

**FORTREA HOLDINGS INC.**

**AUDIT COMMITTEE CHARTER**

**Purpose**

The Audit Committee is appointed by the Board of Directors (the “Board”) of Fortrea Holdings Inc. (the “Company”) to be directly responsible for (a) the selection, appointment, compensation, retention and oversight of the work of any registered public accounting firm employed by the Company, (b) to assist in Board oversight of: (1) the Company’s accounting and financial reporting processes and the audit of the Company’s financial statements; (2) the integrity of the financial statements of the Company; (3) the compliance by the Company with legal and regulatory requirements; (4) the qualifications and independence of the independent registered public accounting firm(s) engaged for the purpose of preparing or issuing an audit report as to the Company’s financial statements, or performing other audit, review or attest services for the Company (the “independent auditors”); and (5) the performance of the Company’s internal audit function and independent auditors, and (c) the preparation of the disclosure required by Item 407(d)(3)(i) of Regulation S-K.

**Committee Membership and Meetings**

The Audit Committee shall consist of no fewer than three members of the Board, each of whom shall, except as otherwise permitted, meet the independence, experience and expertise requirements of the Nasdaq Stock Market (“Nasdaq”) and any other qualification requirements imposed by applicable laws, rules and regulations. Each member of the Audit Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow. At least one member of the Audit Committee should be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication. No member of the Audit Committee shall have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years. Members of the Audit Committee may not simultaneously serve on the audit committee of more than three public companies, including the Company’s, unless the Board has determined that such service would not impair the ability of the member to effectively serve on the Company’s Audit Committee.

The members of the Audit Committee shall be appointed by the Board on the recommendation of the Nominating, Corporate Governance and Compliance Committee. Audit Committee members may be removed, with or without cause, and replaced by the Board, but all replacements shall be made on the recommendation of the Nominating, Corporate Governance and Compliance Committee. Resignation or removal of a member of the Board, for whatever reason, will automatically constitute resignation or removal, as applicable, of such member of the Board from the Audit Committee.

The Audit Committee shall meet as often as necessary to carry out its responsibilities under this Charter, but no less than four times annually.

The members of the Audit Committee shall appoint one of their members as Chairperson. The Chairperson shall be responsible for the leadership of the Audit Committee, including preparing agendas, presiding over meetings, and reporting for the Audit Committee to the Board at the Board’s next regularly scheduled meeting following a meeting of the Audit Committee.

**Committee Powers, Authority, Duties and Responsibilities**

1. The Audit Committee shall have the sole authority to, and shall be directly responsible for, selecting and submitting to shareholders for their ratification the independent auditors to be retained by the Company, approving the compensation of the independent auditors, overseeing the work done by the Company’s independent auditors, and discharging or replacing the independent auditors.

2. The Audit Committee shall approve or adopt procedures to approve in advance the provision by the independent auditors of all services whether or not related to the audit. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditors retained by the Company for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company.
3. The Audit Committee shall review the annual audited financial statements with management and the independent auditors, including (a) major issues regarding accounting and auditing principles and practices, (b) the Company's disclosures under "Management's Discussion and Analysis of Results of Operations and Financial Condition," and (c) the adequacy of internal controls that could significantly affect the Company's financial statements, including (i) any significant deficiencies or material weaknesses in the design or operation thereof, (ii) any special audit steps adopted in light of any material control deficiencies, (iii) any material correcting adjustments that have been identified by the independent auditors, whether or not made, (iv) any material off-balance sheet transactions, arrangements, obligations, and other relationships of the Company with unconsolidated entities, and (v) other matters related to the conduct of the audit which are to be communicated to the Audit Committee under applicable standards of the Public Accounting Oversight Board ("PCAOB") or other applicable standards.
4. The Audit Committee shall review analyses and reports prepared by management and the independent auditors of significant financial reporting issues and judgments and critical accounting policies and practices in connection with the preparation of the Company's financial statements and the ramifications of the use of alternative disclosures and treatments, the treatment preferred by the independent auditors, and other material written communications between the independent auditors and management, including any management letter or schedule of unadjusted differences.
5. The Audit Committee shall stay apprised of the effect of regulatory and accounting initiatives, as well as developments of off-balance sheet structures, on the financial statements of the Company.
6. The Audit Committee shall review with management and the independent auditors the Company's quarterly financial statements and the Company's disclosures under "Management's Discussion and Analysis of Results of Operations and Financial Condition." The Audit Committee shall also discuss earnings press releases, including any use of "pro forma," "adjusted" or non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies.
7. The Audit Committee shall (a) review policies and procedures with respect to Company transactions in which officers or directors have an interest, including when their review is requested by management or the independent auditors, (b) review policies and procedures with regard to officers' expense accounts and perquisites, including their use of corporate assets, and (c) consider the results of any review of these areas by the internal audit staff or independent auditors. The Audit Committee shall review all related party transactions in accordance with the Company's Related Party Transactions Policy, Nasdaq listing rules and SEC rules, and similar matters. The Audit Committee shall review the Company's Related Party Transactions Policy on an annual basis.
8. The Audit Committee shall meet periodically with management, internal audit staff, and the independent auditors to review and discuss the Company's major financial risk exposures, including any critical audit matters, and the steps management has taken to monitor and control such exposures, including with respect to risk assessment and risk management. The Audit Committee shall also review and evaluate the Company's processes for identifying and assessing key financial statement risk areas and for formulating and implementing steps to address such risk areas.
9. The Audit Committee shall review major changes to the Company's auditing and accounting principles and practices as suggested by the independent auditors, the internal audit department or management.

10. The Audit Committee shall receive periodic reports, at least annually, from the independent auditors regarding the auditors' independence; the independent auditors' internal quality control procedures; any material issues raised by the most recent internal quality control review, or peer review, of the firm, 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 firm, and any steps taken to deal with any such issues; and all relationships between the independent auditors and the Company. The Audit Committee shall discuss such reports with the independent auditors, and take appropriate action on any disclosed relationship to satisfy itself of the auditor's independence. The Audit Committee shall present its review and conclusions with respect to the independent auditors to the full Board. The Audit Committee will also establish clear hiring policies for employees or former employees of the independent auditors.
11. The Audit Committee shall review and evaluate the independence, experience, qualifications and performance of the independent auditors annually and at any other time the Audit Committee considers appropriate (including the lead partner and the senior members of the audit team), taking into account the opinions of management and the Company's internal auditors, and, if so determined by the Audit Committee, have the exclusive authority to terminate and replace the independent auditors (subject, if deemed appropriate, to shareholder ratification). The Audit Committee shall ensure the regular rotation of the lead audit partner as required by law, and consider whether there should be regular rotation of the independent auditors. The Audit Committee shall present its conclusions with respect to the independent auditors to the full Board.
12. The Audit Committee shall approve a risk-based internal audit plan and any significant changes to that plan.
13. The Audit Committee shall review and approve the termination or appointment of the senior internal audit executive.
14. The Audit Committee shall provide input into the performance evaluation of the senior internal audit executive.
15. The Audit Committee shall review the significant reports to management prepared by the internal audit department and management's responses thereto and review with the independent auditors any audit problems or difficulties and management's responses thereto.
16. The Audit Committee shall review the resources needed for the internal audit department and make appropriate inquiries of management and the senior internal audit executive to determine whether there are inappropriate scope or resource limitations related to the internal audit.
17. The Audit Committee shall receive communications from the senior internal audit executive on the internal audit department's performance with respect to the audit plan and any other matters. The Audit Committee shall approve the Internal Audit Charter on a periodic basis as needed.
18. The Audit Committee shall review the results of the internal and external quality assurance reviews.
19. The Audit Committee shall meet with the independent auditors prior to the audit to review the planning and staffing of the annual audit and other examinations of the Company's quarterly, annual and other financial information. The Audit Committee shall also review with internal audit staff and the independent auditors the coordination of audit efforts to ensure completeness of coverage, reduction of redundant efforts and the effective use of internal and external audit resources.
20. The Audit Committee shall obtain from the independent auditors assurance that Section 10A of the Securities Exchange Act of 1934 has not been implicated.

21. The Audit Committee shall obtain reports from management and the Company's senior internal audit executive that the Company's subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Company's [Code of Conduct and Ethics] (the "Code of Conduct").
22. The Audit Committee shall review with the independent auditors any problems or difficulties that the independent auditors may have encountered and any management letter provided by the independent auditors, any significant disagreements with management, and the Company's response to any such problems, difficulties, or disagreements and to any such management letter, and shall be responsible for resolving disagreements between management and the independent auditors. Such review should include:
  - (a) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information.
  - (b) Any changes required in the planned scope of the internal audit.
  - (c) The internal audit department responsibilities, budget and staffing, the independent auditors' assessment of the adequacy of the Company's internal control structure and procedures of the Company for financial reporting.
23. The Audit Committee shall recommend to the Board that the audited financial statements be included in the Company's annual report on Form 10-K (the "Form 10-K") and whether the Form 10-K should be filed with the SEC; prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement and shall receive the information to be provided by the independent auditors for inclusion in the proxy statement and/or Form 10-K, including information regarding fees relating to audit services, audit related services and non-audit services.
24. The Audit Committee shall meet with the Chief Executive Officer and Chief Financial Officer of the Company and review with them the content of the certifications made by them as to the accuracy and completeness of the Company's SEC filings.
25. The Audit Committee shall coordinate with the Nominating, Corporate Governance and Compliance Committee to review compliance procedures in place to implement the Company's Code of Conduct and recommend clarifications or necessary changes to the Code to the full Board for approval and shall advise the Board with respect to the Company's accounting policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Conduct.
26. The Audit Committee shall review with the Company's General Counsel legal and regulatory matters that may have a material impact on the financial statements, the Company's compliance policies, and any material reports or inquiries received from external counsel, regulators or governmental agencies.
27. The Audit Committee shall 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 the Company of concerns regarding questionable accounting or auditing matters.
28. The Audit Committee shall review and discuss any reports concerning material violations submitted to it by Company attorneys or outside counsel pursuant to the SEC Attorney Professional Responsibility Rules.
29. The Audit Committee shall discuss with the independent auditors any significant issues arising from the most recent PCAOB inspection of the independent auditors, to the extent relevant to the Company, including the independent auditors' reporting policy.

30. The Audit Committee shall review with the Chief Financial Officer and the members of management, and the independent auditors and internal audit staff as needed, the system and controls over reporting that the Company has in place to ensure the accuracy of its key disclosures related to environmental, social and governance (ESG) matters.
31. The Audit Committee shall meet periodically with the Chief Financial Officer and the members of management, the senior internal audit executive, and the independent auditors, in separate executive sessions.
32. The Audit Committee may form and delegate authority to subcommittees if determined to be necessary or advisable, provided that any subcommittee shall report any actions taken by it to the whole Audit Committee at its next regularly scheduled meeting.
33. The Audit Committee shall make reports to the Board at the next regularly scheduled meeting following the meeting of the Audit Committee accompanied by any recommendation to the Board.
34. The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
35. The Audit Committee shall annually review its own performance.
36. The Audit Committee shall have the authority to engage, and obtain advice and assistance from outside legal, accounting and other advisers, and the Company shall provide appropriate funding therefor and for ordinary administrative expenses of the Audit Committee, as determined by the Audit Committee.
37. The Audit Committee shall regularly review the Company's cybersecurity and other information technology risks, controls and procedures, including: the potential impact of such risks on the Company's business, financial results, operations and reputation; and the Company's plans to mitigate cybersecurity risks and to respond to data breaches. The Audit Committee shall also review with management any cybersecurity issues that could affect the adequacy of the Company's internal controls.
38. The Audit Committee shall, on an annual basis and in accordance with Exhibit A to this Charter, review and approve the decision to enter into swap transactions that are exempt from the initial and variation margin and clearing requirements under the Commodity Exchange Act (as amended) and the regulations promulgated thereunder on the basis that the Company qualifies for the "end-user exception" when transacting in swaps (a) that are used to hedge or mitigate a commercial risk and (b) where the Company provides certain required information to a registered swap data repository or, if no registered swap data repository is available, to the Commodity Futures Trading Commission.
39. The Audit Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.

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 auditors. Nor is it the duty of the Audit Committee to conduct investigations or to ensure compliance with laws and regulations and the Company's Code of Conduct.

## End-User Exception Policy

The Audit Committee shall, on an annual basis, review and approve the decision to enter into swap transactions that are exempt from the initial and variation margin and clearing requirements under the Commodity Exchange Act (as amended), and the regulations promulgated thereunder (together, the “CEA”) on the basis that the Company qualifies for the “end-user exception” when transacting in swaps (a) that are used to hedge or mitigate a commercial risk and (b) where the Company provides certain required information to a registered swap data repository (an “SDR”) or, if no registered SDR is available, to the Commodity Futures Trading Commission (the “CFTC”). The Audit Committee shall, on an annual basis, confirm that such information is filed with the SDR or CFTC, as applicable.

1. The Audit Committee shall review and approve that such swap transactions:
  - (a) Are economically appropriate to the reduction of risks in the conduct and management of the Company, where the risks arise from:
    - (i) the potential change in the value of assets that the Company owns, produces, manufactures, processes or merchandises or reasonably anticipates owning, producing, manufacturing, processing or merchandising in the ordinary course of business of the Company;
    - (ii) the potential change in value of the liabilities that the Company has incurred or reasonably anticipates incurring in the ordinary course of business of the Company;
    - (iii) the potential change in value of the services that the Company provides, purchases, or reasonably anticipates providing or purchasing in the ordinary course of business of the Company;
    - (iv) the potential change in the value of assets, services, inputs, products, or commodities that the Company owns, produces, manufactures, processes, merchandises, leases, or sells or reasonably anticipates owning, producing, manufacturing, processing, merchandising, leasing or selling in the ordinary course of business of the Company;
    - (v) any potential change in value related to any of the foregoing arising from interest, currency, or foreign exchange rate movements associated with such assets, liabilities, services, inputs, products, or commodities; or
    - (vi) any fluctuation in interest, currency, or foreign exchange rate exposures arising from the Company’s anticipated assets or liabilities; or
  - (b) Qualify as bona fide hedging for purposes of an exemption from position limits under the CEA; or
  - (c) Qualify for hedging treatment under:
    - (i) Financial Accounting Standards Board Accounting Standards Codification Topic 815, “Derivatives and Hedging”; or
    - (ii) Governmental Accounting Standards Board Statement 53, “Accounting and Financial Reporting for Derivative Instruments”; and

2. The Audit Committee shall confirm that such swap transactions are:
  - (a) Not used for a purpose that is in the nature of speculation, investing or trading; and
  - (b) Not used to hedge or mitigate the risk of another swap or security-based swap position, unless that other position itself is used to hedge or mitigate commercial risk as defined by 17 CFR § 50.50 or by 17 CFR § 240.3(a)67-4.