

November 5, 2024

CHARTER FOR THE STRATEGY COMMITTEE OF MATRIX SERVICE COMPANY

I. DESCRIPTION AND PURPOSE

The Strategy Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Matrix Service Company (the “Company”). The Committee’s primary functions are to assist the Board in consideration of potential transactions to ensure alignment with the Company’s long-term goals.

II. DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

- A. The Committee shall review, and if applicable, recommend to the Board strategic investments, acquisitions, divestitures, M&A and other transactions, and assess such for strategic alignment, short and long-term impact on the Company’s objectives and stockholder value and other considerations.
- B. The Committee shall regularly apprise the Board of the status and strategic alignment of any potential transactions, and report to the Board on actions of the Committee.
- C. The Committee shall review such other matters and take such other actions as may be referred to it from time to time by the Board consistent with this Charter.

III. COMPOSITION OF THE COMMITTEE

The Committee shall consist of at least three or more members, the majority of whom shall be Independent Directors, as that term is defined in the Corporate Governance Guidelines. Upon recommendation of the Nominating and Corporate Governance Committee, the full Board shall elect a Chair.

IV. MEETINGS

The Committee shall meet at least once a year or more frequently as needed to review matters requested by the Board or executive leadership. The Chair, in consultation with the other Committee members, shall determine agendas and the length of the Committee meetings. The Committee may request members of management or others attend meetings and management shall provide pertinent information as the Committee deems necessary.

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee. Minutes shall be taken for each Committee meeting which shall then be approved at the next meeting of the Committee.

V. CONSULTANTS

The Committee shall have the authority, with the approval of the Board, at Company expense, to retain and terminate consultants of its selection to advise it, including the authority to approve the firm's fees and other retention terms.

VI. DELEGATION

The Committee may delegate certain of its responsibilities to one or more of its members or to executive officers or designated senior executives, subject to any limitations imposed by the Committee.

VII. PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Nominating and Corporate Governance Committee and the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.