

## **Strategy and Risk Committee Charter**

### **Purpose of the Committee**

The purposes of the Strategy and Risk Committee (the “Committee”) of the Board of Directors (the “Board”) of Primoris Services Corporation (the “Company”) shall be to oversee the Company’s portfolio of businesses; review and make recommendations to the Board regarding the Company’s proposed mergers, acquisitions, and divestitures; and review the Company’s strategic plans including capital structure, proposed methods of financing, and investment strategies related to acquisitions and divestitures. The Committee shall have the overall responsibility to review, approve, and monitor the acquisitions and investments of the Company, including acquisitions, dispositions and investments in debt and equity instruments, to the extent within the parameters described below. The Committee shall not have oversight responsibility with respect to the Company’s financial reporting, which is the responsibility of the Audit Committee of the Board.

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

### **Composition of the Committee**

The Committee shall be comprised of three or more directors. The members and the Chairperson of the Committee shall be appointed annually by the Board upon the recommendation of the Board’s Nominating and Corporate Governance Committee. A member shall serve until that member’s successor is duly appointed, or until the member’s earlier resignation or removal. Such members shall serve at the pleasure of the Board and may be removed at any time by the Board, with or without cause.

Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy or by written consent of the Board. No member of the Committee shall be removed except by majority vote of the Board.

### **Meetings and Procedures of the Committee**

The Committee may fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Committee shall meet as often as may be deemed appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines. The Committee shall also meet periodically in executive session. In the absence of the designation of any Chairperson by the Board, the Committee shall designate by majority vote of the full Committee one member of the Committee as its Chairperson. The Chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference call telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. In the event

of a tie vote on any issues being voted on by the Committee, the Chairperson's vote shall decide the issue.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

The Committee shall regularly report to the Board (at least annually) on Committee findings, recommendations on Committee actions and on the fulfillment of the Committee's duties under the Charter and on other matters the Committee deems appropriate or the Board requests. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

### **Duties of the Committee**

Subject to the limitations set forth in this Charter, applicable, laws, regulations and listing standards, and except as otherwise provided by the Board from time to time, the Committee shall:

- a. Review and approve those matters within the Committee's level of delegated authority and regularly report to the Board at its next meeting, including mergers and acquisitions, disposal of business units, and other similar matters reviewed by the Committee;
- b. Review and recommend to the Board the Company's strategic plans;
- c. Review and approve any investment in a subsidiary or other venture or major asset disposal; and
- d. Review and discuss with management and the Board the Company's risk profile, risk appetite and strategy relating to key business acquisition investment risks.

### **Evaluation of the Committee**

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee 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 Board, 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.

The Committee shall deliver to the Board a report, orally or in writing, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

## **Delegation of Authority**

The Board has delegated to the Chief Executive Officer and the Chairman of the Board (or, in the absence of a Chairman or when the roles of Chairman and Chief Executive Officer are combined, the Chief Operating Officer of the Company) concurrent decision-making authority regarding consideration to be paid, transaction structure and due diligence associated with any management proposals for acquisitions that involve aggregate consideration (including debt assumed) of no more than \$25 million individually; provided, however, that all acquisitions still require the full vote and approval of the Board before entering into a definitive agreement. For this purpose, acquisitions shall include joint ventures, investments in new businesses and partnership arrangements.

The Committee may form any other subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

## **Investigations and Studies; Outside Advisers**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.

## **Authority**

The Committee of the Board is established pursuant to Article 4.1 of the Company's Amended Bylaws and Section 141(c) of the Delaware General Corporation Law.

As of May 1, 2020