

FULTON FINANCIAL CORPORATION

Audit Committee Charter

As of September 17, 2019

Purpose

The Audit Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Fulton Financial Corporation (the "Corporation") to oversee the accounting and financial reporting processes, system of internal control, internal auditing of the Corporation, and the audits of the financial statements of the Corporation. In that regard, the Committee assists the Board in its oversight of: 1) the quality and integrity of the Corporation's financial statements; 2) the independent auditor's qualifications, independence, and performance; 3) the performance of the Corporation's internal audit function; 4) the adequacy of the system of internal controls and management's compliance thereto; and 5) the Corporation's compliance with legal and regulatory requirements that have a significant financial reporting impact. The Committee has been designated to be and serves as the Audit Committee of the Corporation, and its affiliates, including Fulton Bank, National Association (the "Bank"), and its other subsidiaries.

The Committee is responsible for the preparation of the Corporation's Audit Committee Report as required by the Securities and Exchange Commission ("SEC") to be included in the Corporation's annual proxy statement.

Membership

The Board shall appoint members of the Committee, and Committee members are subject to removal at any time by a majority of the Board. The Board may fill any vacancy on the Committee. The Board shall annually designate one member of the Committee to serve as Committee Chair and another as its Vice-Chair. The individual serving as Committee Chair shall not serve more than 5 consecutive years as the Committee Chair. At least one member of the Committee shall also serve as a member of the Corporation's Risk Committee.

The Committee shall consist of a minimum of three members who meet the independence and experience requirements of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the Securities and Exchange Commission (the "SEC"), the NASDAQ Stock Market ("NASDAQ") and the Federal Deposit Insurance Corporation (the "FDIC"), and the foregoing requirements, rules and regulations as amended shall hereby govern the Committee members and their actions. No member of the Committee shall have participated in the preparation of the financial statements of the Corporation or any current subsidiary of the Corporation, or shall have been employed by the Corporation, at any time during the past three years. All members of the Committee must be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement. At least one member of the Committee shall be an audit committee financial expert, as defined by the SEC. Committee members shall not simultaneously serve on the audit committees of more than two other public companies.

Meetings

The Committee shall meet as often as it determines necessary to fulfill its duties, but not less frequently than 12 times each calendar year. A simple majority of the voting members of the Committee shall constitute a quorum for the conduct of all business. The Committee shall meet in separate executive

sessions with the Corporation's independent auditor and Chief Audit Executive, and have such other direct and independent interaction with such officers of the Corporation and persons from time to time as the members of the Committee deem appropriate. The 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. Written minutes of the Committee meetings shall be maintained.

Authority and Responsibility

The Committee shall have the sole authority to appoint, determine the funding for, evaluate, retain, and terminate the Corporation's independent auditor. The 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. The independent auditor shall report directly to the Committee.

The Committee shall pre-approve all auditing services and permitted non-audit services, including the fees and terms thereof, to be performed for the Corporation by its independent auditor, subject to the de minimis exceptions for non-audit services defined in the Exchange Act, which are approved by the Committee prior to completion of the audit. The Committee may, at its discretion, consult with management; however, under no circumstances may these responsibilities be delegated to management.

The Committee may delegate authority to subcommittees consisting of one or more members of the Committee, when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services. Any decisions of such subcommittees to grant pre-approvals shall be presented to the full Committee for ratification at its next scheduled meeting.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor, payment of compensation to any advisors retained by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

With respect to any bank subsidiary of the Corporation that has not established its own independent audit committee, it is intended that the Committee, in carrying out the responsibilities set forth in this Charter, will also satisfy the obligations imposed on such bank subsidiary relating to the establishment and duties of an independent audit committee as set forth in Part 363 of the FDIC regulations.

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

Committee members are entitled to rely in good faith on information, opinions, reports, or statements made or presented by one or more officers of the Corporation, believed to be reliable and competent with respect to the matters presented, or by counsel or other experts or consultants retained by the Committee or the Corporation, with respect to matters believed to be within the scope of their expertise.

Escalation

The Committee shall make regular reports of its meetings to the Board, including reports of any significant issues relating to audit, SEC compliance and financial reporting matters. The Committee shall also report to the Board the substance of any significant concern reported to the Committee by the independent auditor, Chief Audit Executive or Chief Legal Officer.

Functions and Duties

To execute its oversight responsibilities, the Committee, to the extent it deems necessary or appropriate, shall undertake the following functions and duties:

Oversight of Financial Statement and Disclosure Matters

1. Review and discuss with management and the independent auditor the Corporation's annual audited financial statements, including disclosures made in the management's discussion and analysis section, 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 and disclosures prior to filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.
3. Review and discuss with management the Corporation's earnings press releases and financial information and earnings guidance, if any, provided to investment analysts and ratings agencies. Such discussions may be in general terms (i.e., discussion of the types of information to be discussed and the type of presentations to be made). Review and discuss any pro forma or non-GAAP financial measures included in any public filings.
4. Discuss with management and the independent auditor qualitative aspects of the Corporation's financial reporting, including significant financial reporting issues, judgments and accounting estimates, including but not limited to the allowance for credit losses, made in connection with the preparation of the Corporation's financial statements, and any significant changes in the Corporation's selection or application of accounting principles.
5. Review and discuss written reports from the independent auditors with respect to:
 - a. All critical accounting policies and practices to be used;
 - b. All alternative treatments of financial information within GAAP 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, including but not limited to, any management letter or schedule of unadjusted differences.

6. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives, if any, as well as off-balance sheet structures on the Corporation's financial statements.
7. Discuss with management the Corporation's major financial risk exposures pertaining to financial reporting and the policies and procedures that management has implemented to monitor and control such exposures, including the Corporation's risk management policies.
8. Review the adequacy of the Corporation's finance and accounting function, including staffing, budgeting and responsibilities. Provide input into the appointment or dismissal of the Corporation's Chief Financial Officer and Chief Accounting Officer.
9. Review significant tax matters affecting financial reporting, including tax strategies, risks and mitigation plans.

Oversight of the Corporation's Independent Auditors

10. Appoint (and recommend for shareholder ratification), compensate, retain and oversee the work performed by the independent auditors retained for the purpose of rendering a report on the Corporation's consolidated financial statements or for other services that are deemed acceptable. Discuss with the independent auditor the matters required to be discussed by Public Company Accounting Oversight Board Auditing Standard 1301 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, restrictions on the scope of activities or access to requested information and any significant disagreements with management. Also discuss with the independent auditor any financial reporting issues in which their national office was consulted.
11. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit, including a review of the hours to be spent on the audit by persons other than the independent auditor's full-time staff and the coordination of their audit effort with internal audit. Review any significant changes to the external audit plan.
12. Obtain, review and discuss a formal written report received 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, peer review, or PCAOB review of the firm, or by any inquiry or investigation by government or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm;
 - c. Any steps taken to deal with any such issues; and
 - d. All relationships or services between the independent auditor and the Corporation or any of its related entities that may impact the objectivity and independence of the auditor.

This report should be used to evaluate the qualifications, performance and independence of the independent auditor annually, including a review and evaluation of the lead partner, considering whether the auditor's quality controls are adequate, and taking into account the opinions of

management and the Chief Audit Executive. Also, ensure the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. The Committee should also consider whether there is any change needed in the independent auditor based on this assessment. The Committee shall annually present its conclusions with respect to this assessment to the full Board.

13. Approve, or recommend to the Board for approval policies, consistent with governing laws and regulations, for hiring any current or former employees of the independent auditor. Review and approve the Corporation's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Corporation.
14. Review and approve both audit and non-audit services to be provided by the independent auditor. Review aggregate fees billed by the independent auditor on an annual basis that will be included in the Corporation's proxy disclosures.
15. Review and discuss with the independent auditor any illegal acts detected during the performance of its duties in a timely manner and inquire of the independent auditor regarding any conclusions reached with respect to governance, controls or practices related to such illegal acts, and obtain from independent auditor any reports related to illegal acts they detected pursuant to Section 10A(b) of the Exchange Act.
16. Review the reports of independent auditors retained to perform audits of financial statements of entities related to the Corporation.

Oversight of the Corporation's Internal Audit Function

17. Review and approve the internal audit function's charter, staffing, and budget at least annually. Review and approve the Chief Audit Executive's hiring, replacement, annual performance evaluation, and compensation.
18. At least annually, review the organizational reporting structure of the Corporation to ensure the independence with regard to the Chief Audit Executive and the internal audit department. Hold executive sessions with the Chief Audit Executive as needed to review any significant difficulties with internal audits, disagreements with management, or any scope restrictions.
19. Review and approve the risk assessment methodology, the annual internal audit risk assessment and the annual audit plan to ensure sufficient audit coverage related to the assessment of the adequacy and effectiveness of the system of internal control and compliance with laws and regulations.
20. At least quarterly, review the status of the Internal Audit plan with the Chief Audit Executive, including any changes to the plan, Internal Audit reports issued, or summaries thereof, significant audit findings and conclusions, and management's response and remediation status.
21. Review and provide input on the internal audit activity's strategic plan, objectives, performance measures and outcomes

22. With respect to any outsourcing or co-sourcing of any element of the internal audit function, review and approve the selection or termination of providers. Ensure that providers used are qualified, independent and objective and ensure adequate oversight and internal ownership of outsourced or co-sourced work.
23. Ensure the completion of and review internal and external quality assessments of the internal audit function consistent with the recommendations of the Institute of Internal Auditors.

Oversight of Internal Controls

24. Provide structured and systematic oversight of internal control practices and review the effectiveness of the Corporation's internal control framework. Ensure that control weaknesses and/or violations of law or regulation are addressed effectively and timely.
25. Review the results of management testing of internal control over financial reporting including information about any identified significant deficiencies or material weaknesses and management's plan for remediation thereof. Review any disclosure from the Corporation's Chief Executive Officer and Chief Financial Officer made in connection with their certification of the Corporation's quarterly and annual reports filed with the SEC of significant deficiencies or material weaknesses in the design or operation of internal controls over financial reporting and any fraud, whether or not material, involving management or other employees who have a significant role in the Corporation's internal controls.
26. Review the adequacy and effectiveness of the Corporation's disclosure controls and procedures and management's report thereon.
27. Review the independent auditor's attestation report on the annual assertions made by the Corporation's management concerning the effectiveness of the Corporation's internal controls over financial reporting.
28. Review the management reports on internal controls and compliance with designated laws and regulations to be provided to the regulatory agencies pursuant to Part 363 of the FDIC regulations and the basis for the assertions contained therein.

Oversight of Compliance with Laws and Regulations Relating to Financial Reporting

29. At least annually, conduct an appropriate review and oversight of all related person transactions, as defined in Item 404 of Regulation S-K, for potential conflict of interest situations on an ongoing basis. Management will provide a description of the process being used to ensure that all related person transactions are identified and reported. In the event of a potentially significant related person transaction arises, the Chief Legal Officer will review the facts and circumstances with the Committee at an interim date.
30. Establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and procedures for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters. Review all meritorious complaints regarding accounting, internal accounting controls or auditing matters and the resolutions thereto.

31. Discuss with management, the Chief Audit Executive 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.
32. Review and discuss, as needed with the Corporation's Chief Legal Officer, legal matters that may have a material impact on the financial statements or the Corporation's compliance policies.
33. Review and discuss, as needed with the Corporation's Chief Risk Officer the status and results of regulatory agency examinations, significant issues arising out of such examinations, related management or affiliate Board responses and regulatory or compliance matters related to accounting, financial reporting, internal controls, auditing matters, or any other matters within the scope of the Committee's oversight responsibilities.
34. Review and discuss any reports concerning material violations submitted to it by the Corporation's attorneys or outside counsel pursuant to the SEC attorney professional responsibility rules (17 C.F.R. Part 205) or otherwise.
35. Review and discuss updates, as needed, to the Corporation's Disclosure of Material Nonpublic Financial Information Policy (Reg FD Policy).

Other Responsibilities

36. Review and reassess the adequacy of the Committee Charter on an annual basis and recommend any proposed changes to the Board for approval.
37. Perform an annual performance assessment of the Committee relative to its purpose, duties and responsibilities outlined with respect to the requirements of the Charter.
38. Approve the Disclosure Committee Charter and any updates proposed by the Disclosure Committee after their annual review.