

**U.S. CONCRETE, INC.**  
**AUDIT COMMITTEE CHARTER**

(As amended March 1, 2017)

**I. Statement of Purpose**

This Charter governs the operations of the Audit Committee (the “Committee”) of the Board of Directors (the “Board of Directors”) of U.S. Concrete, Inc. (the “Company”). The Committee shall assist the Board of Directors in fulfilling its oversight responsibility relating to:

- the Company’s financial statements, accounting, auditing and financial reporting process and internal control systems;
- the qualifications, independence and performance of the Company’s independent auditors;
- the performance of the Company’s internal audit function;
- the Company’s compliance with legal and regulatory requirements;
- the aspects of the Company’s Compliance and Ethics Program relating to financial matters, books and records and accounting and as required by applicable statutes, rules and regulations;
- the review of the Company’s significant financing transactions and related documentation; and
- the assessment of the major financial risks facing the Company.

The Committee shall oversee the accounting and financial reporting processes of the Company, the audits of the Company’s financial statements, the qualifications of the Company’s independent auditors, and the performance of the Company’s internal auditors and outside firms providing internal audit services. In so doing, the Committee shall maintain free and open communication with the Company’s independent auditors, internal audit department and management.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the 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 in the United States (“GAAP”). It is also not the duty of the Committee to resolve any disagreements between management and the independent auditors or to assure compliance with laws and regulations and the Company’s Code of Ethics and Business Conduct. Nothing contained in this Charter is intended to expand the applicable standard of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee.

**II. Organization and Membership**

The Committee shall be appointed by the Board of Directors and consist of at least three directors, each of whom shall meet the independence requirements of Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules promulgated

thereunder, including Rule 10A(3)(b)(1), and the Nasdaq Stock Market (“Nasdaq”) requirements with respect to independence as determined by the Board of Directors. Each member of the Committee shall have a working familiarity with basic finance and accounting practices and be able to read and understand fundamental financial statements, including the Company’s balance sheets, income statements and cash flow statements, and at least one member shall meet the qualifications of an “audit committee financial expert,” as defined in Item 407(d)(5) of Regulation S-K promulgated by the Securities and Exchange Commission (the “SEC”). No member of the Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. The Committee shall review and reassess this Charter at least annually and recommend appropriate changes to the Board of Directors.

### **III. Authority**

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. The Committee is empowered to investigate any matter brought to its attention. The Committee shall have the sole authority to approve the fees and other retention terms of such counsel, experts or consultants. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to such counsel, experts or consultants. Any communications between the Committee and legal counsel in the course of obtaining legal advice shall be considered privileged communications of the Company and the Committee shall take all necessary steps to preserve the privileged nature of those communications.

### **IV. Duties and Responsibilities**

Among its specific duties and responsibilities, the Committee shall perform the following, to the extent it deems necessary and appropriate, consistent with and subject to applicable laws, as well as rules and regulations promulgated by the SEC, Nasdaq or other regulatory authorities:

#### ***Financial Statements and Financial Reporting Process***

1. *Annual and Quarterly Financial Reporting:* The Committee shall review and discuss with the Company’s management and the independent auditors the annual audited and quarterly unaudited financial statements and related disclosures included in the Company’s quarterly earnings releases and in the Company’s periodic reports on Form 10-K and Form 10-Q (including the “Management’s Discussion and Analysis” section and officer certifications).

The Committee shall annually prepare a report for inclusion in the Company’s proxy statement for the Company’s annual meeting of stockholders for that year, with the names of all Committee members, stating whether the Committee:

- (a) reviewed and discussed the audited financial statements for the immediately preceding year with management;

- (b) discussed with the auditors matters requiring discussions by the Auditing Standards (“AS”) 1301, *Communication with Audit Committees*;
- (c) received the annual written disclosures from the auditors required by applicable requirements of the PCAOB, including PCAOB Rule 3526, (1) delineating all relationships between the auditors or their affiliates and the Company and (2) affirming the auditors’ independence as of the date of the written statement; and
- (d) based on that review and discussion, recommended to the full Board of Directors that such audited financial statements be included in the Company’s Annual Report on Form 10-K.

2. *Annual Audit and Communications with Independent Auditors:* The Committee shall review and discuss the scope and results of the independent auditors’ annual audit and quarterly reviews of the Company’s financial statements, and any other matters required to be communicated to the Committee by the independent auditors. Without limiting the generality of the foregoing, on an annual basis, after completion of the annual audit of the Company’s consolidated financial statements included in the Annual Report on Form 10-K and prior to its filing: (a) review with auditors any significant changes required in the examination plan; any serious difficulties or disputes with management encountered during the course of the audit; any restriction on the scope of activities or access to requested information; and other matters related to the conduct of the audit which are to be communicated to the Committee under Generally Accepted Auditing Standards, including discussions relating to the managements’ and auditors’ judgment about such matters as the quality, not just the acceptability, of the Company’s accounting practices and other items set forth in AS 1301 and under the rules and regulations of the SEC and other applicable authorities (as such standards, rules and regulations may be established or amended from time to time); and (b) obtain from the Company’s auditors assurance that Section 10A(b) of the Exchange Act has not been implicated with respect to the Company’s most recently completed fiscal year.

3. *Disclosure, Accounting and Financial Controls:* The Committee shall discuss with the Company’s management, senior internal audit executive, outside firms providing internal audit services and independent auditors the adequacy and effectiveness of the Company’s disclosure controls and procedures, the adequacy and effectiveness of, and the independent auditor’s attestation of, the Company’s internal control over financial reporting prior to the filing of the Company’s Form 10-K and the Company’s risk assessment and risk management policies (including those related to significant business risk exposures such as data privacy and network security). The Committee shall review disclosures made to the Committee by the Company’s CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company’s internal control over financial reporting.

4. The Committee shall review and discuss the reports required to be delivered by the independent auditor pursuant to Section 10A(k) of the Exchange Act regarding:

- (a) all critical accounting policies and practices to be used;

(b) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and

(c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

### ***Qualifications, Independence and Performance of the Independent Auditors***

5. *Appointment, Compensation, Retention and Oversight:* Pursuant to the Sarbanes-Oxley Act of 2002 and the rules and regulations of the SEC, the Committee shall be directly responsible for the appointment, compensation, retention, oversight of the work and termination, if necessary, of 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 Company (any such firm is referred to in this Charter as the Company's independent auditors). The Committee shall have and may exercise all the powers of the Board of Directors except as may be prohibited by law, with respect to all matters encompassed by this Charter, and shall have all the power and authority required under the Sarbanes-Oxley Act of 2002.

Prior to the initial engagement of any registered public accounting firm as the Company's independent auditors, the Committee shall obtain and review a written report from such independent auditors regarding all relationships between such independent auditors or their affiliates (as defined by the Public Company Accounting Oversight Board (the "PCAOB")) and the Company or persons in a financial reporting oversight role, including all matters set forth in PCAOB Rule 3526. The Committee shall discuss such report and the potential effects of such relationships with the independent auditors before their initial engagement. The substance of such discussion shall be documented in writing. The independent auditors report directly to the Committee, which shall have the sole authority to appoint and, where appropriate, replace the Company's auditors and to approve all audit engagement fees and terms. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors. The Committee shall be directly responsible for the compensation and oversight of the work of the Company's auditors (including resolution of disagreements between management and the auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing any other services for the Company.

At least annually, the Committee shall make inquiry of the Company's auditors regarding (a) the auditors' internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, peer review, or annual inspection results made publicly available by the Public Company Accounting Oversight Board of auditors and any steps taken to deal with any issues raised in such reviews, inspections, and reports; and (c) all relationships between the auditors and the Company as contemplated by applicable requirements of the PCAOB concerning the auditors' independence. The Committee shall evaluate the Company's auditors' qualifications, performance and independence, including considering whether the auditors' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining auditor independence. In making this evaluation, the Committee shall take into account the opinions of the Company's management, including the senior internal audit

executive. The Committee shall present its conclusions with respect to the Company's independent auditors to the full Board of Directors.

The Committee shall confirm the regular rotation of the audit partners with the Company's independent auditor, as required by applicable law, and shall consider whether there should be regular rotation of the Company's auditors.

6. *Approval of Audit and Permitted Non-Audit Services:* To the extent required by applicable law or regulation, the Committee shall review and approve in advance all audit, review or attest services and permitted non-audit services (including the fees and terms thereof) to be provided by the Company's independent auditors, subject to, and in compliance with, the *de minimis* exception for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act and the applicable rules and regulations of the SEC and establish related policies and procedures.

7. *Hiring Former Employees of Independent Auditors:* The Committee shall establish and maintain guidelines relating to the Company's hiring of employees and former employees of the Company's independent auditors, which guidelines shall meet the requirements of applicable law and listing standards, including, but not limited to SOX Section 206 and SEC Rule 2003-9.

#### ***Performance of the Internal Audit Function***

8. *Internal Audits and Reports:* The Committee shall review and discuss with the Company's senior internal audit executive and any outside firms providing internal audit services the overall scope and staffing of the Company's internal audits, including any difficulties encountered by the internal audit function and any restrictions on scope of its work or access to required information. The Committee shall review all significant internal audit reports and management's responses.

9. *Senior Internal Audit Executive:* The Committee shall review the appointment of individuals to, and any changes in, the senior internal audit position as well as any outside firms providing internal audit services.

#### ***Compliance with Legal and Regulatory Requirements***

10. *Legal and Regulatory Review:* The Committee shall review legal and regulatory matters that may have a material impact on the Company's financial statements and review the Company's compliance policies and procedures. The Committee shall meet at least annually with the Company's General Counsel regarding the implementation and effectiveness of the Company's compliance programs and at such other times as the General Counsel may request. The Committee shall obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.

#### ***Significant Financing Transactions and Related Documentation***

11. *Financing Transactions Review:* The Committee shall review all significant financing transactions and the related documentation that may have a material impact on the

Company's ability to borrow to insure the Company is able to finance its ongoing, as well as future, operations. Based on the conclusions reached, the Committee shall evaluate whether to recommend to the Board of Directors to approve or ratify any such financing transaction.

### ***Other Duties***

12. *Related Party Transactions:* The Committee shall consider all of the relevant facts and circumstances available for related-person transactions submitted to the Committee in accordance with the Company's policy with respect to related-person transactions. Based on the conclusions reached, the Committee shall evaluate whether to approve or ratify any such transaction submitted to it.

13. *Complaints:* The Committee shall establish and maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters and for the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting and auditing matters.

14. *D&O Indemnification and Insurance.* The Committee shall review and make recommendations to the Board of Directors regarding director and officer's indemnification and insurance matters.

15. *Performance:* The Committee shall evaluate its performance on an annual basis and periodically review the criteria for such an evaluation.

16. *Other:* In addition to the activities described above, the Committee shall perform such other functions the Committee or the Board of Directors deems necessary or appropriate under applicable law, including those set forth in the Company's Corporate Governance Guidelines.

## **V. Meetings**

The Committee shall meet at least four times per year, either in person or telephonically, at such times and places as the Committee determines. The Committee shall periodically meet separately in executive sessions with management, Company's senior internal audit executive, any outside firms providing internal audit services, and independent auditors. The Committee shall report regularly to the full Board of Directors with respect to the Committee's activities. The Committee shall maintain written minutes of all its meetings, which will be available to every member of the Board of Directors. The Committee may meet by teleconference and act by unanimous written consent as permitted by Delaware law. The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as may be necessary or desirable and not inconsistent with the provisions of the Bylaws of the Company or this Charter.

## **VI. Subcommittees**

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant preapprovals of audit and permissible non-audit services. Any decisions of such subcommittee to grant preapprovals shall be reported to the full Committee at its next scheduled meeting.