and/or procedures established by the Committee as necessary to maintain the independence of the external auditors under SEC regulations. The Committee may delegate pre-approval authority to the Chair between meetings. The decisions of the Chair pursuant to such delegated authority must be presented to the Committee at its next scheduled meeting.

The Committee shall annually review the performance (effectiveness, objectivity, and independence) of the external auditors. The Committee discussed with its external auditors those matters that are required to be discussed by Statement on Auditing Standards No. 16, as amended (AICPA, *Professional Standards*, Vol. 1, AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T. The Committee will ensure receipt of a

formal written statement from the external auditors consistent with the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications. Additionally, the Committee will discuss with the external auditors relationships or services that may affect auditor objectivity or independence. If the Committee is not satisfied with the external auditors' assurances of independence, it shall take appropriate action to oversee the independence of the external auditors.

Oversight of Internal Audit Function

The Committee shall oversee the internal audit function. The Board or the Committee shall appoint a chief internal auditor who is responsible for the internal audit function. The chief internal auditor will report to the Committee regarding internal audit issues and will annually present an internal audit plan for the Committee's approval. To maintain the internal auditor's independence, the Committee shall annually review the performance and compensation of the chief internal auditor.

Communications from Committee Advisers

If the external auditors, chief risk officer, chief legal officer, or chief internal auditor identify significant issues relative to the overall board responsibility that have been communicated to management but, in their judgment have not been adequately addressed, they should communicate these issues to the Committee Chair.

Primary Committee Responsibilities

Monitor Financial Reporting, Disclosures and Risk Control Related Matters

The Committee will review and assess:

- *Internal Controls and Regulatory Compliance* – The Company's system of internal controls for detecting accounting and financial reporting errors, fraud and defalcations, legal violations, and noncompliance with the Code of Conduct and Code of Ethics for the CEO and Senior Financial Officers.
- *Annual Reports and Other Major Regulatory Filings* – All major financial reports in advance of filings or distribution, including (1) external auditors' reviews of the quarterly financial statements prior to the filing of the Company's Form 10-Q; and (2) annual audited financial statements and disclosures made in Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A), and recommend to the Board whether the audited financial statements should be included in Company's Form 10-K.
- *Earnings Press Releases* – The Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.
- *Disclosures* – The Chief Executive Officer's and Chief Financial Officer's disclosures during the certification process for the 10-Ks and 10-Qs about (1) any significant deficiencies and material weaknesses in design or operation of internal controls over financial reporting and (2) any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal controls.

- *Internal Audit Responsibilities* – The annual internal audit plan and the process used to develop the plan. Status of activities, significant findings, recommendations, and management’s response.
- *Regulatory Examinations* – SEC inquiries and the results of examinations by other regulatory authorities in terms of important findings, recommendations, and management’s response.
- *External Audit Responsibilities* – Auditor independence and the overall scope and focus of the annual/interim audit, including the scope and level of involvement with unaudited quarterly or other interim-period information.
- *Financial Reporting and Controls* – Key financial statement issues and risks, their impact or potential effect on reported financial information, the processes used by management to address such matters, related auditor views, and the basis for audit conclusions. Important conclusions on interim and/or year-end audit work in advance of the public release of financials.
- *Auditor Recommendations* – Important internal and external auditors’ recommendations on financial reporting, controls and other matters, including specifically, discussions with the external auditors regarding:
 - All critical accounting policies and practices to be used;
 - All alternative treatments within Generally Accepted Accounting Principles for policies and practices related to material items that have been discussed with management;
 - Other material written communications between the external auditors and management;
 - Difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, any significant disagreements with management, and communications between the audit team and the audit firm’s national office with respect to difficult auditing or accounting issues presented by the engagement; and
 - Management’s response to such recommendations and the views of management and auditors on the overall quality of annual and interim financial reporting.
- *Ethical Compliance* – The Company’s compliance with the Code of Conduct and the Code of Ethics for the CEO and Senior Financial Officers (collectively, “Ethics Codes”) including any complaints filed under the Company’s Policy and Procedures Relating to Complaints. Notwithstanding the preceding statement, if a complaint filed under the Company’s Policy and Procedures Relating to Complaints does not involve, implicate, or otherwise relate to accounting or financial reporting errors, internal accounting controls, accounting or auditing matters, fraud or defalcations, or violations of applicable law, or involve a “named executive officer” of the Company (as defined by Reg. S-K, Section 402), the Committee may delegate responsibility to senior management of the Company to review, assess and resolve such complaints as senior management deems appropriate.

The Committee will discuss with management and/or external auditors, at least annually:

- Developments and issues with respect to reserves.
- Regulatory and accounting initiatives, as well as off-balance sheet structures, and their effect on the Company's financial statements.
- Accounting policies used in the preparation of the Company's financial statements (specifically those policies for which management is required to exercise discretion or judgment regarding the implementation thereof).
- Management's evaluation of the Company's internal control structure and procedures for financial reporting and review periodically, but in no event less frequently than quarterly, management's conclusions about the efficacy of such internal controls and procedures, including any significant deficiencies or material weaknesses in such controls and procedures.
- Management's assessment of (1) the effectiveness of the Company's internal control structure and procedures for financial reporting and (2) the external auditors' attestation to, and report on, management's control assessment related to the Company's internal controls over financial reporting.
- Any material legal affairs of the Company and Company's compliance with applicable law and listing standards with the Company's chief legal officer.

The Committee will review, assess, and approve:

- At least annually, the Ethics Codes, the internal audit charter and the Committee charter.
- Waivers of the Ethics Codes effected for or granted to any director or executive officer. Such waivers must be promptly reported as required by law or stock exchange regulation.
- At least annually, the internal audit plan and schedules for the Company and its affiliates.
- Changes in important accounting principles and the application thereof in both interim and annual financial reports.
- Significant conflicts of interest and related-party transactions.
- Performance of and changes in external auditors.
- Performance of and changes in the chief internal auditor and changes in internal audit leadership and/or key financial management.
- Such policies and procedures of the Board as delegated by the Board (or such committee of the Board as the Board may authorize).

The Committee will 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 the Company regarding questionable accounting or auditing matters.

Subsidiaries of the Company

Where the Committee is performing the duties required by law to be performed by an audit committee for a subsidiary bank of the Company that does not have its own audit committee, the Committee will review with management and the independent auditors the basis for the reports required to be filed by management and by the independent auditors with the Federal Deposit Insurance Company or the Office of the Comptroller of the Currency pursuant to 12 C.F.R. Sections 363.2(a) and (b) and Sections 363.3(a) and (b), respectively, and 12 C.F.R. Section 363.4.

The Committee will perform the duties required to be performed by the fiduciary audit committee for any bank subsidiary of the Company exercising fiduciary powers that does not have its own audit committee, in each case to the extent permitted, and in the manner required, by applicable laws and regulations.

The Committee will also oversee the audit of any employee benefit plan (for which the Company is either the fiduciary named in the plan with respect to administration, identified as such fiduciary pursuant to plan provisions, or delegated the responsibility and authority to administer the plan) where the audit results will be filed with the US Securities and Exchange Commission.

The Committee may meet simultaneously, collectively, as a committee of the Company and any subsidiary bank, though it may hold separate sessions if necessary to address issues that are relevant to one entity but not the other or to consider transactions among the entities or to address other matters where the entities may have different interests. The Committee should consult with internal or outside counsel if, in the opinion of the Committee, any matter under consideration by the Committee has the potential for any conflict between the interests of the Company and those of the subsidiary or the Company's other direct or indirect subsidiaries in order to confirm that appropriate procedures are established for addressing any such potential conflict and for promoting compliance with the Company's policies regarding Sections 23A and 23B of the Federal Reserve Act.

Adopted by the Board of Directors of First Financial Bancorp on January 24, 2006.
Last Reviewed/Revised: January 23, 2017