

October 31, 2023

**CHARTER FOR THE
PROJECT RISK COMMITTEE
OF
MATRIX SERVICE COMPANY**

I. DESCRIPTION AND PURPOSE

The Project Risk 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 fulfilling its oversight responsibilities with respect to the Company’s operational and financial risks associated with the estimating, planning, execution and performance of Significant Projects of the Company. The Board recognizes that management has the responsibility for developing and executing all projects for the Company. A project shall be designated a Significant Project if the bid and/or performance of the contract requires approval by the Board pursuant to the Company’s Delegation of Authority or, in the sole judgment of the Board or Committee, may pose a financial or other risk, is a first of a kind, or is otherwise designated as a Significant Project, collectively referred to herein as “Significant Projects.”

II. DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

- A. Pre-Award: Discuss with management the Company’s bid, proposal strategy and risk assessment for contracts that require Board approval pursuant to the Company’s Delegation of Authority and such other potential contracts as may be designated Significant Projects. Receive progress updates on the implementation of the strategy during the bid proposal process.
- B. Post Award: Review and discuss with management the Company’s current Significant Projects, including any major strategic, operational, quality or other areas with respect to such projects. Review and discuss with management the risk assessment and, as appropriate, risk mitigation strategies, associated with the remaining obligations of the applicable Significant Project.
- C. The Committee shall see that the Board is regularly apprised of the status of Significant Projects and, as applicable, promptly report any issues that may have significant financial implications to the Audit Committee. The Committee shall also coordinate and communicate with the Audit Committee, as appropriate, to review and discuss with management the Company’s disclosure regarding risk associated with Significant Projects reviewed by the Committee.

III. COMPOSITION OF THE COMMITTEE

The Committee shall consist of at least two 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 as many times as it deems appropriate, but in any event a minimum of four times each year. The Committee may request members of management or others attend meetings and management shall provide pertinent information as the Committee deems necessary. Minutes shall be taken for each Committee meeting which shall then be approved at the next 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.

V. 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.

VI. 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.