

CHARTERS

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ASTEC INDUSTRIES, INC.

As Amended and Restated on February 20, 2026

I. INTRODUCTION AND PURPOSE

There shall be a committee of the Board of Directors of Astec Industries, Inc. (the “Corporation”) known as the Audit Committee (the “Committee”). The Committee is appointed by the Board of Directors (the “Board”) to assist the Board in overseeing the accounting and financial reporting process of the Corporation and the audits of the Corporation’s financial statements. The Committee’s primary objectives are to:

- Serve as an independent party to assist the Board in overseeing the Corporation’s financial reporting process and systems of internal controls regarding finance and accounting.
- Appoint and oversee the Corporation’s independent auditors.
- Receive and address complaints relating to accounting, internal accounting controls and auditing matters.
- Provide an open avenue of communication among the independent auditors, financial and senior management, and the Board.
- Oversee the company’s compliance with legal and regulatory requirements.
- Oversee the registered public accounting firm’s (independent auditor’s) qualifications and independence.
- Oversee the performance of the company’s independent auditor and internal audit function.
- Oversee the company’s systems of disclosure controls and procedures.
- Oversee the company’s compliance with ethical standards adopted by the company.

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the independent auditors as well as all books, records, and personnel in the organization. The Committee may retain, at the Corporation’s expense, outside legal, accounting, or other consultants or experts, as it deems necessary, in the performance of its duties and seek any information it requires from employees, officers, and directors. Furthermore, the Corporation must provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to any registered public accounting firm engaged for

the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation, (ii) compensation to any advisors employed by the Committee and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate to carry out its duties or remove the independent auditor if circumstances warrant. The independent auditors shall report directly to the Audit Committee and are ultimately accountable to the Committee and the Board.

The Committee's job is one of oversight and it recognizes that the Corporation's management is responsible for preparing the Corporation's financial statements and that the independent auditors are responsible for auditing those financial statements. Additionally, the Committee recognizes that financial management, as well as the independent auditors, have more time and more detailed information about the Corporation than do Committee members; consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Corporation's financial statements or any professional certification as to the independent auditors' work.

II. COMPOSITION

The Committee shall be comprised of three or more independent directors as determined by the board meeting the requirements of the Nasdaq National Market ("Nasdaq") listing standards and the rules of the Securities and Exchange Commission (the "SEC"). In addition, no member of the Committee may, other than in his or her capacity as a member of the Committee, the Board or any other Board committee, accept directly or indirectly any consulting, advisory or other compensatory fee from the Corporation or any subsidiary, nor may any member of the Committee be an affiliated person of the Corporation or any subsidiary. Furthermore, each member of the Committee must not have participated in the preparation of the financial statements of the Corporation or any current subsidiary of the Corporation at any time during the three years prior to appointment on the Committee.

All members of the Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, and at least one member must have past employment experience in finance or accounting, a professional certification in accounting, or any other comparable experience or background, as required by the Nasdaq listing standards. In addition, the Committee shall have at least one member who is an "audit committee financial expert" as defined by the rules of the SEC. To help maintain compliance with these requirements, the audit committee will provide its members with annual continuing education opportunities in financial reporting and other areas relevant to the audit committee.

The Board, on the recommendation of the Nominating and Corporate Governance Committee, shall appoint the members of the Committee. Unless a chairperson is designated by the full Board, the members of the Committee may designate a chairperson by majority vote of the full Committee membership. The Board may, at any time, remove one or more directors as members of the Committee.

III. MEETINGS

The Committee shall meet at least three times per year but may meet more frequently as circumstances dictate. The committee may invite members of management, auditors, the internal audit staff, or others to attend meetings and provide pertinent information, as appropriate. The committee chair will approve the agenda for the committee's meetings, and any member may suggest items for consideration. Briefing materials will be provided to the committee as far in advance of meetings as practicable. The Committee shall periodically meet privately in executive session with management and the independent auditors to discuss any matters that the Committee or each of these groups believes should be discussed. Each regularly scheduled meeting shall include an executive session of the committee without members of management. In addition, the Committee, or at least its Chairperson, should communicate quarterly with the independent auditors and management to review the Corporation's financial statements and significant findings based upon the independent auditors' limited review procedures.

IV. AUTHORITY AND RESPONSIBILITIES

The Committee shall discharge its responsibilities, in addition to those responsibilities enumerated below, as it deems prudent. The Committee shall:

- Directly review the experience and qualifications of the lead partner, appoint, retain, compensate, evaluate, and oversee the Corporation's independent auditors work performed by the independent auditor and any other independent registered public accounting firm retained for the purpose of preparing or issuing an audit report or performing any other related work such as any other audit, review, or attest services for the company. The Committee shall ensure the regular rotation of the lead audit partner of the independent auditor's set policies, consistent with governing laws and regulations, for hiring personnel of the independent auditor and establish clear hiring policies for current or former employees of the independent auditors.
- Receive from the independent auditors a formal written statement delineating all relationships between the auditor and the Corporation, consistent with Independence Standards Board Standard. 1.
- At least annually, obtain and review a report by the independent auditor describing: The independent auditor's internal quality control procedures; any material issues raised by the most recent internal quality control review or peer review, or by any inquiry or investigation by governmental or professional authorities within the preceding five years with respect to independent audits carried out by the independent auditor; and any steps taken to deal with such issues.
- The Committee shall engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor. Furthermore, the Committee shall remove the independent auditor if circumstances warrant, take, or recommend that the full Board take appropriate action to oversee the independence of the independent auditors.

- Annually obtain and review a report from the independent auditors, which shall be delivered prior to and within 90 days of the filing of the audit report with the SEC, which sets forth the matters required to be discussed under the standards of the PCAOB including: the scope and timing of the audit plan, including the independent auditor's review of internal control over financial reporting, overall strategy (a) all critical accounting policies and practices of the Corporation, (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials of the Corporation, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors, and (c) other material written communications between the independent auditors and management, including differences of opinion, if any, between the independent auditors and management.
- Oversee the resolution of any disagreements between management and the independent auditors regarding financial reporting, review with the independent auditor any problems or difficulties encountered during the course of the audit, including any restrictions on the scope of the independent auditor's activities or on access to requested information and consult privately with the independent auditors about those matters required to be discussed by Statement on Auditing Standards No. 61.
- Pre-approve, to the extent required by applicable law, all audit and non-audit engagements and the related fees and terms with the independent auditors. In accordance with applicable law, the Committee may delegate this pre-approval authority to one or more designated members of the Committee; provided, that any such decision made pursuant to the foregoing delegation of authority shall be presented to the Committee at its next regularly scheduled meeting. The Committee shall disclose its pre-approval policies and procedures for any audit and non-audit services. Furthermore, the Committee's approval of any non-audit service by the independent auditor shall be disclosed in the Corporation's periodic reports.
- Review, or the Chairperson of the Committee shall review, with management and the independent auditors, the Corporation's unaudited quarterly financial statements prior to their filing or distribution. The Committee shall recommend to the board of directors that the audited financial statements be included in the company's annual report on Form 10-K and make a recommendation to management as to whether such audited financial statements should be included in the Corporation's Annual Report on Form 10-K for the last fiscal year to be filed with the SEC or release of earnings, including the company's disclosures relating to internal control over financial reporting, as well as company-specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
- Annually prepare a report to stockholders as required by the Corporation for inclusion in the Corporation's proxy statement for its annual meeting of stockholders.
- Consider, in consultation with management, the independent auditors, and the internal auditors, the integrity of the Corporation's internal and external financial reporting processes and review and assess the adequacy of internal accounting procedures and controls.

- Discuss with management all significant deficiencies in the design or operation of internal controls which could adversely affect the Corporation's ability to record, process, summarize and report financial data and any fraud (regardless of materiality) that involves management or other employees who have a significant role in the Corporation's internal controls. Receive and review any disclosure from the company's CEO and CFO made in connection with the certification of the company's quarterly and annual reports filed with the SEC.
- Review and approve any related party transactions (as defined by the Nasdaq listing standards) for potential conflicts of interest and will prohibit such a transaction if the committee determines the transaction to be inconsistent with the interests of the company and its shareholders involving the Corporation. Discuss with the independent auditor its evaluation of the company's identification of, accounting for, and disclosure of its relationships with related parties as set forth under the standards of the PCAOB."
- Oversee the Corporation's risk management processes related to cybersecurity. As part of this oversight responsibility, the Committee shall periodically meet with and receive reports from the Corporation's Chief Information Officer and/or Director of Cybersecurity regarding cybersecurity and related risks.
- When appropriate, form and delegate authority to subcommittees or individual members of the Committee.
- Oversee the Company's internal audit function and regularly discuss with the chief audit executive and senior management the appropriate authority, role, responsibilities, scope and services of the internal audit function. As part of this oversight responsibility, the Committee shall approve the internal audit function's charter and any amendments thereto, authorize the appointment and removal of the chief audit executive, ensure the chief audit executive has unrestricted access to the Committee, including in private meetings without senior management present, and approve the internal audit function's risk-based internal audit plan and budget on an annual basis.
- Establish and maintain procedures for (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
- At least annually, review and reassess the adequacy of this Charter and recommend any necessary amendments to the Board, and evaluate the performance of the Committee and report the results thereof to the Board regarding the execution of the audit committee's duties, responsibilities, and activities; any issues encountered; and related recommendations.
- Perform any other activities consistent with this Charter, the Corporation's Bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.

Neither the scope of this Charter, the detail of activities contained herein nor the service of a Board member on the Committee shall operate to expand or enhance the degree of care or diminish any

protections or limitation of liability otherwise applicable to the duties of a member of the Board of Directors under Tennessee law. Consistent with the Tennessee General Corporation Act, each member of the Committee shall, in the performance of such member's duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or committees of the Board or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

V. QUALIFIED LEGAL COMPLIANCE COMMITTEE

The Committee shall also serve as the Company's Qualified Legal Compliance Committee, and regulatory matters that could have a significant impact on the company's financial statements in accordance with the Qualified Legal Compliance Committee Charter.