

# **BENCHMARK ELECTRONICS, INC.**

## **Charter of the Audit Committee of the Board of Directors**

(as amended February 21, 2023)

### **Mission Statement**

The primary purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Benchmark Electronics, Inc. (the “Company”) is:

(A) to assist the Board in fulfilling its responsibility to oversee (i) management’s conduct of the Company’s financial reporting process (including management’s development and maintenance of systems of internal accounting, financial and disclosure controls), (ii) the integrity of the Company’s financial statements, (iii) the Company’s compliance with legal and regulatory requirements and ethical standards, (iv) the qualifications and independence of the Company’s independent registered auditors (the “outside auditors”) and (v) the performance of the Company’s internal audit function and the outside auditors; and

(B) to prepare the audit committee report required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement.

### **Membership**

The Committee shall consist of at least three directors, the exact number to be determined from time to time by the Board.

The Committee’s composition shall meet the independence and expertise requirements for audit committees imposed by the listing standards of the New York Stock Exchange (the “NYSE”), Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations thereunder in effect from time to time. Each member of the Committee must be financially literate (or become so consistent with the rules of the NYSE), and at least one member of the Committee must have accounting or related financial management expertise, in each case as determined by the Board. At all times, it is expected that at least one member of the Committee will be an “audit committee financial expert” as defined by the SEC.

Each member of the Committee shall be appointed by a majority vote of the Board from among its members based on the recommendations of the Nominating, Sustainability & Governance Committee and shall serve until such member’s successor is duly appointed and qualified or until such member’s resignation or removal by a majority vote of the Board.

No member of the Committee may serve simultaneously on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair such director's ability to serve effectively on the Committee.

### **Authority and Responsibilities**

The Committee's function is not to replace the Company's management, internal auditors and outside auditors, but is rather one of oversight. It is the responsibility of the Company's management to prepare the Company's financial statements and to develop and maintain adequate systems of internal accounting, financial and disclosure controls, and it is the internal and outside auditors' responsibility to review, and when appropriate, audit or attest to these financial statements and internal controls. The Committee recognizes that the Company's Finance organization and the internal and outside auditors have more knowledge and information about the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee cannot provide any expert or special assurance as to the Company's financial statements, internal controls, or any professional certification as to the outside auditors' work.

In carrying out its oversight responsibilities, the Committee shall undertake the following activities and have the following authority (in addition to any others that the Board may from time to time delegate to the Committee):

#### Relationship with Auditors

1. The Committee shall have sole authority and be directly responsible for the retention, compensation, oversight, evaluation and termination (subject, if applicable, to shareholder ratification) of the work of the Company's outside auditors and any other auditors performed for the purpose of preparing or issuing an audit report or performing other audit, review or attest services. The Company's outside auditors shall report directly to the Committee.
2. The Committee shall review and pre-approve (a) all auditing services (including those performed for purposes of providing comfort letters and statutory audits) and (b) all non-auditing services rendered to the Company by its outside auditors (other than de minimus non-audit services as defined in Section 10A(i)(1)(B) of the Exchange Act, which shall be approved prior to completion of the outside auditors' audit), in each case including fees.
3. The Committee shall receive from the outside auditors, at least annually, a written report describing: (a) the outside auditors' internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board

(“PCAOB”) review or inspection of the outside auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to any independent audit carried out by the outside auditors, and any steps taken to deal with any such issues; and (c) all relationships between the outside auditors and the Company, including the matters covered by Independence Standards Board Standard Number 1 and any services that may impact the objectivity and independence of the outside auditors.

4. After reviewing the foregoing report and the outside auditors’ work and taking into account the opinions of such persons and taking such additional actions as the Committee deems appropriate, the Committee shall evaluate the outside auditors’ qualifications, performance and independence (including a review and evaluation of the lead partner) and present its conclusions to the Board.
5. The Committee should consider whether, in order to assure the continuing independence of the outside auditors, there should be regular rotation of the lead and reviewing audit partners (in addition to the rotation every five years required pursuant to Section 10A(j) of the Exchange Act) or of the outside audit firm itself.
6. The Committee shall review and discuss with the Company’s outside auditors (a) the auditors’ responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (b) the overall audit strategy, (c) the scope and timing of the annual audit and quarterly reviews, (d) any significant risks identified during the auditors’ risk assessment procedures and (e) when completed, the results, including significant findings, of the annual audit and quarterly reviews.
7. The Committee shall review and discuss with the Company’s outside auditors any other matters required to be discussed by PCAOB Auditing Standards No. 1301, “Communications with Audit Committees” (or any successor statements or standards), as amended or supplemented, and other applicable requirements of the PCAOB and the SEC.
8. The Committee shall establish clear hiring policies with respect to employees and former employees of the outside auditors, including a prohibition, as required pursuant to Section 10A(l) of the Exchange Act, against the Company’s chief executive officer, chief financial officer, controller or chief accounting officer (or any person serving in an equivalent position) having worked on the Company’s audit as an employee of the outside auditors during

current audit or the one-year period preceding the initiation of the current audit.

9. The Committee shall review, discuss with management and the internal auditors, and shall approve the Company's internal audit function, including:

*Quarterly*

- (a) Review the internal audit plan progress, auditors' responsibilities, work assignments, schedules;
- (b) Review staffing and any proposed changes, by either management or the Audit Committee, in the audit scope, plan or procedures from the prior period;

*Annually*

- (c) Review and approve the internal audit charter;
- (d) Review and approve the internal audit budget and resources;
- (e) Review and confirm that the internal audit function is independent;
- (f) Review and confirm that internal audit members conform to the Institute of Internal Auditors ethics and compliance standards; and

*Each Five Years*

- (g) Review an external quality assessment each five years.

10. The Committee shall review and approve the appointment, replacement, reassignment or dismissal of the director of the Company's internal audit function and periodically review his or her performance and compensation.

Financial Reporting Process and Financial Statements; Risk Management

11. The Committee shall meet periodically (and, in any event, not less than quarterly) in separate sessions with (a) the management of the Company, (b) the Company's internal auditors and (c) the outside auditors.
12. The Committee shall review and discuss with management and the outside auditors (a) the audited financial statements to be included in the Company's Annual Report on Form 10-K ("10-K") (or the Annual Report to Shareholders if distributed prior to the filing of the 10-K), (b) the quarterly financial statements to be included in the Company's Quarterly Reports on Form 10-Q ("10-Q") and (c) in each case, the Company's disclosures in the related "Management's Discussion and Analysis of Financial Condition and Results of Operation".

13. The Committee shall review:
  - (a) major issues regarding accounting principles and financial statement presentations as presented by management and/or the outside auditors, including any changes in the selection or application of accounting principles;
  - (b) analyses prepared by management and/or the outside auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including the effects of alternative methods within generally accepted accounting principles (“GAAP”) methods; and
  - (c) the effect of regulatory or accounting initiatives, as well as off-balance sheet transactions, on the financial statements.
14. The Committee shall review and discuss with the outside auditors the auditors’ evaluation of the Company’s identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company’s relationships and transactions with related parties.
15. In connection with the annual audit and review by the outside auditors of the financial information included in the 10-Qs, the Committee shall prior to the release of earnings or the filing of the 10-K or 10-Q, as applicable, discuss with the outside auditors the matters required to be discussed by Statement on Auditing Standards No. 1301 (or any successor statements or standards), as amended or supplemented, including receiving from the outside auditors timely reports concerning:
  - (a) all critical accounting policies and practices to be used;
  - (b) all critical audit matters identified by the outside auditors;
  - (c) all alternative treatments of financial information within GAAP that have been discussed with the management of the Company, the ramifications of the use of such alternative treatments and the treatment preferred by the outside auditors; and
  - (d) other material written communications between the outside auditors and the management of the Company (such as any management or internal control letter or schedule of unadjusted differences).
16. The Committee shall regularly review with the outside auditors and the internal auditors any audit problems or difficulties encountered and management’s response (including any restrictions on access, any accounting

adjustments noted or proposed but passed as immaterial or for other reasons, any communications between the outside audit team and the outside auditors' national office and any management or internal control letters proposed to be but never issued by the outside auditor to the Company). The Committee shall be responsible for the resolution of disagreements among the Company's management, the outside auditors and the internal auditors regarding financial reporting.

17. The Committee shall discuss with management, the internal auditors and the outside auditors the quality and adequacy of the Company's internal controls, including reviewing any management internal control report, any significant internal control deficiencies or material weaknesses, any fraud involving management or others significantly involved in the Company's internal controls and procedures and any changes implemented in light of material control deficiencies or weaknesses.
18. Based on the above review and discussions, the Committee shall determine whether to recommend to the Board that the Company's audited financial statements and the MD&A section, as drafted, be included in the 10-K.
19. The Committee shall prepare the report of the audit committee required by the rules of the SEC to be included in the Company's annual proxy statement.
20. The Committee shall discuss with management and the outside auditors the Company's policies with regard to the types of information to be disclosed and the types of presentation to be made (including the use of "pro forma" or "adjusted" non-GAAP information) in earnings press releases, investor presentations, and with respect to financial information and earnings guidance provided to rating agencies or analysts or otherwise made public, and review particular releases or guidance to the extent the Committee deems advisable.
21. The Committee shall discuss with management and, to the extent appropriate, the internal auditors and the outside auditors the Company's policies, guidelines and processes with respect to risk assessment and risk management, the Company's major financial reporting risk exposures and the steps management has taken to monitor and control these exposures.

#### Compliance with Laws, Regulations and Ethical Standards

22. The Committee shall confirm with the outside auditors that they are not aware of any matters that might fall under Section 10A(b) of the Exchange Act.

23. The Committee shall receive reports from management and other advisors on legal and regulatory compliance, litigation matters and compliance with the Company's code of conduct.
24. The Committee shall review and assess the Company's procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, auditing or internal accounting control matters and (b) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
25. The Committee shall make recommendations to the Board regarding the adequacy of the Company's written conduct and ethics policies and the Company's procedures for ensuring proper distribution, education and compliance with such policies. The Committee shall also assist the Board in reviewing and, when appropriate, granting any requests by a director or executive officer for a waiver from compliance with any such policies.
26. The Committee shall review and make recommendations to the Board concerning the Company's policies and procedures with regard to affiliate or related-party transactions and shall review, approve and oversee any proposed transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) or any other potential conflict of interest situations in accordance with such policies and procedures.

#### Performance Evaluation

27. The Committee shall review its own performance and reassess the adequacy of this Charter at least annually in such a manner as it deems appropriate and submit such evaluation, including any recommendations for change, to the full Board for review, discussion and approval.

#### Access to Advisors; Investigations

28. The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors, without having to seek Board approval.
29. The Committee shall determine funding by the Company for the payment of the Company's outside auditors and any advisors retained by the Committee.
30. The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities.

## **Structure and Operations**

The Nominating, Sustainability & Governance Committee shall recommend a member of the Committee to be the Committee's chair. The Committee shall review the recommendation and accept, it or shall appoint its own chair. The Committee shall meet in person or telephonically at least quarterly at such times and places determined by the Committee chair, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chair. The chair, with input from the other members of the Committee and, where appropriate, members of management and outside advisors, shall set the agendas for Committee meetings.

The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate.

The Committee may form and delegate authority to subcommittees. In particular, the Committee may delegate to one or more of its members the authority to pre-approve audit and/or non-audit services, provided that the decisions of any member(s) to whom pre-approval authority is delegated shall be presented to the Committee at the next Committee meeting.

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings and such other matters as required by this Charter or as the Board shall from to time specify. Reports to the Board may take the form of oral reports by the chairperson of the Committee or any other member of the Committee designated by the Committee to give such report.

Except as expressly provided in this Charter, the Company's bylaws or the Company's Corporate Governance Guidelines, or as required by law, regulation or NYSE listing standards, the Committee shall set its own rules of procedure.

## **Compensation**

No member of the Committee may receive, directly or indirectly, any compensation from the Company other than (i) fees paid to directors for service on the Board (including customary benefits that all directors receive), (ii) additional fees paid to directors for service on a committee of the Board (including the Committee) or as the chair of any committee and (iii) a pension or other deferred compensation for prior service that is not contingent on future service on the Board. In addition, payments in connection with ordinary course commercial business relationships determined by the Board to be immaterial and received from the Company to an entity with which a director has a relationship will not preclude such director from serving as a member.