

# **MASTEC, INC.**

## **Finance and Mergers and Acquisitions Committee of the Board of Directors**

### **CHARTER (March 2023)**

#### **1. PURPOSE**

The Finance and Mergers and Acquisitions Committee (the “Committee”) of the Board of Directors (the “Board”) of MasTec, Inc. (the “Company”), shall: (i) assist the Board in discharging its responsibilities relating to the Company’s financial policies, financial strategy and financial condition; and (ii) review and assess, and assist the Board in reviewing and assessing, potential acquisitions, strategic investments and divestitures.

#### **2. ORGANIZATION AND MEMBERSHIP**

The Committee shall be composed of two or more directors, a majority of whom must be independent as determined in accordance with the standards set forth in the Company’s Board of Directors’ Governance Principles.

Members of the Committee shall be appointed by the Board and, unless otherwise directed by the Board, shall serve one-year terms. Members may be removed by the Board at any time with or without cause. Upon the removal or resignation of a member, the Board may appoint a successor to serve the remainder of the unexpired term. The Board will appoint one member of the Committee as chairperson, who shall be an independent director. If the Board fails to appoint a chairperson, the Committee will appoint one member of the Committee as chairperson, who shall be an independent director. The Committee shall have the power to create subcommittees with such powers as the Committee shall from time to time confer.

#### **3. MEETINGS**

The Committee shall hold at least one meeting per year and shall meet more frequently as circumstances dictate. The Committee’s chairperson shall: (i) set the dates on which the Committee shall meet; and (ii) with input from management and other Committee and Board members, as appropriate, establish the agenda for each such meeting.

#### **4. RESPONSIBILITIES AND DUTIES**

##### **(1) Finance Function:**

(a) Discuss and review with management matters in respect of the Company’s:

(i) cash flow and liquidity, credit facilities, debt maturities, capital spending (including through finance leases) and financial requirements;

(ii) financial metrics, including the Company's fixed charge coverage ratio and other quantitative financial tests prescribed under the covenants governing the Company's indebtedness, each as calculated for internal purposes and under the instruments governing the Company's outstanding indebtedness;

(iii) credit ratings and outlook;

(iv) dividend policy; and

(v) financial risk management strategies, including, but not limited to, the Company's hedging of financial risk (including floating rate interest obligations) and its use of derivatives for such purpose.

(b) Review and assess the adequacy of the Company's investment policy.

(c) Approve (up to a specified applicable dollar limit and in accordance with any other relevant parameters previously established by the Board from time to time and then in effect) and review material changes to the Company's capital structure, financial arrangements and capital spending, including, but not limited to, (1) the respective maturities, terms and interest rates of the Company's debt issuances, together with the timing thereof, (2) repurchases and refinancings of outstanding debt and (3) issuances of equity securities, repurchases thereof and dividends thereon.

(d) Review material lines of credit and banking relationships.

(e) Review bonding, letter of credit and insurance arrangements, including the use of captive insurance structures.

(2) M&A Function:

(a) Review acquisition, joint venture, divestiture and investment strategies, candidates and timing of transactions with management, when and as the Committee deems appropriate or management requests. In connection with such review, the Committee may approve acquisitions, divestitures and investments, including, without limitation, the terms, transaction structure and the form and amount of consideration up to a specified applicable dollar limit and in accordance with any other relevant parameters previously established by the Board from time to time and then in effect.

(b) Consider risks associated with the Company's merger and acquisition activities and the strategy and business models of transaction candidates.

(c) From time to time, report to the Board and make recommendations to the Board as to scope, direction, quality, quantitative levels and execution of the Company's investment, acquisition, joint venture and divestiture transactions.

(d) Request that management prepare and present post-acquisition performance reviews on specified acquisitions with such frequency as the Committee may designate.

(e) Evaluate the financial results and integration of the Company's completed investment, acquisition, joint venture and divestiture transactions.

(3) General Responsibilities:

(a) Report to the Board on a regular basis or as the Board may request, and submit to the Board minutes of all Committee meetings.

(b) Annually review and evaluate the performance of the Committee and update this Charter as necessary.

(c) Perform any other activities consistent with this Charter, the Company's Articles of Incorporation and Bylaws, each as amended, and governing law, as the Committee or the Board deems necessary or appropriate.

5. OUTSIDE ADVISORS

The Committee shall have authority to retain and authorize reasonable funding (to be paid by the Company) for advisors or other third parties (which may, but need not, be independent of the Company, as the Committee may determine) to assist it in discharging the Committee's duties and responsibilities as set forth in this Charter.