

May 5, 2020

**CHARTER FOR THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF
MATRIX SERVICE COMPANY**

I. DESCRIPTION AND PURPOSE

The Nominating and Corporate Governance 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 (i) to recommend and oversee compliance with the Company’s Corporate Governance Guidelines (the “Guidelines”), (ii) to consider any director candidates recommended by stockholders, (iii) to identify, recruit and recommend potential candidates for nomination as directors to the Board and to recommend directors for membership on Board committees, and (iv) to evaluate the overall performance of the Board, and (v) to report annually to the Board on the status of the CEO succession plan. The Committee shall assist the Board in fulfilling its corporate governance and oversight responsibilities by reviewing corporate governance issues that may be brought before the Board, by exercising oversight over the Guidelines, by nominating qualified individuals as directors and reviewing their performance, and by reviewing applicable laws and regulations, including without limitation the federal securities laws, related to corporate governance matters and the director nominations process.

II. COMPOSITION OF THE COMMITTEE

A. Composition

The Committee shall consist of at least three members, all of whom are Independent Directors, as that term is defined below. Upon recommendation of the Nominating and Corporate Governance Committee, the full Board shall elect a Chair by a majority vote.

B. Independent Director

Members of the Committee must meet the definition of "Independent Director" that is set forth in the Guidelines.

III. MEETINGS

The Committee shall meet as frequently as circumstances require, but in any event a minimum of twice each year. The Committee may ask members of management or others to attend meetings and may provide pertinent information to them as the Committee deems necessary. Minutes shall be taken for each Committee meeting which shall then be approved at the next regular meeting of the Committee. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

IV. GOALS AND RESPONSIBILITIES

The Committee's goals and responsibilities are as follows:

A. Corporate Governance Goals and Responsibilities

1. Review annually the Guidelines and committee charters and recommend to the Board any needed changes;
2. Review annually compliance with the Guidelines and report to the Board any findings;
3. The Committee shall review and discuss with management any communications with shareholders and others concerning the Company's annual shareholder meeting and governance process and make recommendations to the Board as may be necessary.
4. Recommend committee assignments, including committee chairmanships, to the full Board for approval. This is done after consultation with, and receiving advice from, the CEO and with consideration of the desires of individual Board members to serve on one or more committees;
5. Keep abreast of developments in the corporate governance field that might affect the Company, the terms of this Charter and the requirements for disclosures in publicly filed documents;
6. Providing oversight on environmental, social and governance matters and the Company's approach to assessing, monitoring, managing and disclosing material environmental, social and governance risks and opportunities; and
7. If a separate chairman of the Board or a lead director has not been selected to chair meetings of the Board, or if the Chairman or lead director so chosen is unable to attend or otherwise fulfill these responsibilities, then the chairman of the Committee shall coordinate with the CEO to develop a specific agenda for each Board meeting and the chairman of the Committee shall serve as the chairman of meetings of the Board.

B. Nominating Committee Goals and Responsibilities

1. Review with the Board, individually and/or as a group, the appropriate skills and characteristics required of new Board members;
2. The Committee shall oversee the training and development programs for the Board, including the implementation of programs for new directors to familiarize them with the Company's business and key challenges.

3. Periodically assess the Board's size and composition and the prospects for future vacancies and develop a Board succession plan. Solicit names for new directors for the Board from existing Board members and, to the extent deemed appropriate, from members of senior management of the Company;
4. Consider any director candidates recommended by stockholders;
5. Screen the list of potential new directors submitted to it and make an initial determination of whether the potential nominees meet the minimal criteria for directorship established by the Committee and approved by the Board. The Committee shall have the discretion to deviate from such minimal criteria in unique and unusual circumstances deemed appropriate by the Committee;
6. Gather reasonably detailed information regarding each potential nominee that passed the initial screening process referred to in paragraph 5 immediately above. The information should include present and past employment history, including detail about responsibilities performed at each position;
7. If the Committee determines it requires the assistance of a search firm to assist it in gathering information on known nominees or to add new names to the list of potential nominees, it shall have the discretion to do so and to select a firm of its choice. The Committee shall have the sole authority to retain and terminate any such search firm and to approve the search firm's fees and other retention terms;
8. After a review of potential new Board candidates and after consultation with, and considering the advice of the CEO, designate which candidates are to be interviewed. Candidates at a minimum shall be interviewed by the Chairman of the Committee and the CEO, and may be interviewed by other officers and directors at the discretion of the Chairman of the Committee after consultation and advice with the CEO;
9. Determine whether all existing Board members should be re-nominated, after reviewing the performance of existing directors with input from other directors, considering the appropriate skills and characteristics required for membership on the Board, the current and proposed makeup of the Board assuming the election of new nominees to be recommended by the Committee and the wishes of existing Board members to be re-nominated;
10. After taking into account the result of the actions taken above, develop a recommendation for Board approval of any new directors to be nominated. Prior to the final vote of the Board on the nomination of a new director, arrange for the selected candidate to meet all existing directors that he or she has not yet met, if such meetings are requested by the directors; and

11. Review any director resignation letter tendered in accordance with Company's director resignation policy set out in the Company's Corporate Governance Guidelines and evaluate and recommend to the Board whether such resignation should be accepted.

The Committee has the power to delegate aspects of its work to subcommittees, with prior Board approval.

C. Evaluation

1. Annually evaluate the overall performance of the Board;
2. Periodically evaluate this Charter and the charters of the other Board committees as needed to ensure compliance with the Guidelines and applicable laws and regulations;
3. Periodically evaluate the assignment of directors to the Committee and to other Board committees to ensure compliance with the Guidelines and applicable laws and regulations;
4. The Committee shall periodically review and assess the adequacy of the Articles of Incorporation and By-Laws of the Company and recommend any proposed changes to the Board for consideration.
5. The Committee shall periodically review the indemnification agreement provided by the Company to the Board and, if modifications are proposed with respect to the indemnity, make such recommendations to the Board.
6. The Committee shall review annually the insurance coverage for directors and officers.
7. Review periodically legislative, regulatory or other public issues that may have a material impact on the Guidelines and the Company's corporate governance;
8. Through the Chairman, provide any necessary counseling to a director in the area of corporate governance; and
9. Report Committee actions and the Committee's evaluation of the overall performance of the Board to the Board with such recommendations as the Committee may deem appropriate.

D. Director Qualifications; Process for Identifying and Evaluating Nominees

1. Nominees for director shall possess the following minimum qualifications: broad experience, wisdom, integrity, the ability to make independent analytical inquiries, an understanding of the Company's business environment, and a willingness to devote adequate time to Board duties.

The Committee shall be responsible for assessing the appropriate balance of skills and qualifications required of directors.

2. In identifying and evaluating nominees for director, including nominees recommended by stockholders, the Committee shall implement such process, as it deems appropriate including, in its sole discretion, retaining a third party or third parties to identify or evaluate or assist in identifying or evaluating potential nominees. However, at a minimum, each nominee for director shall (a) meet the minimum qualifications set forth above, (b) have at least one interview with the Committee, the CEO, with any other Board member who requests an interview and by other Company officers at the discretion of the Board, and (c) complete and sign the Company's questionnaire for directors and officers (the "Questionnaire") in a form deemed appropriate by the Company and its advisors prior to his or her nomination to the Board.
3. When formulating its director recommendations, the Committee shall also consider any advice and recommendations offered by the Company's CEO and any non-committee members of the Board.
4. When formulating its director recommendations, the Committee shall also consider any written recommendations received from the stockholders of the Company. There shall be no difference in the manner in which the Committee evaluates nominees for director based on whether the nominee is recommended by a stockholder.
5. In determining whether to recommend a director for re-election, the Committee shall consider the director's independence, past attendance at meetings and participation in and contributions to the activities of the Board.

V. INVESTIGATIONS

The Committee has the authority to conduct any background check or other investigation appropriate to fulfilling its responsibilities and duties and it has direct access to anyone in the Company. The Committee has the ability to retain, at the Company's expense, legal, accounting, or other consultants or experts it deems necessary to fulfill its responsibilities and duties.