

AUDIT COMMITTEE CHARTER



PURPOSE

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Mister Car Wash, Inc. (the "Company") is to, among other things, assist the Board in its oversight of:

- the integrity of the Company's financial statements and financial reporting process;
- the Company's accounting principles, accounting policies, and financial and accounting controls;
- the Company's compliance with legal and regulatory requirements;
- the Company's risk management program;
- the qualifications, independence, and performance of the Company's independent auditor; and
- the design and implementation of the Company's internal audit function and internal controls, and the performance of the internal audit function.

The provisions herein are subject to any applicable exemptions and transition periods under the New York Stock Exchange (the "NYSE") and the applicable rules and regulations of the U.S. Securities and Exchange Commission (the "SEC").

SCOPE

This Charter applies to the members of the Audit Committee.

POLICY STATEMENT

Composition

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements of NYSE and the SEC and meet all other eligibility requirements of applicable rules and regulations. Each Committee member must be financially literate as determined by the Board in its business judgment or must become financially literate within a reasonable amount of time after his or her appointment to the Committee. In addition, at least one member of the Committee must have "accounting or related financial management expertise" as required by NYSE rules.

No Committee member may simultaneously serve on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of the member to effectively serve on the Committee and this determination is disclosed in accordance with NYSE rules.

Committee members must be appointed, and may be removed, with or without cause, by the Board.

Meetings, Procedures, and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee must meet at least once during each fiscal quarter. The Committee will meet at such times as determined by its chairperson or as requested by any of its members. Unless the Board appoints a member of the Committee to serve as its chairperson, the Committee may designate a chairperson by majority vote of the Committee. Notice of all meetings will be given, and waiver thereof determined, pursuant to the provisions contained in the Company's bylaws. The chairperson of the Committee will preside, when present, at all meetings of the Committee. The Committee may meet in person or by telephone or video conference. The Committee must meet separately, periodically, with management, with the independent auditor, with the Company personnel primarily responsible for the design and implementation of the internal audit function, and with the internal auditor (or other personnel responsible for the internal audit function).

Each member of the Committee will have one vote. A majority of the members of the Committee will constitute a quorum. The Committee may act by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee may, in its sole discretion, retain or obtain advice from any legal counsel, experts, or advisors that the Committee deems necessary or advisable to carry out its duties and responsibilities. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent registered public accounting firm for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services, for payment of compensation to any advisors employed by the Committee, and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee will be directly responsible for the appointment, compensation, and oversight of any other adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such other adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws, and applicable stock exchange rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee, or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

Duties and Responsibilities

Interaction with Independent Auditor

Appointment and Oversight

The Committee is directly responsible for the appointment, compensation, retention, and oversight of the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review, or attest services for the Company, and the independent auditor and each such other registered public accounting firm must report directly to the Committee. The Committee, or the chairperson of the Committee, must pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules.

Annual Report on Independence and Quality Control

The Committee must, at least annually, obtain and review a report from the independent auditor describing (a) the auditing firm's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review or peer review of the auditing firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years relating to any independent audit conducted by the auditing firm, and any steps taken to deal with any such issues; and (c) all relationships and services between the independent auditor and the Company in order to assess the independent auditors' independence.

Annual Financial Statements and Annual Audit

Audit Issues

The Committee must discuss with the independent auditor any audit issues or difficulties and management's response.

Form 10-K Review

The Committee must review and discuss the annual audited financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Audit Committee Report

The Committee must provide the Company with the report of the Committee with respect to the audited financial statements for inclusion in each of the Company's annual proxy statements.

Quarterly Financial Statements

Form 10-Q Review

The Committee must review and discuss the quarterly financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Other Duties and Responsibilities

Review of Earnings Releases

The Committee must discuss the Company's earnings press releases as well as financial information and earnings guidance provided to analysts and rating agencies.

Risk Assessment and Risk Management

The Committee must discuss the Company's policies with respect to risk assessment and risk management, including guidelines and policies to govern the process by which the Company's exposure to risk is handled, and oversee management of the Company's financial risks and such other material risks facing the Company.

Complaint Procedures

The Committee must establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and for the confidential and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

Review of Related Person Transactions

The Committee is responsible for reviewing and approving "related person transactions" in accordance with the Company's Statement of Policy with Respect to Related Person Transactions.

Oversight

The Committee shall coordinate the Board's oversight of the Company's internal control over financial reporting, disclosure controls, and procedures and code of conduct.

Reports to the Board of Directors

The Committee must report regularly to the Board regarding the activities of the Committee.

Committee Self-Evaluation

The Committee must at least annually perform an evaluation of the performance of the Committee.

Review of this Charter

The Committee will periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

Stockholders Agreement

For so long as the stockholders' agreement among the Company and Green Equity Investors VI, L.P., Green Equity Investors Side VI, L.P., LGP Associates VI-A LLC and LGP Associates VI-B LLC, Crescent Mezzanine Partners VT L.P., Crescent Mezzanine Partners VIE Cayman L.P., Crescent Mezzanine Partners VTC L.P., Penfund Capital Fund TV Limited Partnership, and each of the individual stockholders who are set forth on the signature pages thereto is in effect, this Charter will be interpreted to be consistent with such agreement.

REVIEW AND APPROVAL

Only a representative from the Policy Review Committee can approve a policy following the procedure set forth in GRC.1000.1-MCW-PRC.

This policy will be reviewed and updated as necessary.

Name, Title, and Signature	Date (YYYY-MM)
<i>Lisa Funk</i> Lisa Funk, Secretary	2021-06

HISTORY

Version	Issue Date	Updated by	Revisions
V. 1	2021-06	Lisa Funk	Document approved by the Board of Director on 6/11/21.