

Charter of the Audit Committee of the Board of Directors of FS Bancorp, Inc.

I. Statement of Policy

The Audit Committee (the “Committee”) is appointed by the Chairperson of the Board of Directors (the “Board”) of FS Bancorp, Inc. (the “Company”) to represent and provide assistance to the Board in fulfilling its oversight responsibility relating to the integrity of the Company’s financial statements and the financial reporting processes; the systems of internal accounting and financial controls; the Company’s compliance with legal and regulatory requirements; the annual independent audit of the Company’s financial statements; the registered public accounting firm’s qualifications and independence; the performance of the Company’s Internal Audit Function and registered public accounting firm, complaints relating to accounting, internal accounting controls or auditing matters, internal controls and the measurement of operational risk, and any other areas specified by the Board of potential financial risks to the Company.

In fulfilling its duties and responsibilities, the Committee is empowered to investigate any matter brought to its attention, with full access to all necessary books, records, facilities and personnel of the Company, and has the authority to retain at the Company’s expense special legal, accounting or other advisors, consultants or experts as it deems appropriate.

In fulfilling its responsibilities, it is recognized that members of the Committee are not employees of the Company. The Company’s Management is responsible for preparing the Company’s financial statements. The retained registered public accounting firm is responsible for auditing the Company’s annual financial statements and reviewing the Company’s quarterly financial statements prior to the filing of the annual and quarterly reports on Forms 10-K and 10-Q with the SEC.

It is not the duty or responsibility of the Committee or its members to conduct auditing or accounting reviews or procedures or to determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles (“GAAP”) and applicable rules and regulations. Instead, that is the responsibility of Management and the retained registered public accounting firm.

Each member of the Committee shall be entitled to rely on the integrity of those persons and organizations within and outside the Company from whom and from which he or she receives information and the accuracy of the financial and other information provided to the Committee by such persons or organizations, absent actual knowledge to the contrary (which shall be promptly reported to the Board).

II. Committee Composition and Meetings

The Committee shall be composed of three or more independent directors, all of whom must be directors of FS Bancorp. The standard for independence is as defined in NASDAQ

Listing Rule 5605(a)(2) and under Rule 10A-3(b)(1) of the Securities Exchange Act of 1934 (the “Exchange Act”).

The Committee Chairperson shall prepare or approve an Agenda in advance of each meeting. If the Chairperson is unavailable for a meeting, a temporary chairperson may be appointed. One committee member or designee shall be responsible for preparing the minutes of each meeting.

The Committee shall meet as frequently as needed to perform its duties but shall meet no less than four times a year. A simple majority shall constitute a quorum.

Each member of the Committee shall be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement.

At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

At least one member of the Committee may be designated annually by the Board as an “audit committee financial expert,” as the SEC defines that term and as the Board interprets such qualification in its business judgment, consistent with such definition.

The Committee shall meet separately, periodically, with Management, the chief internal auditor and/or other members of the Company’s Internal Audit Function and the retained registered public accounting firm, to discuss any matters that the Committee or any of these persons believes should be discussed. The Committee may also meet separately with regulatory examiners.

III. Committee Duties, Responsibilities and Processes

A. Duties

The Committee will keep adequate minutes of all its proceedings, and will report its actions at the next meeting of the Board. All Board members will be provided access to copies of the minutes of each meeting and advise of any action taken by unanimous consent in lieu of a meeting. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), actions without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure consistent with: (a) any provision of this Charter; (b) any provision of the Bylaws of the Company; or (c) the laws of its jurisdiction of incorporation.

B. Responsibilities and Processes

Listed below are the principal responsibilities and recurring processes of the Committee in carrying out its oversight role. The processes are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

Review Procedures

1. Review and discuss the form of presentation and type of information to be contained in earnings press releases. The Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.
2. Prior to the filing of the Company's quarterly and annual reports on Forms 10-Q and 10-K, review and discuss with Management and the retained registered public accounting firm: (i) the Company's quarterly and annual consolidated financial statements; (ii) matters that affect the Company's consolidated financial statements, including disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations;" (iii) the results of the registered public accounting firm's reviews of the quarterly financial statements, the audit of the annual financial statements and the registered public accounting firm's report, and any other matters required to be communicated to the Committee by the registered public accounting firm, as well as discussions regarding qualitative judgments of the registered public accounting firm about the appropriateness, not just the acceptability, of the Company's accounting principles, and the clarity of the financial statements; (iv) all critical accounting policies and practices to be used; (v) any matters required to be communicated to the Committee by the registered public accounting firm in accordance with SAS Nos. 61 and 71 or any other SAS; and (vi) other material written communications between the registered public accounting firm and Management.
3. Regularly review with the registered public accounting firm any problems or difficulties encountered in the course of the audit work and Management's response, including any restrictions on the scope of activities or access to requested information and any significant disagreements with Management.
4. Review: (i) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and any major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of any material control deficiencies; (ii) analyses prepared by Management and/or the registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
5. In consultation with Management, the registered public accounting firm and the internal auditors, monitor the integrity and effectiveness of the Company's financial reporting processes and systems of internal controls, including reviewing and

- discussing major financial risk exposures and the steps Management has taken to monitor, control and report such exposures; and review significant findings relating to the foregoing prepared by the registered public accounting firm or the internal auditors, together with Management's responses and follow-up to these reports.
6. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. Such procedures have been established by the Committee and are set forth in the Company's Code of Business Conduct and Ethics.

Registered Public Accounting Firm and Other External Services

7. The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the registered public accounting firm, including resolution of disagreements between Management and the registered public accounting firm regarding financial reporting. The registered public accounting firm shall report directly to the Committee.
8. Pre-approve the engagement letters and the fees to be paid to the registered public accounting firm for all audit and permissible non-audit services to be provided by the registered public accounting firm and consider the possible effect that any non-audit services could have on the independence of the registered public accounting firm. The Committee may establish pre-approval policies and procedures, as permitted by applicable law and SEC regulations and consistent with this Charter, for the engagement of the registered public accounting firm to render permissible non-audit services to the Company, including but not limited to policies that would allow the delegation of pre-approval authority to one or more members of the Committee, provided that any pre-approvals delegated to one or more members of the Committee are reported to the Committee at its next scheduled meeting.
9. Evaluate the qualifications, independence and performance of the registered public accounting firm annually. This evaluation shall include a review and discussion of the annual communication as to independence delivered by the registered public accounting firm required by Independence Standards Board Standard No. 1. 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 and the rotation of any other audit partner whose rotation is required by the regulations of the SEC.
10. Review the Audit Plan of the registered public accounting firm -- discuss scope, staffing, timing, estimated and actual fees, reliance upon management and internal audit and general audit approach.
11. Set clear hiring policies for employees or former employees of the registered public accounting firm.

Internal Audit Function

12. Review the budget program, changes in program, activities, strategies, organizational structure and qualifications of the Internal Audit Function. With respect to the implementation of their respective functions, the in-house and outside elements of the Internal Audit Function report directly to the Committee.
13. Evaluate whether the operation and structure of the Internal Audit Function permits unrestricted access by internal auditors to records, personnel and physical properties relevant to the performance of its responsibilities and to Management, the Committee and the Board.
14. Evaluate the effectiveness the Internal Audit Function. Assess the adequacy of the resources allocated for the performance of the Internal Audit Function.
15. Review the appointment, performance and replacement of the senior in-house personnel and outside consultants who manage elements of the Internal Audit Function. Decisions regarding hiring or termination of these persons and entities require endorsement by the Committee. The Chairperson of the Committee will also be involved in performance evaluation and compensation decisions related to these persons and entities.
16. Review significant issues presented by the Internal Audit Function together with Management's response and follow-up to these reports.

Other Committee Responsibilities

17. Review and reassess the adequacy of this Charter at least annually, and recommend any proposed changes to the Board for its approval and ensure the publication of this Charter in accordance with SEC, NASDAQ and other applicable regulations.
18. Review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the registered public accounting firm, or the performance of the Internal Audit Function.
19. Conduct an appropriate review and approval of all related party transactions on an ongoing basis, as required by the NASDAQ listing standards. For these purposes, the term "related party transactions" shall refer to transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404.
20. Review with the Company's chief corporate counsel, Breyer & Associates: (i) any significant legal matter that could have a material impact on the Company's financial statements; (ii) legal compliance matters, including corporate securities trading policies and material notices to or inquiries received from governmental agencies; and (iii) reports of evidence of a material violation of securities laws or breaches of fiduciary duty.

21. Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Company's Forms 10-K and 10-Q with respect to the financial statements and about any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting and any fraud, whether or not material, involving Management or other employees who have a significant role in the Company's internal control over financial reporting.
22. Review regulatory examination reports and consider Management's response to these reports. Actively review, approve and follow up any corrective action required by Regulators.
23. Review the performance of the Company's senior financial officers and make recommendations for improvement.
24. Conduct an annual self-evaluation of the Audit Committee's performance and report the results to the full Board of Directors.
25. Perform any other activities consistent with this Charter, the Company's bylaws or governing law as the Committee or the Board deems necessary or appropriate.

IV. Funding

The Company shall provide the Committee with appropriate funding, as determined by the Committee, in its capacity as a Committee of the Board, for payment of: (i) compensation to the registered public accounting firm and to any advisors employed by the Committee; and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

V. Reliance on Others

Nothing in this Charter is intended to preclude or impair any protection provided by applicable laws for good faith reliance by members of the Committee on reports or other information provided by others in the performance of its duties.

VI. Investigations and Studies; Outside Advisers

The Committee may conduct or authorize studies of or investigations into matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such counsel, or other advisers as it deems necessary (which may, if the Committee deems it appropriate, be the Company's regular counsel or advisers). The Committee shall have the authority to retain or terminate a compensation consultant to assist the Committee in fulfilling its responsibilities, including authority to approve the consultant's fees and other retention terms, which fees shall be borne by the Company.