



CHARTER OF THE ETHICS & COMPLIANCE TEAM

INTRODUCTION AND PURPOSE

As a publicly traded company, Atlas Technical Consultants, Inc. (the “Company”) operates in a complex, dynamic and highly regulated environment at the federal, state and local levels. The Company’s Ethics & Compliance Team (the “Team”) is tasked with ensuring that the Company continues to conduct its operations and activities ethically, with the highest level of integrity, while also fulfilling its regulatory obligations. The Team oversees the Company’s enterprise-wide compliance program, intended to foster a culture of compliance with laws, regulations, industry standards and Company policies.

COMPOSITION

The Team is composed of senior leadership in order to set a “tone from the top” emphasizing the importance of ethics and compliance to the Company and includes a representative from each of the following functions (in addition to any other members appointed by the Company’s Chief Executive Officer from time to time): (i) Accounting/Finance; (ii) Administration; (iii) ATO; (iv) Diversity & Inclusion; (v) Environmental, Social and Governance; (vi) Health & Safety; (vii) Human Resources; (viii) Information Technology; (ix) Integrations; (x) Internal Audit; (xi) Legal/Contracts; (xii) Marketing/Communications; (xiii) Mergers & Acquisitions; (xiv) Operations; (xv) Project Controls; (xvi) Quality Assurance; (xvii) Sales/Business Development; and (xviii) Sourcing.

The Chair of the Team is the Company’s Chief Legal Officer or such individual’s delegate.

MEETINGS

The Team shall meet at least quarterly and endeavor to meet two weeks prior to scheduled quarterly meetings of the Company’s Board of Directors (the “Board”). Ad hoc meetings may be requested by any Team member, subject to approval by the Team Chair.

DELEGATES

When a Team member is unable to attend a scheduled Team meeting, the member shall appoint a delegate to represent such member at the meeting. Notice of the delegation shall be provided to the Team Chair prior to the meeting, and any delegate has the same duties, powers and obligations of the delegating member.

RESPONSIBILITIES

- Develop, review, approve and modify (as necessary) the Company’s compliance and corporate governance related policies and procedures;
- Review the Company’s Code of Business Conduct and Ethics (the “Code of Conduct”) on an annual basis and recommend any changes to the Nominating & Governance Committee of the Board;
- Oversee the development and implementation of employee communication and training regarding the Code of Conduct, Company policies and ethics and compliance issues;
- Review reports regarding whistleblower complaints and the status/developments thereof; propose remedial actions to prevent future similar reports;
- Vote to approve or reject requests for variances from Company policies and procedures;
- Raise, discuss and propose solutions to employee conduct or ethics/compliance issues identified by the Team;
- Determine ethics and compliance issues that merit reporting to the Board; and
- Discuss regulatory developments and industry trends and best practices in the ethics, compliance and governance space.

RESPONSIBILITIES OF THE CHAIR

- The Chair will report to the Board on a quarterly basis on any matters deemed by the Team to rise to the level of Board notification or involvement.
- The Chair (or such individual’s designee) will keep minutes of Team meetings.