October 20, 2026

CHARTER

AUDIT COMMITTEE

I. PURPOSE

The primary function of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of L.B. Foster Company (the "Company") is to fulfill its oversight responsibilities by reviewing: the Company's audited financial reports and interim financial reports; the Company's systems of internal controls regarding finance, accounting and legal compliance that management and the Board have established; and the Company's auditing, accounting and financial reporting processes. The Committee's primary duties and responsibilities are:

- Overseeing that management has established and maintained the Company's accounting and financial reporting process and internal control system to enhance the reliability and integrity of the Company's financial reporting and disclosure practices.
- Retaining the independent public accountants.
- Overseeing that management has established and maintained processes to assure the quality and effectiveness of both the work of its independent public accountants and internal auditor(s).
- Overseeing the audit of the Company's financial statements and the assessment of internal controls over financial reporting.
- Providing an open avenue of communication among the independent public accountants, financial and senior management, the internal auditing department and the Board.

The Committee will fulfill these responsibilities by carrying out the activities enumerated in Section IV of this Audit Committee Charter (the "Charter").

II. COMPOSITION AND INDEPENDENCE

The Committee shall consist of three or more directors, as determined by the Board, each of whom shall (i) satisfy the independence and experience requirements set forth in the listing rules of the Nasdaq Stock Market, as then in effect, and in accordance with Rule 10A-3 under the Securities Exchange Act of 1934, as amended, and (ii) not have participated in the preparation of the financial statements of the Company or a current subsidiary of the Company at any time during the preceding three years. Each member of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. At least one member of the Committee must have past employment experience in finance or

accounting, requisite professional certification in accounting or any other comparable experience or background that leads to financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. At least one member of the Committee must be an "audit committee financial expert" as such term is defined under applicable SEC rules. A person who satisfies the definition of audit committee financial expert will be presumed to have financial sophistication. The Board, after due consideration of the recommendation of the Nomination and Governance Committee (the "NG Committee"), shall appoint the members of the Committee and designate its Chair. The Board may remove or replace any member from the Committee at any time with or without cause.

III. MEETINGS

The Committee shall meet on a regularly scheduled basis, at least quarterly, or more frequently as circumstances dictate. A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee. In lieu of a meeting, the Committee may act by unanimous written consent of its members. Special meetings may be called by either the Chair of the Board or the Chair of the Committee. In order to foster open communication, the Committee shall meet periodically with management and the independent public accountants in separate executive sessions. In addition, the Committee, or at least its Chair, shall meet with the independent public accountants and management quarterly to review the Company's interim financial statements.

IV. RESPONSIBILITIES

To fulfill its responsibilities, the Committee shall:

A. <u>Documents/Reports; Review, Discussion and Recommendations</u>

1. Review and reassess the adequacy of this Charter at least annually and, if appropriate, update this Charter.

2. Review and discuss the Company's unaudited quarterly and audited annual financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" with management and the independent public accountants. Such review and discussion should include the matters required to be discussed by applicable auditing standards of the Public Company Accounting Oversight Board ("PCAOB"), including but not limited to significant unusual transactions, financial statement presentation, the quality of earnings, significant financial reporting issues and judgments (including off- balance sheet structures and the use of pro forma or non-GAAP financial information), the adequacy of the Company's internal controls over financial reporting, and any regulatory and accounting initiatives.

3. Discuss with the independent public accountants the matters required to be discussed by applicable law or by the applicable requirements of the PCAOB, including:

a. All critical accounting policies and practices to be used;

b. All alternate treatments within generally accepted accounting principles of financial information that have been discussed with management, ramifications of the use of such alternative disclosures and treatment and the treatment preferred by the independent public accountants;

c. Any accounting disagreements between the independent public accountants and management and management's response to these problems, difficulties or disagreements; and

d. Other material written communications between the independent public accountants and management, such as any management letter or schedule of unadjusted differences.

4. Receive a formal written statement from the independent public accountants delineating all relationships between the independent public accountants and the Company and any other relationships that may adversely affect the independence of the independent public accountants; including an assurance that the independent public accountants are in compliance with applicable partner rotation requirements; and actively engage in a dialogue with the independent public accountants with respect to any disclosed relationship or services that may impact the objectivity and independence of the independent public accountants and taking, or recommending that the full Board take, appropriate action to oversee the independence of the independent public accountants.

5. Review and discuss each earnings release with financial management and the independent public accountants prior to its release.

6. Make a recommendation to the Board as to whether the Company's audited financial statements be included in the Company's Annual Report on Form 10-K and prepare the Audit Committee report required to be included in the Company's annual proxy statement.

7. Periodically, review and discuss with the internal audit department and/or, as the Committee deems appropriate, the independent public accountants, processes and controls concerning reimbursement of employee expenses and/or employee use of corporate assets.

8. Review with management and the independent public accountants and internal auditors significant risks and exposures, and review, assess and oversee the steps management has taken to assess and manage such risks and exposures, particularly issues related to management policies and guidelines, financial reporting and control information services, business information services, business continuity, and physical asset conservation. In addition, the Committee shall review and oversee the Company's risk management, anti-fraud, risks related to the use of artificial intelligence, and strategy relating to cybersecurity, including (i) the Company's processes for assessing, identifying, managing, and mitigating material

risks from cybersecurity threats and emerging cybersecurity developments and threats; (ii) whether any risks from cybersecurity threats have materially affected or are reasonably likely to materially affect the Company; (iii) the expertise of members of management with respect to assessing and managing risks from cybersecurity threats; and (iv) the Company's disclosure controls and procedures with respect to material cybersecurity incidents. The Audit Committee, however, generally shall defer and cede authority to the (i) Compensation Committee for analysis and review of risks and exposures related to executive compensation and (ii) NG Committee for analysis and review of risks and exposures related to the Company's corporate social responsibilities that are within the Company's purview, with input from any other committees, as appropriate, in place from time to time.

B. <u>Independent Public Accountants and Internal Auditor(s)</u>

9. Be directly responsible for the appointment, compensation, retention, oversight and, if appropriate, termination of the independent public accountants engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, its operating groups and subsidiaries. The Committee shall also consider the regular rotation of the lead audit partner at the independent public accountants and consider regular rotation of the accounting firm serving as the Company's independent public accountants.

10. Select, retain, compensate, oversee and terminate, if necessary, any other 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.

11. Periodically consult with the independent public accountants about internal controls and the quality and accuracy of the Company's financial statements and elicit the independent public accountants' recommendations for improving the Company's internal controls.

12. The independent public accountants shall report directly to the Committee and the Committee shall periodically confirm that the independent public accountants understand that they are directly accountable to the Committee.

13. Resolve disagreements between management and the independent public accountants regarding financial reporting.

14. Preapprove, or establish and maintain an appropriate policy governing the pre-approval of, all audit services and non-audit services (including the fees and terms thereof) to be performed for the Company by the independent public accountants to the extent required by and in a manner consistent with applicable law and as permissible and compatible with the independent public accountant's independence; provided, however, that the Committee may not approve the performance by the independent public accountants of any services prohibited

under applicable law or regulation, including, but not limited to, internal audit outsourcing services.

15. Oversee the independence, objectivity and performance of the internal audit function by reviewing the nature, extent, quality and effectiveness of the internal audit program, including the anticipated level of support and coordination with the independent public accountants' audit process, as well as the appointment, replacement or dismissal of the head of internal audit.

C. Financial Reporting Processes

16. In consultation with the independent public accountants and the internal auditors, review the integrity of the organization's financial reporting processes, both internal and external.

17. Consider and approve, if appropriate, major changes to the Company's auditing and accounting principles and practices as suggested by the independent public accountants, management or the internal auditing department.

D. Process Improvement

18. Following completion of the annual audit, review separately with management and the independent public accountants any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

19. Review with the independent public accountants, the internal auditing department and management the extent to which changes or improvements in financial or accounting practices or internal controls over financial reporting, as approved by the Committee, have been implemented.

20. Review activities, organizational structure and qualifications of the internal audit department.

21. Review, with the Company's counsel or other counsel selected by the Committee, any legal matter that could have a significant impact on the Company's financial statements.

22. Establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting or auditing matters, internal accounting controls or other matters, which procedures shall provide for the confidential and anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

23. Review, and if appropriate, approve, and oversee any "related party transactions" for potential conflict of interest situations. As used herein a "related party transaction" shall refer to transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404.

24. Oversee management's implementation of a code of ethics.

25. Perform any other activities consistent with this Charter, the Company's Amended and Restated Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

26. Review: (i) recommendations from management, the independent public accountants and internal auditors regarding internal controls over financial reporting; (ii) any material weaknesses or significant deficiencies in, or changes to, internal controls over financial reporting or any fraud involving management reported to the Committee by the independent public accountants or management or otherwise reported; and (iii) the resolution of any material weaknesses or significant deficiencies.

27. Review: (i) the adequacy and effectiveness of the Company's disclosure controls and procedures; and (ii) internal controls over financial reporting, including obtaining from management their assessments of the Company's internal control over financial reporting.

While the Committee has responsibilities and powers set forth in this Charter, the Committee does not have the duty to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and in accordance with generally accepted accounting principles. These tasks are the responsibility of the independent public accountants and management. The Committee also does not have the duty to ensure compliance with laws and regulations or any code of conduct applicable to the Company or its employees.

The Committee has the authority to delegate its authority, duties and responsibilities (or functions) to one or more members of the Committee or the Board, and/or to the Company's officers, when appropriate, but no such delegation shall be permitted if the authority is required by law, regulation, or listing standard to be exercised by the Committee as a whole or if such delegation is otherwise prohibited by law, regulation or listing standard.

V. COMMITTEE EVALUATION

The annual Board self-evaluation will include an evaluation of the Committee's performance and effectiveness.

VI. COMMITTEE REPORTS

As necessary, the Chair of the Committee will report to the full Board on the Committee's activities, findings, recommendations, and any recommended changes to the Committee's Charter.

VII. RESOURCES

The Committee will be provided with the necessary resources (both internal and external) to carry out its duties. The Committee also has the authority, in its sole discretion, to: (i) retain and oversee the work of outside advisors, including legal counsel, auditors, or other experts, as it deems appropriate; (ii) approve the fees and expenses of such advisors with funding provided by the Company; and (iii) incur such other ordinary administrative expenses as are necessary or appropriate in carrying out its duties.

A current copy of this Charter shall be posted to the Company's website.