

PRIMORIS SERVICES CORPORATION

Audit Committee Charter

Purpose of the Committee

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Primoris Services Corporation (the “Company”) shall be to assist the Board’s oversight of (i) the integrity of the Company’s financial statements, (ii) the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company, (iii) the Company’s compliance with financial, legal and regulatory requirements, (iv) the independent auditors’ qualifications and independence, (v) the appointment, compensation, retention and oversight of the work of the independent auditors, (vi) the preparation of the disclosure required by the U.S. Securities and Exchange Commission (the “SEC”) to be included in the annual proxy statement, and (vii) the internal auditor’s performance and audit plan.

The Committee is not responsible for planning or conducting the audit or determining whether the Company’s financial statements are complete and accurate and are stated in accordance with generally accepted accounting principles. The Company’s management is responsible for preparing the financial statements, and the independent auditors are responsible for auditing those financial statements. The Committee does not itself prepare financial statements or perform audits or auditing services, and its members are not auditors, certifiers of the Company’s financial statements or guarantors of the Company’s independent auditors’ reports.

The registered public accounting firm engaged for the purpose of issuing an audit report for inclusion in the Company’s Annual Report on Form 10-K is referred to herein as the “independent auditors.” The independent auditors for the Company are accountable to the Board and the Committee, as representatives for the stockholders. The Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management and the Company’s independent auditors, in accordance with its business judgment.

Composition of the Committee

The Committee shall be comprised of at least three members of the Board, each of whom has been affirmatively determined in the business judgment of the Board to qualify as an “independent director” as defined by the rules of the New York Stock Exchange and in accordance with the Company’s Corporate Governance Guidelines, meet the criteria for independence set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (subject to the exemptions provided in Rule 10A-3(c)), and not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. Such members will be elected by and serve at the pleasure of the Board, upon the recommendation of the Nominating and Corporate Governance Committee.

Each member of the Committee must be financially literate, as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after such member’s appointment to the Committee. At least one member of the Committee shall have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment. In addition, at least one member of the

Committee should be an “audit committee financial expert,” as such term is defined in the rules and regulations promulgated by the SEC.

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 unanimous written consent of the Board. No member of the Committee shall be removed except by majority vote of the Board. Members may be removed by the Board with or without cause.

No member of the Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries, other than fees paid in his or her capacity as a member of the Board or of a committee 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 at least once each quarter or more frequently as circumstances, or any such rules of procedure that it may adopt, require and at such times and places as the Committee determines. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee will meet with the independent auditors upon the completion of their quarterly reviews and annual audit to review the independent auditors’ examination and any management letter issued. Periodically, the Committee shall meet separately with management and independent auditors to discuss any matters that the Committee believes should be discussed privately.

The Board shall designate 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 telephone or other communications equipment through 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. The Committee shall regularly report to the Board on Committee findings, recommendations and 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.

Committee Responsibilities

The Committee shall have the following authorities and responsibilities:

Supervise the Independent Auditor

1. Be solely and directly responsible for appointing, evaluating, retaining and, when necessary, terminating the engagement of the independent auditors. The Committee may, in its

discretion, seek stockholder ratification of the independent auditors it appoints. The Committee shall have sole and direct responsibility for setting the compensation of the independent auditors. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of the independent auditors established by the Committee. The independent auditors shall report directly to the Committee, and the Committee shall have sole and direct responsibility for overseeing the work of the independent auditors, including resolution of disagreements between Company management and the independent auditors regarding financial reporting.

2. Review, and after receiving management's comments, in its sole discretion, approve the Company's independent auditors' engagement letter(s), including all proposed fees contained therein. Preapprove all audit services to be provided to the Company, whether provided by the independent auditors or other firms, and all other services (review, attest and non-audit) to be provided to the Company by the independent auditors; provided, however, that de minimis non-audit services may instead be approved in accordance with applicable SEC rules.

3. Obtain and review annually from the Company's independent auditors:

- a. a written report describing the independent auditors' internal quality control procedures; and
- b. any report issued regarding, as well as a report on material issues raised by, the most recent internal quality control review, peer review, or inquiry or investigation by any governmental or professional authority within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such material issues; and
- c. all relationships between the Company's independent auditors and the Company.

4. Oversee the independence of the Company's independent auditors by, among other things:

- a. reviewing the written disclosures and the letter from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") regarding the independent auditors' communications with the Committee concerning independence;
- b. actively engaging in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors, and taking appropriate action to satisfy itself of the auditors' independence;
- c. approving the Committee Chair to act on behalf of the Committee to pre-approve permissible non-audit services, which shall be subject to subsequent Committee approval;

- d. considering whether, in addition to assuring the regular rotation of the lead audit partner as required by law, there should be a rotation of the Company's independent auditors; and
 - e. approving hiring policies by the Company for hiring employees, or former employees, of the independent auditors.
- 5. Evaluate qualifications, performance and independence of the independent auditors and audit team and present conclusions to the Board.
- 6. Review the annual audit plan of the Company's independent auditors, including the scope of audit activities, and monitor the plan's progress and results.
- 7. Review the results of the independent auditors' quarterly reviews and year-end audit, including any comments or recommendations.
- 8. Hold separate meetings with the independent auditors and management if different positions and conclusions are preliminarily reached.

Oversee Internal Audit and Risk Management

- 9. Periodically review and discuss with management and the independent auditors the following:
 - a. all significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize, and report financial data, including any material weaknesses in internal controls identified by the Company's independent auditors;
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls; and
 - c. any significant changes in internal controls, or in other factors that could significantly affect internal controls, including any corrective actions with regard to significant deficiencies and material weaknesses.
- 10. Review:
 - a. and discuss internal auditor's audit plan and scope;
 - b. through inquiry and discussions with Company management, the adequacy and effectiveness of the Company's accounting and internal control policies and procedures on a regular basis;
 - c. the annual draft report prepared by management assessing the effectiveness of the Company's internal control structure and procedures for financial reporting, prior to its inclusion in the Company's annual report; and

- d. Review experience and qualifications of the senior members of the internal audit team.

11. Review and discuss budget and planned scope of work and significant changes thereto and review results and summaries of completed work.

12. Discuss the process by which management of the Company assesses and manages the Company's exposure to financial risk and the steps taken to monitor and control such exposures.

13. Ensure Internal Audit validates the whistleblower hotline annually and reports on any submissions quarterly. Establish and review procedures for (i) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Oversee Financial Reporting

14. Review with management and the Company's independent auditors the following:

- a. the Company's annual audited financial statements and quarterly financial statements, including the matters required to be discussed by the applicable requirements of the PCAOB and SEC, the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", and any major issues related thereto;
- b. the Company's draft audit opinion, including any potential changes in critical audit matters;
- c. critical accounting policies and such other accounting policies of the Company as are deemed appropriate for review by the Committee prior to the regulatory filing of any annual or quarterly financial statements;
- d. major issues regarding accounting principles and financial statements presentations, including (A) any significant changes in the Company's selection or application of accounting principles and (B) any analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements;
- e. all material written communications between the independent auditors and management, including a management letter or schedule of adjusted and unadjusted differences; and
- f. the effect of regulatory and accounting initiatives on the financial statements of the Company, as well as any material financial or non-

financial arrangements that are not disclosed in the financial statements of the Company.

15. Review on a regular basis with the Company's independent auditors any problems or difficulties encountered in the course of any audit work and management's response, any restrictions on the scope of the independent auditors' activities or on access to requested information and any significant disagreements with management. The Committee may consider reviewing the following:

- a. any accounting adjustments that were noted or proposed by the independent auditors but were rejected by management (as immaterial or otherwise); and
- b. any significant communications between the audit team and the independent auditors' national office respecting auditing or accounting issues presented by the engagement.

16. Receive periodic reports from the Company's independent auditors and management of the Company to assess the impact on the Company of significant accounting or financial reporting developments that may impact the Company.

17. Review the Company's earnings press releases, as well as financial information provided by the Company to analysts and rating agencies, paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information. This review may be done generally (i.e., discussion of the types of information to be disclosed and type of presentations to be made).

18. Consider whether to recommend to the Board that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K.

Compliance Oversight

19. Meet periodically with the Chief Legal Officer, and outside counsel when appropriate, to review:

- a. legal and regulatory matters, including any matters that may have a material impact on the financial statements of the Company; and
- b. any whistleblower activities.

20. Review and discuss any correspondence with regulatory and government agencies, compliance with environmental regulations, significant tax issues and/or risks, hedging policies and key issues related to hedging, as needed, and Information Technology security risks, including cybersecurity risks and management programs.

21. Ensure compliance with any filings required under the Employment Retirement Income Securities Act (ERISA).

22. Review the Company's program to monitor compliance with the Company's Code of Conduct, and meet periodically with Company management to discuss compliance with such Code.

Minutes and Reports

23. The Committee will review and approve minutes of prior Committee meetings, as prepared by management.

24. Review and approve any proposed related party transactions in accordance with the Related Person Transaction Policy separately adopted by the Audit Committee and the Board of Directors.

25. The Committee will prepare the annual Committee report required by the rules of the SEC to be included in the Company's annual proxy statement.

Other

26. The Committee will perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deem appropriate.

Evaluation of the Committee

The Committee shall, at least annually, evaluate its performance under this Charter and evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. As part of its evaluation, 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 evaluations, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

The Committee shall conduct private meetings with independent auditors, internal auditors, and management; and hold executive sessions of the Committee members.

Delegation to Subcommittee

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; (including a subcommittee consisting of a single member); provided, however, 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; Funding

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 expert advice to the extent the Committee determines it to be appropriate, including retaining, with or without Board approval, independent legal counsel, accountants, consultants or other advisers, to assist the Committee in fulfilling its duties and responsibilities. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisers as established by the Committee and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

As of May 9, 2025