CENTURI HOLDINGS, INC.
AUDIT COMMITTEE CHARTER

(Approved by the Board of Directors, Effective 11/04/2026)

I. Authority and Purpose

The Audit Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Centuri Holdings, Inc. (the "Company") to assist the Board in overseeing (i) the performance, qualifications and independence of the Company's independent registered public accounting firm (the "Auditor" or "Audit Firm") (ii) the performance of the Company's Internal Audit function, (iii) the integrity of the Company's financial statements, and (iv) the Company's compliance with legal and regulatory requirements. The Committee will also produce an annual audit committee report for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations. In meeting these responsibilities, the Committee will meet separately and periodically in executive session with the Auditor, the individual(s) responsible for internal audit, and the management of the Company, and maintain effective lines of communication involving accounting matters affecting the Company.

II. Committee Membership

The Committee shall be composed of a minimum of three directors who are financially literate (as defined under the rules of the New York Stock Exchange ("NYSE")). The Committee members must meet the standards for "independence" established by the Securities and Exchange Commission ("SEC"), the NYSE and the standards established by the Board from time to time, with at least one member satisfying the "audit committee financial expert" requirements imposed by the SEC. Further, no Committee member will be permitted to serve simultaneously on the audit committee of more than three public companies (including the Company) without prior approval of the Board.

Committee members shall be appointed by the Board and shall serve until their successors shall be duly qualified and appointed. If any Committee member resigns or ceases to be a director of the Company, the vacancy shall be filled by the Board. Committee members may be removed at any time, with or without cause, by vote of the Board.

III. Structure and Meetings

The Committee shall conduct its business in accordance with this Charter, the Company's Bylaws and any direction by the full Board.

The Committee Chairperson shall be designated by the Board, or, if it does not do so, the Committee members shall elect a Chairperson by a vote of the majority of the full Committee. The Committee Chairperson may be removed at any time by vote of the majority of the Board.

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. The Chairperson of the Board, the Company's Chief Executive Officer ("CEO") or other officer of the Company acting on his or her behalf, the Chairperson of the Committee or any two members of the Committee may call meetings of the Committee upon such notice as is required for special Board meetings in accordance with the Company's Bylaws. A majority of the Committee, but not less than two members, shall constitute a quorum for the transaction of business. Unless the Committee by resolution determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all members of the Committee consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Committee. Members of the Committee may participate in a meeting through use of video or telephone conferencing or similar communications

equipment, so long as all members participating in such meeting can hear one another, and such participation shall constitute presence in person at such meeting.

The Committee Chairperson will preside at each meeting and, in consultation with the other members of the Committee, the CEO, and other members of senior management, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Chairperson of the Committee (or other member designated by the Chairperson or the Committee in the Chairperson's absence) shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Chairperson of the Committee (or other member designated by the Chairperson or the Committee in the Chairperson's absence) shall regularly report to the full Board on its proceedings and any actions that the Committee takes. The Committee will maintain written minutes of its meetings, and such minutes will be maintained with the books and records of the Company.

The Committee shall have the authority to retain independent legal, accounting, or other advisers as it determines necessary to perform its duties and responsibilities. The Company will provide appropriate funding, as determined by the Committee, for payment of (i) compensation to any Auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (ii) compensation to any advisers that the Committee chooses to engage, and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. As necessary or desirable, the Chairperson of the Committee may request any officer or employee of the Company or the Company's outside counsel or Auditor to attend meetings of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee may form and delegate authority to subcommittees, consisting of one or more Committee members, as the Committee may deem appropriate in its sole discretion.

IV. Duties and Responsibilities

In fulfilling its purposes as stated in this Charter, the Committee shall undertake the specific duties and responsibilities listed below and such other duties and responsibilities as the Board shall from time to time prescribe, and shall have all powers necessary and proper to fulfill all such duties and responsibilities. The following duties and responsibilities are within the authority of the Committee, and the Committee shall perform such duties consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the NYSE, or any other applicable regulatory authority:

a. Independent Registered Public Accounting Firm

   1. Be responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and approve the submission of the selection of the Auditor to the Company's stockholders for ratification. As part of the engagement process, the Committee shall pre-approve Auditor fees, the scope and timing of the audit of the Company's financial statements and all other audit, audit-related, tax and other services the Auditor may provide, subject to the de minimis exception for non-audit services described in Section 10A(i)(1)(B) of the Securities Exchange Act of 1934, as amended. Services provided by the Auditor shall be pre-approved by the Committee or approved pursuant to defined pre-approval policies and procedures.

   2. Oversee the work performed by the Auditor for the purpose of preparing or issuing an audit report or related work.

   3. Ensure that the Auditor reports directly to the Committee, and the Committee shall oversee the resolution of any disagreements between management and the Auditor regarding financial reporting.

4. Delegate to one or more members of the Committee the authority to pre-approve any audit, audit-related, tax and other services not identified in the Committee Pre-Approval Policy to be provided by the Auditor. Such pre-approvals shall be reviewed for ratification with the Committee at the next Committee meeting.

5. Obtain and review with the Auditor, at least annually, their written report to the Committee describing: (i) the Audit Firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, inspection of the Public Company Accounting Oversight Board, or peer review, of the Auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years and relating to one or more independent audits carried out by the Auditor, and any steps taken to deal with any such issues; and (iii) all relationships between the Auditor and the Company for the purpose of determining whether such relationships may reasonably be thought to impact their objectivity and independence and take appropriate action in response to such review to satisfy the Committee of the Auditor's independence.

6. Review and evaluate the Auditor's lead partner and ensure the proper rotation of the Auditor's lead partner as required by law.

7. Review with the Auditor any audit problems or difficulties and management's response.

b. Financial Reporting

1. Review and discuss with management the adequacy of policies and procedures that govern the process for the Company's external financial reporting, including earnings press releases, as well as other financial information and earnings guidance provided to analysts, rating agencies, and the public.

2. Review and discuss with the Auditor and with management the annual audited financial statements, the quarterly financial statements, and the Company's specific disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

3. Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies.

4. Ascertain whether the Auditor was restricted in performing its examination of the Company's financial statements and review and discuss disagreements, if any, between management and the Auditor.

5. Review and discuss with the Auditor all critical audit matters, critical accounting policies and practices, and all alternative treatments of financial information within generally accepted accounting principles that were discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Auditor.

6. Review and discuss with the Auditor and management any significant changes in the Company's selection or application of accounting principles, any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods, and the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.

7. Review and discuss with the Company's Chief Legal Officer (or other member of the Company's legal department acting on his or her behalf) (i) legal and regulatory matters that

may have a material impact on the financial statements and (ii) any material reports or inquiries received from regulators or governmental agencies.

8. Review and discuss with the Auditor and management any new or contemplated changes in accounting policies and accounting, reporting, and auditing standards announced by regulatory and professional bodies.

9. Review with the Auditor all material written communications between the Auditor and management such as a management or internal control letter or the schedule of unadjusted differences.

10. Review and approve or ratify, as appropriate, all related person transactions as defined in the applicable rules and regulations of the SEC and the NYSE requirements (consistent with the Company's Related Person Transactions Policy).

11. Review and approve the Company's decision to enter into swaps, hedges, security-based swaps or security-based hedges that are exempt from exchange-execution and clearing under the Commercial End-User Exception regulations established by the Commodity Futures Trading Commission, and review the Company's policies governing the use of swaps, hedges, security-based swaps and security-based hedges subject to the Commercial End-User Exception.

c. Controls

1. Review with the Auditor their perception of the Company's accounting personnel and compliance by the Internal Audit function with the Standards for the Professional Practice of Internal Auditing.

2. Discuss with management and the Auditor at least annually the Company's guidelines and policies with respect to risk assessment and risk management relating to cyber security, data privacy and security, business continuity and operational risks and risks related to emerging technologies such as artificial intelligence. The Committee should discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures; however, the Committee is not responsible for review of enterprise risk exposure and management, which is the responsibility of the full Board.

3. Review and discuss with the Auditor, management, and the Internal Audit function (individually, jointly, and on a periodic basis): (i) policies and procedures with respect to internal controls (i.e., the abilities to record, process, summarize, and report financial data and any material weaknesses in such controls); (ii) material fraud and any fraud, whether or not material, involving management or other employees who have a significant role with respect to such controls; and (iii) compliance with applicable laws and regulations. The review with the Auditor will also address any sensitive or unsupported transactions, material errors, or other irregularities as a result of their audit procedures.

4. Review and discuss with the Auditor and management the organizational structure, budgeting and staffing of the internal audit function, the qualifications of its personnel, and the results of internal audit activity, including significant reports to management prepared by the individual(s) responsible for internal audit and management's responses thereto. Approve the annual internal audit plan and any significant changes to the plan based on internal audit's ongoing assessments of risk management processes and system of internal controls.

d. General Matters

1. Establish and oversee clear policies and procedures, consistent with governing laws and regulations, for the hiring of employees or former employees of the Auditor.

2. Establish and oversee policies and procedures for: (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company regarding questionable accounting or auditing matters.

3. Participate with management in the annual performance evaluation of the individual(s) responsible for internal audit.

4. Approve any appointment or removal of the Director of Internal Audit.

5. Evaluate at least annually the adequacy of the Internal Audit function.

6. Report regularly to the Board.

7. Perform other oversight functions as requested by the Board.

V. Performance Evaluation

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also perform an annual evaluation of its own performance, and shall report the results of the evaluation to the Board. The report to the Board may take the form of an oral report by the Chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

VI. Limitations on Responsibilities

While the Committee has the responsibilities and powers set forth in this Charter, the fundamental responsibility for the Company's financial statements and disclosures rests with management. The Company's Auditors are responsible for conducting an independent audit of the Company's financial statements in accordance with the standards of the Public Company Accounting Oversight Board and issuing a report thereon. The role and responsibilities of the Committee are to monitor and oversee these processes as set forth in this Charter. Further, nothing contained in this Charter is intended to alter or impair the operation of the "business judgment rule," as interpreted by the courts, or the rights of the Committee members to rely, in discharging their duties and responsibilities, on the records of the Company and on other information presented to the Committee, Board or Company by its officers or employees or by outside experts and advisers.

VII. Reports

The Committee shall submit minutes of all meetings of the Committee to, or review the matters discussed at each Committee meeting with, the Board. The Committee shall also report annually to the Board that it has reviewed and discussed the Company's audited financial statements and management's internal control assessment with the Auditor and management, and recommend to the Board whether the audited financial statements should be included in the Company's annual report on Form 10-K for the year then-ended. Such recommendation will be included in the Committee's report in the Company's proxy statement for its annual meeting of stockholders, which will also address whether the Committee has satisfied its responsibilities during the prior year in compliance with this Charter.

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