

CHARTER OF THE AUDIT COMMITTEE OF WILLIAMS INDUSTRIAL SERVICES GROUP INC.

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I. PURPOSE

The purpose of the Audit Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) of Williams Industrial Services Group Inc. (the “**Company**”) with the oversight of: (a) the Company’s accounting and financial reporting processes and the audits of the Company’s financial statements; (b) the integrity of the Company’s financial reporting to any governmental or regulatory body, stockholders, other users of Company financial reports and the public; (c) the Company’s compliance with legal and regulatory requirements; (d) the independent auditor’s qualifications and independence; (e) the performance of the Company’s internal audit function, if applicable, and independent auditors; and (f) the review, with management, of the Company’s systems of internal control over financial reporting and disclosure controls and procedures (including the internal audit function).

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes.

II. MEMBERSHIP

The Committee shall consist of three or more members of the Board based on recommendations from the Nominating and Corporate Governance Committee of the Board, each of whom the Board has selected and determined to be “independent” for purposes of audit committee membership in accordance with applicable listing standards of the NYSE American and the rules of the U.S. Securities and Exchange Commission (“**SEC**”).

All members of the Committee shall meet the applicable financial literacy requirements of the NYSE American and at least one member must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background that results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities, in each case as determined by the Board. At least one member of the Committee shall be an “audit committee financial expert” as such term is defined under applicable SEC rules. A person who satisfies this definition of audit committee financial expert will also be presumed to qualify as financially sophisticated. No member of the Committee can have participated in the preparation of the financial statements of the Company or any subsidiary of the Company at any time during the past three years.

The members of the Committee shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board. Further, the Chair of the Committee shall, unless otherwise determined by the Committee, preside at meetings of the Committee and have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

No Committee member may simultaneously serve on the audit committee of more than three public companies, unless the Board determines that such simultaneous service would not impair the ability of the member to effectively serve on the Committee.

III. STRUCTURE AND OPERATIONS

The Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee will meet separately, and periodically, with Company management, the independent auditors and, if applicable, the members of the internal audit function to discuss, among other things, the results of the independent auditors' annual examination of the Company's financial statements and otherwise enhance the opportunity for the identification and discussion of all issues warranting Committee attention. The Committee shall also invite any such individuals to its meetings as the Committee deems appropriate, in its sole discretion, to assist in carrying out its duties and responsibilities. The Committee shall otherwise establish its own schedule of meetings.

The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall keep minutes of its proceedings that shall be signed by the person whom the Chair designates to act as secretary of the meeting. The minutes of a meeting shall be approved by the Committee at its next meeting, shall be available for review by the Board, and shall be filed as permanent records with the Secretary of the Company.

IV. DUTIES AND RESPONSIBILITIES

The following duties, responsibilities and functions are set forth as a guide to fulfilling the Committee's purposes, with the understanding that the Committee may undertake other and different activities, and that the Committee's activities may diverge from those described below, as appropriate under the circumstances.

The Committee shall have the following authority and responsibilities:

Financial Reporting and Auditing

1. To review and discuss with management and the independent auditor: (i) the critical accounting policies and practices used by the Company, the auditors' responsibilities under generally accepted accounting principles ("GAAP"), the accounting treatment to be applied in respect of significant new transactions or other significant events not in the ordinary course of the Company's business and any significant issues concerning accounting principles and financial statement presentation, including any significant changes in management's selection or application of accounting principles; (ii) alternative accounting treatments within GAAP for material items that have been discussed by the independent auditor with management, including the ramifications of the use of such treatments and the treatment preferred by the independent auditor; (iii) any significant financial reporting issues and judgments made in connection with the presentation of the Company's financial statements, including the effects of alternative GAAP methods; (iv) other material written communications between the independent auditor and management, including, but not limited to, any significant findings by the independent auditors relating to the preparation of the Company's financial statements, including any accounting adjustments that were noted or proposed by the independent auditor but were "passed" (as immaterial or otherwise), and any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company; (v) the scope and timing of the annual audit; (vi) any significant risks identified during the auditor's risk assessment procedures and, when completed, the results, including significant findings, of the annual audit; and (vii) the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.

2. To receive and review any disclosure from the Company's principal executive officer or principal financial officer made in connection with the certification of the Company's quarterly and annual reports filed with the SEC of (i) 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 data; and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.

3. To review and, as appropriate, discuss with management, the independent auditor and/or a member of the internal audit function (i) any significant audit problems or difficulties encountered in the course of audit work, including any restrictions on the scope of audit activities or on access to requested information and any special audit steps adopted by the independent auditor or the internal audit function in light of any material weakness in the Company's internal control over financial reporting, (ii) any significant disagreements with management and (iii) management's response to those difficulties or disagreements.

4. To oversee the Company's financial reporting, including: (i) resolve any disagreements regarding financial reporting between management and the independent auditor; (ii) review and discuss with management, the independent auditor and, periodically, as considered appropriate, a member of the internal audit function, prior to public release, the Company's annual and quarterly financial statements (including the related notes), the form of audit opinion to be issued by the independent auditors on the financial statements and the Company's disclosures under

“Management’s Discussion and Analysis of Financial Condition and Results of Operations” to be filed with the SEC; (iii) with respect to the independent auditor’s annual audit report, prior to release of the annual audited financial statements, meet with the independent auditor without any management member present to discuss the independent auditor’s views about the qualitative aspects of the Company’s significant accounting practices, including accounting policies, accounting estimates and financial statement disclosures; (iv) recommend to the Board whether to include the audited annual financial statements in the Company’s Annual Report on Form 10-K to be filed with the SEC and produce the audit committee report required to be included in the Company’s proxy statement; and (v) periodically review the status of the Company’s response to previous audit recommendations.

5. To review and discuss with management (i) earnings press releases before they are issued, including the type of information to be included and its presentation and the use of any pro forma, adjusted or other non-GAAP information, and (ii) any financial information and any earnings guidance provided to the public, analysts and rating agencies.

6. To review, with management and the independent auditors, comment letters and other correspondence from the SEC or the NYSE American or any other regulatory authority regarding material issues relating to the Company’s financial statements and responses of the Company to such comment letters and other correspondence.

7. To keep the Company’s independent auditors informed of the 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 Company’s independent auditors the auditors’ 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.

8. To review and discuss with the Company’s independent auditors other matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the SEC.

Engagement of the Independent Auditor and Other Registered Accounting Firms

9. To (i) appoint (and recommend that the Board submit for stockholder ratification, if applicable), terminate, compensate, retain, and oversee the work performed by the independent auditor retained for the purpose of preparing or issuing an audit report or related work, and remove the independent auditor if circumstances warrant; (ii) take appropriate action to satisfy itself of the independent auditor’s independence, including (a) obtaining from the independent auditor the annual written report delineating all relationships between the independent auditor and the Company required by applicable audit professional regulatory standards and actively engaging in dialogue with the independent auditor with respect to any disclosed relationships (including relationships with the Company or any of its subsidiaries) or services that may affect the independence and objectivity of the auditor and take, or recommend the full Board take, appropriate actions to oversee the independence of the outside auditor, and (b) evaluating the qualifications, performance and independence of the independent auditors, including an evaluation of the lead audit partner, and ensuring the regular rotation of the lead audit partner at the independent auditors; (iii) review and pre-

approve both audit and permitted non-audit and tax services to be provided by the independent auditor (or any registered accounting firm), including considering whether such provision of permissible non-audit services is compatible with the auditor's independence, and establish policies and procedures for the Committee's pre-approval of such services on an on-going basis; (iv) at least annually, obtain and review a report by the Company's independent auditors that describes (a) the accounting firm's internal quality control procedures, (b) any issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues, and (c) all relationships between the firm and the Company or any of its subsidiaries, and discuss with the independent auditors such report and any relationships or services that may impact the objectivity and independence of the auditors; and (v) set clear policies, consistent with governing laws and regulations, for hiring current or former personnel of the independent auditor.

10. To appoint, evaluate, compensate, oversee the work of, and, if appropriate, terminate the appointment of any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services (including the resolution of any disagreements between management and the auditor regarding financial reporting), each of which firms shall report to the Committee, and, if such firm is required to be independent of the Company in accordance with SEC rules, review a formal written statement from the independent auditor delineating all relationships between such firm and the Company and discuss with such firm any relationships or services that may affect the independence and objectivity of the firm, and take appropriate action to satisfy itself of such firm's independence, and approve any audit related and permitted non-audit services (including the fees and material terms thereof) to be provided by any registered public accounting firm so engaged.

Internal Audit Function

11. To review and advise on the selection and removal of the internal audit director, if applicable (or, as applicable, the holder of any comparable internal audit position).

12. To review and approve the function, activities, purpose and organizational structure of the internal audit function, as well as the qualifications of its personnel, if applicable.

13. To periodically review, with the internal audit director, any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the function's work, if applicable.

14. To periodically review, discuss with the independent auditor and approve the internal audit function's responsibility, budget, and staffing, if applicable.

15. To periodically review the scope, performance and results of the internal audit function's audit plans, including any reports to management and management's response to those reports, if applicable.

Internal Controls

16. To establish and oversee the effectiveness of 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, financial reporting or auditing matters and review and, as necessary, investigate any reports provided by SEC counsel to the Company regarding evidence of unremediated material violations of U.S. federal or state securities or any similar other laws or a material breach of fiduciary duties by directors, officers, employees or agents of the Company arising under such laws.

17. To review, with management, members of the internal audit function and the independent auditors, the adequacy and effectiveness of the Company's internal control over financial reporting and disclosure controls and procedures, including reviewing and discussing with management and the independent auditor any significant deficiencies or material weaknesses or material changes in the design or operation of the Company's internal controls and the certification and reports of management and, if applicable, the independent auditor required in the Company's periodic SEC reports concerning the Company's internal control over financial reporting and disclosure controls and procedures, the adequacy of such controls, any remedial audit steps being undertaken to address any material weaknesses or significant deficiencies in internal control over financial reporting, and any fraud involving management or other employees with a significant role in such processes, controls and procedures.

Ethical Compliance, Legal Compliance, and Risk Management

18. To oversee, review, and periodically update the Company's Code of Business Conduct and Ethics (the "**Code**") and the Company's system to monitor compliance with and enforce the Code.

19. To review, with the Company's counsel, legal compliance and legal matters that could have a significant impact on the Company's financial statements, including, but not limited to, the Company's compliance with applicable laws and regulations and policies, procedures and programs designed to promote such compliance.

20. To review and discuss with management and the members of the internal audit function policies and guidelines governing the process by which management assesses and manages the Company's risks, including the Company's major financial risk exposures, and the steps management has taken to monitor and control such exposures.

21. To, in accordance with the Company's Related Party Transaction Policy, review (on an ongoing basis, as appropriate) and approve or ratify and oversee on behalf of the Company, if appropriate, any proposed related party transaction.

22. To periodically review and, if deemed appropriate, make recommendations to the Board concerning updates to the Company's Related Party Transaction Policy.

23. To review and address actual or potential conflicts of interest of directors and executive officers, and the manner in which any such conflicts are to be monitored.

V. OUTSIDE ADVISORS

In addition to retaining on behalf of the Company the Company's independent auditor, and any other accounting firm retained to prepare or issue any other audit report or to perform any other audit, review or attest services the Committee determines are necessary or appropriate in connection with the conduct of the Company's business and affairs, the Committee has the authority, in its sole discretion, to retain legal counsel and accounting and other advisors and consultants it deems advisable or necessary to assist it in carrying out its responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors. The Company shall provide adequate resources, as determined by the Committee in its capacity as a committee of the Board, to support the Committee's activities, including compensation of the Company's independent auditor and any other auditor and any legal counsel, accounting or other advisor or consultant retained by the Committee. The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee.

VI. REPORTS AND SELF-EVALUATIONS

In such manner as the Committee determines is appropriate to fulfill its purposes, the Committee shall oversee the preparation and approve all reports required or appropriate in the conduct of the Committee's responsibilities, including the report for inclusion in the Company's annual meeting proxy statement required by SEC rules.

The Committee shall conduct an annual self-evaluation of the performance of the Committee, including a review of the adequacy of this Charter annually, and shall present the results of such evaluation to the Board and recommend to the Board such amendments to this Charter as the Committee deems appropriate.

The Committee shall report regularly to the Board on Committee findings, actions and recommendations, including any significant issues or concerns that arise at its meetings, and any other matters the Committee deems appropriate or the Board requests.

VII. DELEGATION OF AUTHORITY

The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to, along with the authority to take action in relation to such responsibilities, one or more subcommittees as the Committee may deem appropriate in its sole discretion, so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and the NYSE American.

VIII. LIMITATION ON ROLE OF COMMITTEE

The Committee's role is one of oversight. The Company's management is responsible for preparing the Company's financial statements and the independent auditor is responsible for auditing the annual financial statements. The Board and Committee recognize that Company management, including, if applicable, the internal audit staff, and the independent auditor have more time, knowledge and detailed information about the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any certification as to the work of any auditor.