

TUTOR PERINI CORPORATION
AUDIT COMMITTEE CHARTER

Purpose

The Board of Directors (the “Board”) of Tutor Perini Corporation (the “Company”) has established an Audit Committee (the “Committee”), to assist the Board with its oversight responsibilities regarding (1) the integrity of the Company’s financial statements and financial reporting process; (2) the Company’s compliance with financial, legal and regulatory requirements; (3) the independent auditor’s qualifications and independence; (4) the performance of the independent auditor and the Company’s internal audit function; (5) the Company’s system of disclosure controls and procedures and internal control over financial reporting; and (6) the Company’s overall risk profile.

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. Each member of the Committee must be “financially literate,” and at least one member of the Committee must be an “audit committee financial expert,” as defined in rules promulgated by the Securities and Exchange Commission (“SEC”), each 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 on the recommendation of the Corporate Governance and Nominating Committee.

Responsibilities

The Committee has the following responsibilities:

1. Is directly responsible for the appointment, compensation, retention and oversight over the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or related work for the Company. In this regard, the Committee will appoint and retain, subject to ratification by the Company’s shareholders, compensate, evaluate, and terminate, when appropriate, the independent auditor, which shall report directly to the Committee.
2. Establish and oversee procedures for handling reports of potential misconduct, including: (a) violations of law or the Company’s codes of conduct; (b) any complaints and the confidential, anonymous submission by employees of the Company of concerns regarding accounting, internal accounting controls, auditing and federal securities law matters.
3. At least annually, obtain and review a report by the independent auditor describing (a) the independent auditor’s internal quality-control procedures; (b) any material issues raised by

the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues; and (c) consistent with rules of the Public Company Accounting Oversight Board (“PCAOB”), all relationships between the independent auditor, and the Company or individuals in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the auditor’s independence.

4. Review and evaluate the qualifications, performance and independence of the independent auditor and the lead partner of the independent auditor and present the Committee’s conclusions with respect to the independent auditor to the full Board.

5. Establish policies and procedures for the rotation of the lead audit partner in accordance with applicable law, and consider whether the independent auditor itself should be changed periodically.

6. Meet with management and the independent auditor, either together or separately, to review and discuss the Company’s annual audited and quarterly financial statements, including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and the independent auditor’s reports related to the financial statements, and based on such review and discussions, recommend to the Board whether the Company’s annual audited financial statements should be included in the Company’s Annual Report on Form 10-K.

7. Review and pre-approve all audit and permissible non-audit services to be performed by the independent auditor, considering whether the performance of such permissible non-audit services is compatible with the auditor’s independence. Establish policies and procedures for the pre-approval of audit and permissible non-audit services to be provided by the independent auditor.

8. Receive all required communications from the independent auditor under the rules adopted by the PCAOB, including any problems or difficulties the independent auditor encountered in the course of its audit work and management’s response.

9. Review and discuss the adequacy and effectiveness of the Company’s internal controls, including any significant deficiencies in internal controls and significant changes in internal controls with the independent auditor and management.

10. Review and discuss the adequacy and effectiveness of the Company’s disclosure controls and procedures with management.

11. Review and discuss with the head of internal audit of the Company: (a) the annual internal audit plan; (b) the adequacy of internal audit resources; and (c) a summary of the internal audit reports and update and status of the internal audit plan.

12. Annually review and discuss the performance and effectiveness of the internal audit function.

13. Review and concur in the appointment and dismissal when appropriate, of the head of internal audit.

14. Discuss analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements; the effect of regulatory and accounting initiatives, as well as off-balance sheet structures on the financial statements of the Company.

15. Review and discuss with management earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information), as well as financial information and earnings guidance provided to analysts and rating agencies.

16. Establish policies and procedures for the review, approval and ratification of related party transactions, as defined in applicable SEC rules; review and approve, any such potential related party transactions unless otherwise reviewed and approved by the full Board and; oversee other related party transactions governed by applicable accounting standards.

17. Discuss with the Company's counsel and management any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements.

18. Discuss with management the adequacy of management information systems, internal accounting and financial controls.

19. Establish policies regarding the hiring of employees or former employees of the independent auditor.

20. Oversee the Company's policies and procedures relating to compliance with legal and regulatory requirements, including for monitoring compliance; and at least annually, meet to review the implementation and effectiveness of the Company's compliance program with the Chief Compliance Officer.

21. Discuss with management risks associated with the Company's overall financial reporting, disclosure process, legal matters, regulatory compliance, cybersecurity and information technology, as well as accounting risk exposure, the potential financial impact on the Company of these risks and any risk mitigation.

22. Oversee the preparation of the Audit Committee report as required by the SEC to be included in the Company's annual proxy statement.

23. Annually evaluate the activities and performance of the Committee.

24. Review and assess the adequacy of this Charter annually and recommend any changes to the Board.

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. The Committee will meet separately, on a periodic basis, with management, internal audit and the independent auditor. The Committee will report regularly to the full Board with respect to its activities.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain counsel and other experts and consultants. The Committee's responsibilities are limited to oversight. Management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements as well as the Company's financial reporting process, accounting policies, internal accounting controls and disclosure controls and procedures. The independent auditor is responsible for performing an audit of the Company's annual financial statements, expressing an opinion as to the conformity of such annual financial statements with generally accepted accounting principles and reviewing the Company's quarterly financial statements.

The Company will provide appropriate funding, as determined by the Committee, for payment of compensation (a) to the independent auditor, (b) to any advisors employed by the Committee, and (c) for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its powers. The Committee may form and delegate its authority to a subcommittee consisting of one or more members when appropriate.

Effective: June 2022

Supersedes: March 22, 2019