

**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 to the Board the Company’s Corporate Governance Guidelines (the “Guidelines”) and to oversee compliance with those 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, (iv) to evaluate the performance of the Board and its committees, and (v) to develop and maintain Company corporate governance policies, practices and processes and recommend such policies, practices and processes to the Board for approval, as necessary, including with respect to environmental, social and governance matters, as well as climate-related matters that may affect the Company.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of at least three members, all of whom are Independent Directors, as that term is defined in the Guidelines. Upon recommendation of the Committee, the full Board shall elect a Committee Chair.

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, committee charters, and periodically review the Company’s other corporate governance policies and recommend to the Board any needed changes;
2. Review periodically compliance with the Guidelines, including bi-annual

compliance with the Stock Ownership 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, governance process, and environmental, social and governance ("ESG") and other matters and make recommendations to the Board as may be necessary;
4. The Committee shall provide oversight of and regularly review with Management, material sustainability issues and risks, and at least annually discuss with the Board, the Company's policies, processes, strategies and initiatives to address such matters, including climate-related issues and risks and opportunities, and monitoring the Company's progress toward meeting ESG goals;
5. Periodically review and discuss with management the Company's reporting on ESG and sustainability;
6. 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;
7. 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; and
8. 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 Chair of the Committee shall coordinate with the CEO to develop a specific agenda for each Board meeting and the Chair of the Committee shall serve as the chair of meetings of the Board.

B. Nominating 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. Evaluate the "independence" of members of the Board, as such term is defined by Nasdaq listing standards and other applicable laws and regulations and make recommendations to the Board regarding each Board member's independence;
3. Periodically assess the Board's size and composition and the prospects for future vacancies and develop a Board succession plan. Solicit names for potential candidates 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 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 4 immediately above. The information should include present and past employment history, including detail about responsibilities performed at each position;
7. If the Committee desires to seek 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 Chair of the Board, Chair of the Committee and the CEO and shall also be interviewed by any other Director that requests to do so. Officers other than the CEO may interview the candidates at the discretion of the Chair 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. In the discretion of the Chair, 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;
11. Periodically review and make recommendations to the Board on director orientations and continuing education. Ensure that each new director received an orientation to the Company and Director responsibilities; and
12. Review any director resignation letter tendered in accordance with Company's director resignation policy set out in the 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 and its Committees;
2. Periodically evaluate this Charter, the charters of the other Board committees, and other governance documents 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. Review with legal counsel any legal and regulatory matters that may have a material impact on the Guidelines and the Company's corporate governance policies, practices, and processes;
5. Through the Chair, provide any necessary counseling to a director in the area of corporate governance; and
6. 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 Chair, 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 past attendance at meetings and participation in and contributions to the activities of the Board.

E. Executive Officer Succession Planning, Talent Development and Appointments

1. Periodically review the processes supporting the Board's CEO succession planning and review of talent development for potential CEO succession candidates.
2. Periodically review the processes around succession planning and talent development for members of management at the named executive officer level and executive leadership at key operating units, with a view to supporting the executive management and leadership needs of the Company.
3. Review annually the CEO's nomination of executive officers and make recommendations to the Board of such persons to be elected executive officers by the Board and proposed personnel changes involving such executive officers.

V. CONSULTANTS

The Committee shall have the authority, in its sole discretion, to obtain the advice of and seek assistance from a director search firm and from internal or external legal, accounting or other advisors as it deems necessary to fulfill its duties and responsibilities as set forth in this Charter. The Committee shall have the sole authority to retain, oversee and terminate any director search firm and external legal, accounting and other advisors hired to assist the Committee and shall have the sole authority to approve such consultants' or other advisors' fees and other retention terms. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of any consultants, search firms, outside counsel or experts and any other advisors to the Committee.

VI. 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.

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 Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.