

## PURPOSE

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Mister Car Wash, Inc. (the “Company”) is to, among other things, assist the Board in its oversight of:

- the integrity of the Company’s financial statements and financial reporting process;
- the Company’s accounting principles, accounting policies, and financial and accounting controls;
- the Company’s compliance with legal and regulatory requirements;
- the Company’s risk management program;
- the qualifications, independence, and performance of the Company’s independent auditor; and
- the design and implementation of the Company’s internal audit function and internal controls, and the performance of the internal audit function.

The provisions herein are subject to any applicable exemptions and transition periods under The Nasdaq Stock Market LLC (the “Nasdaq”) and the applicable rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”).

To fulfill its obligations, the Committee relies on: management for the preparation and accuracy of the Company's financial statements; both management and the Company's internal auditors for establishing effective internal controls and procedures to ensure the Company's compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and the independent auditors for an unbiased, diligent audit or review, as applicable, of the Company's financial statements and the effectiveness of the Company's internal controls. The members of the Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures.

## SCOPE

This charter applies to the members of the Committee.

## POLICY STATEMENT

### Composition

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements of Nasdaq and the SEC and meet all other eligibility requirements of applicable rules and regulations. Each Committee member must be financially literate as determined by the Board in its business judgment or must become financially literate within a reasonable amount of time after his or her appointment to the Committee. In addition, at least one member of the Committee must be financially sophisticated as determined by the Board. At least one member of the Committee must qualify as an “audit committee financial expert” as defined by Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have accounting or related financial management expertise.

## AUDIT COMMITTEE CHARTER



No Committee member may simultaneously serve on the audit committee of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of the member to effectively serve on the Committee and this determination is disclosed in accordance with Nasdaq and SEC rules.

Committee members must be appointed, and may be removed, with or without cause, by the Board.

### Meetings, Procedures, and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee must meet at least once during each fiscal quarter. The Committee will meet at such times as determined by its chairperson or as requested by any of its members. Unless the Board appoints a member of the Committee to serve as its chairperson, the Committee may designate a chairperson by majority vote of the Committee. Notice of all meetings will be given, and waiver thereof determined, pursuant to the provisions contained in the Company's bylaws. The chairperson of the Committee will preside, when present, at all meetings of the Committee. The Committee may meet in person or by telephone or video conference. The Committee will meet periodically with management, internal auditors, and representatives of the independent auditor, and shall invite such individuals to its meetings as it deems appropriate, to assist in carrying out its duties and responsibilities. However, the Committee shall meet regularly in executive session without such individuals present.

Each member of the Committee will have one vote. A majority of the members of the Committee will constitute a quorum. The Committee may act by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee may, in its sole discretion, retain or obtain advice from any legal counsel, experts, or advisors that the Committee deems necessary or advisable to carry out its duties and responsibilities. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent registered public accounting firm for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services, for payment of compensation to any advisors employed by the Committee, and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee will be directly responsible for the appointment, compensation, and oversight of any other adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such other adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this charter, the purposes of the Committee, the Company's bylaws, and applicable Nasdaq rules.

## AUDIT COMMITTEE CHARTER



The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee, counsel or adviser of the Company to meet with the Committee or any advisers engaged by the Committee. Written minutes of meetings shall be maintained.

### **Duties and Responsibilities**

#### Interaction with Independent Auditor

##### *Appointment and Oversight*

The Committee is directly responsible for the appointment, compensation, retention, and oversight of the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review, or attest services for the Company, and the independent auditor and each such other registered public accounting firm must report directly to the Committee. The Committee must pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement falls within available exceptions under SEC rules or, if such service is for an amount below \$150,000, the chairperson of the Committee may pre-approve such services between regularly scheduled meetings of the Committee and such approval shall be reflected in the minutes of the subsequent meeting of the Committee.

##### *Annual Report on Independence and Quality Control*

The Committee must, at least annually, obtain and review a report from the independent auditor describing (a) the auditing firm's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review or peer review of the auditing firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years relating to any independent audit conducted by the auditing firm, and any steps taken to deal with any such issues; and (c) all relationships and services between the independent auditor and the Company. The Committee must, at least annually, actively engage in a dialogue with the independent auditor regarding any such disclosed relationships or services that may impact the objectivity and independence of the independent auditor.

Additionally, the Committee, at least annually, will evaluate the qualifications, performance and independence of the Company's independent auditors, including an evaluation of the lead audit partner; and to assure the regular rotation of the lead audit partner at the Company's independent auditors and consider regular rotation of the accounting firm serving as the Company's independent auditors. The Committee will set policies for the Company's hiring of employees/former employees of the independent auditor, meet with the auditor prior to the audit to discuss planning, staffing, audit strategy and timing, and obtain assurance from the auditor regarding compliance with Section 10A(b) of the Securities Exchange Act of 1934, as amended, related to illegal acts.

#### Financial Statement and Disclosure Matters

# AUDIT COMMITTEE CHARTER



## *Audit Issues*

The Committee must discuss with the independent auditor (a) all critical accounting policies and practices to be used in the audit; (b) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors; (c) other material written communications between the auditors and management; and (d) any audit issues or difficulties and management's response. Additionally, the Committee shall discuss with management and the independent auditor any significant financial reporting issues, judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; the effect of regulatory and accounting initiatives on the Company's financial statements, major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles.

## *Form 10-K and 10-Q Review*

The Committee must review and discuss with management and the independent auditors the scope and results of the independent auditors' annual audit and quarterly reviews of the Company's financial statements, as well as the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee will discuss with management the effect of regulatory/accounting initiatives and off-balance sheet structures on the financial statements. The Committee will proactively discuss implementation of new accounting standards with management and the auditor.

## *Audit Committee Report*

The Committee must provide the Company with the report of the Committee with respect to the audited financial statements for inclusion in each of the Company's annual proxy statements.

## Interaction with Internal Audit

The Committee will review, discuss with the independent auditors, and approve the functions of the internal auditors, including its purpose, authority, organization, responsibilities, budget and staffing; and to review the scope and performance of the internal auditor's internal audit plan, including the results of any internal audits, any reports to management and management's response to those reports; and to review and approve the hiring or dismissal of the Senior Director of Internal Audit.

## Other Duties and Responsibilities

### *Review of Earnings Releases*

The Committee will review and discuss with management the Company's earnings press releases, including the type of information to be included and its presentation and the use of any pro forma, adjusted or other non-GAAP financial information, as well as financial information and earnings guidance provided to analysts and rating agencies.

# AUDIT COMMITTEE CHARTER



## *Risk Assessment and Risk Management*

The Committee must review and discuss with management and the internal audit department the risks faced by the Company and the policies, guidelines and process by which management assesses and manages the Company's risks, including the Company's major financial risk exposures, cybersecurity risk exposures, sustainability risk exposures, legal and regulatory compliance risk exposures and other key risks identified, and the steps management has taken to monitor and control such exposures.

## *Complaint Procedures*

The Committee shall establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and for the confidential and anonymous submissions of such complaints by employees or other persons.

## *Review of Related Person Transactions*

The Committee is responsible for reviewing and approving "related person transactions" in accordance with the Company's Statement of Policy with Respect to Related Person Transactions.

## *Oversight*

The Committee shall coordinate the Board's oversight of the Company's internal control over financial reporting, disclosure controls, and procedures and code of conduct.

The Committee shall discuss legal matters that may impact the financial statements or compliance policies with the General Counsel, and review and approve all related party transactions per the company's Related Party Transactions Policy.

## *Reports to the Board of Directors*

The Committee must report regularly to the Board regarding the activities of the Committee.

## *Committee Self-Evaluation*

The Committee must at least annually perform an evaluation of the performance of the Committee.

## *Review of this Charter*

The Committee will annually review and reassess this charter and submit any recommended changes to the Board for its consideration.

## **Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

## **Stockholders Agreement**

## AUDIT COMMITTEE CHARTER

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For so long as the stockholders' agreement among the Company and Green Equity Investors VI, L.P., Green Equity Investors Side VI, L.P., LGP Associates VI-A LLC and LGP Associates VI-B LLC, Crescent Mezzanine Partners VT L.P., Crescent Mezzanine Partners VIE Cayman L.P., Crescent Mezzanine Partners VTC L.P., Penfund Capital Fund TV Limited Partnership, and each of the individual stockholders who are set forth on the signature pages thereto is in effect, this charter will be interpreted to be consistent with such agreement.

### REVIEW AND APPROVAL

This charter will be reviewed and updated as necessary.