

## **TUTOR PERINI CORPORATION**

### **CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

#### **Purpose**

The Board of Directors (the “Board”) of Tutor Perini Corporation (the “Company”) has established a Corporate Governance and Nominating Committee (the “Committee”), to assist the Board in fulfilling its responsibilities to identify and evaluate Board candidates, and to lead the corporate governance effort for the Company.

#### **Membership**

The Committee shall consist of at least three directors, all of whom shall be independent directors. Each Committee member shall satisfy the independence requirements of the New York Stock Exchange (“NYSE”) applicable to directors and Committee members, as determined by the Board. The Board shall designate one of the Committee members to serve as chair of the Committee (the “Chair”). The members of the Committee, including the Chair, shall be appointed by the Board annually.

#### **Responsibilities**

The Committee has the following responsibilities:

1. Periodically review, and recommend to the Board, the skills, experience, characteristics and other criteria for identifying and evaluating directors.
2. Annually evaluate the composition of the Board to assess whether the skills, experience, characteristics and other criteria are currently represented on the Board as a whole, and to assess the criteria that may be needed in the future.
3. Identify and evaluate potential Board candidates, which may include candidates nominated by shareholders in accordance with the Company’s By-Laws, those identified by a search firm retained for such purpose, or other candidates.
4. Consider the qualifications, performance and independence of incumbent Board members; and determine whether each incumbent Board member continues to meet the requirements to serve on the Board and any committees to which the Board member is assigned and whether to recommend them for reelection to the Board.
5. Recommend director nominees to the Board for consideration for election by shareholders at the annual meeting of shareholders, to fill vacancies on the Board that may occur between annual meetings, or to fill newly-created directorships.
6. Recommend directors for membership on each committee of the Board, and directors to serve as Chair of each such committee.

7. Nominate a Lead Independent Director to be designated by the independent directors.
8. Evaluate the independence of each Board member in accordance with the New York Stock Exchange listing standards and the heightened independence criteria applicable to directors serving on the Audit Committee and Compensation Committee, considering any other factors particular to a director that may impair independence, and submit such evaluation to the Board in support of the Board's affirmative determination regarding the independence of each Board member.
9. Recommend removal of a director, if appropriate, and advise the Board on whether to accept a tendered resignation, as applicable.
10. Review and assess the adequacy of the Company's Corporate Governance Guidelines annually, and recommend any changes to the Board.
11. Review and assess the adequacy of this Charter annually and recommend any changes to the Board.
12. Review and assess the adequacy of the Company's Code of Business Conduct and Ethics annually, and recommend any material changes to the Board.
13. Regularly review the Board's leadership structure and recommend changes to the Board as appropriate. Review and assess the size and composition of the Board and its committees, and recommend any changes to the Board.
14. Oversee evaluations of the Board and each committee, including an annual evaluation of the activities and performance of the Committee, as measured by this Charter.
15. Recommend to the Board criteria relating to director tenure such as retirement age, limitations on the number of times a director may stand for reelection, and other criteria.
16. Review and make recommendations to the Board regarding management development and succession planning.
17. Oversee and make recommendations to the Board regarding ESG (environmental, social and governance) matters relevant to the Company's business, including Company policies, activities and opportunities.

### **Committee Structure and Operations**

#### **Meetings**

The Committee shall meet at least quarterly, or more frequently as may be deemed necessary or appropriate, by its members or its Chair. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting.

## **Resources and Authority**

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain outside advisers (including, without limitation, legal and other consultants and experts, as well as any search firm, to identify potential director candidates) as it considers necessary or appropriate. The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to any advisers employed by the Committee. The Committee may request any officer or member of management of the Company or the Company's outside counsel or other advisers to attend a meeting of the Committee or to meet with any members of, or advisers to, the Committee. The Committee may form and delegate its authority to one or more subcommittees, as appropriate.

*Effective: May 18, 2022*

*Supersedes: March 22, 2019*