

# MAYVILLE ENGINEERING COMPANY, INC.

## Audit Committee Charter

Adopted by the Board of Directors on January 15, 2019.

The Audit Committee of the Board of Directors (the “Board”) of Mayville Engineering Company, Inc. (the “Company”), will have the purpose, responsibilities, authority and specific duties as described below.

### **Purpose**

The purposes of the Audit Committee include assisting the Board in fulfilling its oversight responsibilities with respect to (i) the integrity of the Company’s financial statements; (ii) the Company’s compliance with legal and regulatory requirements; (iii) the qualifications and independence of the independent registered public accounting firm; and (iv) the performance of the Company’s internal audit function<sup>1</sup> and independent registered public accounting firm. The Audit Committee shall also prepare the report required by the Securities and Exchange Commission’s (the “SEC”) proxy rules to be included in the Company’s annual proxy statement. The Audit Committee also provides an avenue for communication between internal audit, the independent registered public accounting firm, financial management and the Board. The Audit Committee should have a clear understanding with the independent registered public accounting firm that they must maintain an open and transparent relationship with the Audit Committee, and that the ultimate accountability of the independent registered public accounting firm is to the Board and the Audit Committee.

### **Composition**

The Audit Committee shall be comprised of three or more members, including the chair, all of whom shall meet the independence and other applicable requirements of the New York Stock Exchange (“NYSE”) and Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as and when necessary. All members of the Audit Committee shall have sufficient financial experience and ability to enable them to discharge their responsibilities, and at least one member shall be an “audit committee financial expert” as defined by the rules and regulations of the SEC and as determined by the Board. Members of the Audit Committee shall not simultaneously serve on audit committees of more than two other public companies unless the Board determines that such member’s service on such other audit committees would not impair his or her ability to effectively serve on the Audit Committee. The Board will appoint the members of the Audit Committee, and will select the chair, annually at the Board meeting following the Annual Shareholders’ Meeting, or as necessary to fill vacancies, on the recommendation of the Company’s Nominating and Corporate Governance Committee. In the event that the Audit Committee chair is unable to serve as chair for a specific meeting, he or she shall designate one of

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<sup>1</sup> References to the Company’s internal audit function set forth in this Charter are subject to the transitional period provided under NYSE Rule 303A.00. Prior to having an internal audit function, the Audit Committee shall assist the Board in fulfilling its oversight responsibilities with respect to the design and implementation of the internal audit function.

the Audit Committee members to preside. Members of the Audit Committee may be removed only by the affirmative vote of a majority of the Board.

### **Responsibilities**

The Audit Committee is a standing committee of the Board. The Audit Committee may delegate authority to grant preapprovals of audit and permitted non-audit services to one or more of its members, provided that decisions of such member or members to grant preapprovals shall be presented to the full Audit Committee at its next scheduled meeting, and the Audit Committee shall cause such approved non-audit services to be disclosed in the Company's periodic reports in accordance with SEC rules. Except as specified in the previous sentence, the Audit Committee shall have no authority to delegate its responsibilities and duties to management or a subcommittee of the Audit Committee. While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent registered public accounting firm.

The Audit Committee shall have the sole authority to retain and terminate the Company's independent registered public accounting firm. The Audit Committee shall be directly responsible for the compensation and oversight of the work of the independent registered public accounting firm (including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent registered public accounting firm shall report directly to the Audit Committee.

The Audit Committee shall also preapprove all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent registered public accounting firm, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act, which are approved by the Audit Committee prior to the completion of the audit.

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent registered public accounting firm or any other registered public accounting firm engaged for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company and to any advisors retained by the Audit Committee.

The Audit Committee shall also perform other duties as assigned by the Board.

Except as expressly provided in this Charter, the Company's bylaws or the rules of the NYSE or SEC, the Audit Committee may establish its own rules of procedure.

In carrying out its responsibilities, the Audit Committee will:

## *Review Procedures*

- Review and discuss with management and the independent registered public accounting firm the Company's annual audited financial statements, related footnotes and financial information, and the independent registered public accounting firm's report thereon, including disclosures made in management's discussion and analysis, contained in the Company's Form 10-K and annual report to shareholders prior to the filing or distribution thereof. As part of the review process, the Audit Committee will recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
- Review and discuss with management and the independent registered public accounting firm significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements and any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of significant or material control deficiencies.
- Review with the independent registered public accounting firm and, as appropriate, management, any significant changes to the audit plan, if any, and any serious disputes or difficulties encountered with management during the audit, including management's response. Discuss any restrictions on the scope of the independent registered public accounting firm's activities and the cooperation received by the independent registered public accounting firm during their audit, including access to all requested records, data and information. Inquire of the independent registered public accounting firm whether there have been any disagreements with management, which, if not satisfactorily resolved, would have caused them to issue a nonstandard or qualified report on the Company's financial statements.
- Review communications as required to be communicated by the independent registered public accounting firm relating to the conduct of the audit including the auditor's responsibilities under generally accepted auditing standards, the planned scope and timing of the audit and significant findings from the audit. Receive a written communication provided by the independent registered public accounting firm concerning their judgment about the quality of the Company's accounting principles and that they concur with management's representation concerning audit adjustments. Receive a written report of significant deficiencies and material weaknesses identified during the audits performed. Receive a written report of any illegal acts and fraud identified during the audit along with the financial impact of the issues identified. Receive a written or oral report of any other matters of which the auditor is aware, that in the auditor's professional judgment, should be communicated to the audit committee and confirmation that any or all required communication has been completed under current auditing standards.

- Meet separately and on a periodic basis with management, the internal auditors and the independent registered public accounting firm.
- Review and discuss with management and the independent registered public accounting firm the quarterly and annual earnings press releases (including a review of any use of “pro forma” or “adjusted” non-GAAP information), as well as financial information and earnings/revenue outlook.
- Review and discuss with management and the independent registered public accounting firm the Company’s Form 10-Q, interim financial statements, related footnotes and financial information contained therein, including disclosures made in management’s discussion and analysis as well as the results of the independent registered public accounting firm’s review of the quarterly financial statements.
- Discuss significant financial risk exposures and the steps management has taken to monitor, control and report such exposures, including the Company’s risk assessment and risk management guidelines and policies. Review significant findings prepared by the independent registered public accounting firm and the internal auditing department together with management’s responses.
- Discuss with management and the independent registered public accounting firm the effect of accounting and regulatory initiatives as well as off-balance sheet structures, if any, on the Company’s financial statements.
- Review disclosures made to the Audit Committee by the Company’s Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and Form 10-Q regarding (i) the adequacy of the Company’s accounting, financial and operational controls and the effectiveness of the Company’s internal control over financial reporting; (ii) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and (iii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.
- Review and reassess the adequacy of this Charter annually in consultation with the Nominating and Corporate Governance Committee. In the event the Audit Committee determines that changes to this Charter are necessary or appropriate, submit the Charter to the Board for approval.
- On a quarterly basis, meet with the independent registered public accounting firm to review:
  - All critical accounting policies and practices to be used;

- All alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with management, including ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent registered public accounting firm; and
- Other material written communications between the independent registered public accounting firm and management, such as any management letter or schedule of unadjusted differences.

### *Independent Registered Public Accounting Firm*

- Be responsible for the appointment, compensation, retention and oversight of the independent registered public accounting firm.
- Review the performance, qualifications and independence of the independent registered public accounting firm, including an evaluation of the lead (or coordinating) audit partner.
- Review the scope and general extent of the independent registered public accounting firm's annual audit. The Audit Committee's review should include an explanation from the independent registered public accounting firm of the factors considered by the auditors in determining the audit scope, including the major risk factors.
- Discuss with the independent registered public accounting firm their judgments about the quality, not just the acceptability, of the Company's accounting principles used in financial reporting.
- Review and discuss with the independent registered public accounting firm the matters required by Public Company Accounting Oversight Board standards.
- Inquire as to the independence of the independent registered public accounting firm and obtain from the independent registered public accounting firm, at least annually, a formal written statement delineating all relationships between the independent registered public accounting firm and the Company as required by current auditing independence standards.
- Obtain and review at least annually a formal written report from the independent registered public accounting firm describing: the firm's internal quality-control procedures; any material issues raised within the preceding five years by the firm's internal quality-control reviews, by peer reviews of the firm, or by any governmental or other inquiry or investigation relating to any audit conducted by the firm. The Audit Committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews. In order to assess auditor independence, the Audit Committee will review at least annually all relationships

between the independent registered public accounting firm and the Company. The Audit Committee shall present its conclusions with respect to the independent registered public accounting firm to the Board.

- Have a predetermined arrangement with the independent registered public accounting firm that they will advise the Audit Committee through its chair and management of the Company of any matters identified through procedures followed for interim quarterly financial statements, and that such notification is to be made prior to the related press release or, if not practicable, prior to filing Forms 10-Q. Also receive a confirmation provided by the independent registered public accounting firm at the end of each of the first three quarters of the year that they have nothing to report to the Audit Committee, if that is the case, or the written enumeration of required reporting issues.
- Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.
- Set clear policies for the hiring by the Company of employees or former employees of the independent registered public accounting firm who participated in any capacity in the audit of the Company.
- Keep the independent registered public accounting firm informed of the Audit Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company, and to review and discuss with the independent registered public accounting firm the independent registered public accounting firm's 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.
- Review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) and any other potential conflict of interest situations on an ongoing basis.

*Other*

- After preparation by management and review by internal audit and independent registered public accounting firm, approve the report of the Audit Committee required under SEC rules to be included in the Company's annual proxy statement.
- Review all legal confirmation letters received.
- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing

matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

- Discuss with the independent registered public accounting firm the quality of the Company's financial and accounting personnel.
- Elicit the comments of management regarding the responsiveness of the independent registered public accounting firm to the Company's needs.
- Review and approve the internal audit staff functions, including: (i) purpose, authority and organizational reporting lines; and (ii) annual audit plan, budget and staffing.
- Review significant reports prepared by the internal audit department together with management's response and follow-up to those reports.
- Review with management, internal audit and the independent registered public accounting firm the methods used to establish and monitor the Company's policies with respect to unethical or illegal activities by Company employees that may have a material impact on the financial statements.
- Obtain assurance that the independent registered public accounting firm have not discovered or become aware of information indicating any illegal act by the Company requiring a report of action under Section 10(A)(b) of the Exchange Act.
- Discuss with management and the independent registered public accounting firm any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.
- Review with management, internal audit and the independent registered public accounting firm any implications arising from the annual audit of the Mayville Engineering Company, Inc. 401(k) Plan that may affect the Company's financial statements.
- The Audit Committee shall maintain minutes of meetings and activities of the Audit Committee. The Audit Committee shall promptly make available the minutes of all meetings of the Audit Committee to the Board and report the Audit Committee's activities to the Board at the Board's next meeting following each Audit Committee meeting (including reporting and reviewing 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 performance and independence of the Company's independent registered public accounting firm and the performance of the internal audit function) so that the Board is kept fully informed of the Audit Committee's activities on a current basis.

- From time to time as the Audit Committee determines it to be necessary or appropriate, conduct such reviews, investigations and surveys as the Audit Committee may consider necessary or appropriate in the exercise of its duties and responsibilities.
- On an annual basis, the Board will conduct an assessment of the Audit Committee's performance during the previous year. In addition, from time to time as it deems necessary or appropriate, the Audit Committee may conduct a similar self-assessment. The purpose of these assessments is to increase the effectiveness of the Audit Committee and its members. Compliance with the responsibilities listed in this Charter shall form the principal criteria for such assessments, as well as such other factors and circumstances as are determined appropriate by the Audit Committee or the Board.

### **Meetings**

The Audit Committee shall meet at least quarterly, or more frequently as circumstances dictate. Any member of the Audit Committee may call meetings of the Audit Committee. The Audit Committee is to meet in separate executive sessions with the chief financial officer, independent registered public accounting firm and internal audit at least once each year and at other times when considered appropriate. A simple majority of the Audit Committee shall constitute a quorum for the transaction of business.