



EquipmentShare.com Inc

Audit Committee Charter

Adopted as of January 8, 2026

The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of EquipmentShare.com Inc (the “**Company**”) shall be appointed by the Board to perform the duties and responsibilities set forth in this Audit Committee Charter (the “**Charter**”).

1. Purpose

The general purpose of the Committee is to assist the Board in its oversight of the:

- 1.1. integrity of the Company’s financial statements;
- 1.2. effectiveness of the Company’s internal controls over financial reporting;
- 1.3. qualifications, independence and performance of the Company’s independent registered public accounting firm (the “**independent auditor**”);
- 1.4. Company’s compliance with legal and regulatory requirements; and
- 1.5. performance of the Company’s internal audit function.

2. Membership

- 2.1. The Committee shall consist of at least three members, comprised solely of directors deemed by the Board to be independent and who meet independence and experience requirements established by the Nasdaq Stock Market LLC (the “**Nasdaq**”) and the Securities and Exchange Commission (the “**SEC**”), except that one member of the Committee need not be independent during any transition period permitted by the Nasdaq or the SEC. Accordingly, each member must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. At least one member must be an “audit committee financial expert” in accordance with the rules and regulations of the SEC. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication. The Nominating and Corporate Governance Committee (the “**Nominating Committee**”) of the Board shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur.
- 2.2. Committee members shall be appointed by the Board based on recommendations from the Nominating Committee and may be removed by the Board at any time with or without cause.
- 2.3. No member of the Committee may serve on more than two other public company audit committees unless the Board determines that such simultaneous service will not impair the ability of the member to serve effectively on the Committee.
- 2.4. No person may serve as a member of the Committee if the person has participated in the preparation of the financial statements of the Company or any of the Company’s current subsidiaries at any time during the past three (3) years.
- 2.5. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death.
- 2.6. Resignation or removal of a Committee member from the Board for any reasons shall automatically constitute resignation or removal, as applicable, from the Committee.



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- 2.7. The Nominating Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

3. Responsibilities

The principal responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company's management and its independent advisors and auditors, and, absent actual knowledge to the contrary, the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts. In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is directly responsible for the following matters:

3.1. Independent Auditor

- a. The Committee shall be responsible for the appointment, compensation, retention, and termination of the Company's independent auditor and any other registered public accounting firm engaged for the purposes of issuing an audit report or performing other audit, review or attest services for the Company (subject to ratification by the Company's shareholders if applicable). Each such accounting firm shall report directly to the Committee.
- b. The Committee shall, at least annually, receive an audit engagement letter from the independent auditor and either execute it on behalf of the Company or, if the Committee or its chairperson are not appropriate parties to sign the letter, acknowledge the letter and agree to the terms of engagement.
- c. The Committee shall oversee the work of the independent auditor and any other 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.
- d. The Committee shall pre-approve the audit services and non-audit services (including the fees and terms thereof) to be provided by the Company's independent auditor pursuant to pre-approval policies and procedures established by the Committee. The Committee may delegate its authority to pre-approve services to one or more Committee members, provided that such designees present any such approvals to the full Committee at the next Committee meeting.
- e. The Committee shall discuss with the independent auditor its responsibilities under the standards of the Public Company Accounting Oversight Board (United States) and the responsibilities of management in the audit process, review and approve the planned scope and timing of the independent auditor's annual audit plan(s) and discuss significant findings from the audit and any problems or difficulties encountered, including those matters required to be discussed with the Committee by the independent auditor pursuant to established auditing standards, such as:
 - i. any accounting adjustments that were noted or proposed by the independent auditor but were not adopted or reflected;
 - ii. any communications between the independent auditor and the independent auditor's national office regarding auditing or accounting issues presented by the engagement; and
 - iii. any management or internal control letter issued, or proposed to be issued, by the independent auditor.
- f. The Committee shall evaluate the independent auditor's qualifications, performance and independence, and shall present its conclusions to the Board.

- g. The Committee shall establish policies for the Company's hiring of current or former employees of the independent auditor.

3.2. Financial Reporting and Internal Control

- a. The Committee shall meet to review and discuss with management and the independent auditor the annual audited financial statements and unaudited quarterly financial statements, including reviewing the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and any of the Company's other financial disclosures prior to the issuance of earnings releases and/or filing of the Company's annual report on Form 10-K or quarterly report on Form 10-Q with the SEC;
- b. The Committee shall review with management and the independent auditor, in separate meetings whenever the Committee deems appropriate:
 - i. any analyses or other written communications prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles ("GAAP") methods on the financial statements;
 - ii. the critical accounting policies and practices of the Company;
 - iii. the effect of any material regulatory and accounting initiatives on the Company's financial statements; and
 - iv. any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles.
- c. The Committee, or the Chair of the Committee, shall review the Company's earnings press releases prior to public dissemination.
- d. The Committee, or the Chair of the Committee, may review any of the Company's financial information and earnings guidance provided to analysts and ratings agencies.
- e. The Committee shall, in conjunction with the Chief Executive Officer and Chief Financial Officer of the Company, review the Company's disclosure controls and procedures and internal control over financial reporting, including:
 - i. whether there are any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to affect the Company's ability to record, process, summarize and report financial information,
 - ii. any fraud known to them involving management or other employees with a significant role in internal control over financial reporting, and
 - iii. any additional procedures performed in light of significant deficiencies or material weaknesses, including the Company's plans to remediate such significant deficiencies or material weaknesses.
- f. The Committee shall resolve any disagreements between management and the independent auditor regarding the Company's financial reporting.
- g. The Committee shall prepare the Committee report that the SEC rules require to be included in the Company's annual proxy statement.

3.3. Risk Management and Regulatory Compliance

- a. The Committee shall periodically review the Company's policies and practices with respect to risk assessment and management and the steps that have been taken to monitor and control such risks.
- b. The Committee shall establish 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 of concerns regarding questionable accounting or auditing matters.
- c. In collaboration with the Company's management, the Committee shall review the Company's compliance with material laws and regulations including major legal and regulatory initiatives. The Committee shall meet and discuss these matters with management and others as appropriate, including the General Counsel of the Company. In discharging this obligation, members should be entitled to rely on the Company's legal department and its outside counsel, to the fullest extent permitted by law.
- d. The Committee shall evaluate and investigate any alleged material breach or violation of the Company's Code of Business Conduct and Ethics.
- e. The Committee shall review, and if appropriate, approve or ratify related person transactions in accordance with the Company's Related Party Transaction Policy.

3.4. Internal Audit

- a. The Committee shall review the audit plans and activities of the Company's internal audit department and review the significant reports to management prepared by the internal audit department and responses by management.
- b. The Committee shall discuss with the independent auditor and management the internal audit department's responsibilities, budget and staffing, performance and any recommended changes in the scope and results of the internal audit.
- c. The Committee shall review the appointment, compensation, performance and replacement of the individual in charge of the Company's internal audit function.

3.5. Reporting to the Board

- a. The Committee shall report regularly to the Board. This report shall include a review of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the independence and performance of the Company's independent auditor, and any other matters that the Committee deems appropriate or is requested to include by the Board.
- b. At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- c. The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- d. The Committee shall carry out such other duties or responsibilities as may be delegated to it or otherwise requested by the Board from time to time.

4. Authority and Delegations

- 4.1. The Committee shall have the authority to retain legal, accounting or other advisors and may request any officer or employee of the Company or the Company's outside counsel or independent auditor to meet with any members of the Committee or its advisors.
- 4.2. The Committee may investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company.

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- 4.3. The Committee shall have available appropriate funding from the Company as determined by the Committee for payment of:
 - a. Reasonable compensation to any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
 - b. compensation to any advisors employed by the Committee; and
 - c. ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
 - 4.4. The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company.

5. Meetings

- 5.1. The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but not less frequently than quarterly. The Chair of the Committee shall preside at each meeting and, in the absence of the Chair, one of the other members of the Committee shall be designated as the acting chair of the meeting. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter.
- 5.2. At all meetings of the Committee, a majority of the entire Committee shall be necessary and sufficient to constitute a quorum for the transaction of business.
- 5.3. The vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee.
- 5.4. The Committee may also act by unanimous written consent as provided in the Company's By-Laws or applicable Texas law.
- 5.5. The Committee shall meet periodically with the Board, management and the independent auditor in separate executive sessions as deemed appropriate.
- 5.6. The Committee may meet in person or by telephone or video conference.
- 5.7. The Committee shall keep minutes of each meeting of the Committee.
- 5.8. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities

6. Limitations Inherent in the Committee's Role

- 6.1. It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP and applicable rules and regulations. This is the responsibility of management and the independent auditor. Furthermore, while the Committee is responsible for reviewing the Company's policies and practices with respect to risk assessment and management, it is the responsibility of the Chief Executive Officer and senior management to determine the appropriate level of the Company's exposure to risk.