

# SMITH-MIDLAND CORPORATION

## AUDIT COMMITTEE CHARTER

### **Purpose**

The Audit Committee is appointed by the Board of Directors (the “Board”) of Smith-Midland Corporation (the “Company”) to oversee the accounting and financial reporting processes of the Company and the audits of the Company’s financial statements. In that regard, the Audit Committee assists the Board in monitoring (1) the integrity of the financial statements of the Company, (2) the independent auditor’s qualifications and independence, (3) the performance of the Company’s internal audit function and independent auditors, and (4) the compliance by the Company with legal and regulatory requirements.

The Audit Committee shall prepare the report required by the rules of the Securities and Exchange Commission (the “Commission”) to be included in the Company’s annual proxy statement.

### **Membership**

The Audit Committee shall consist of no fewer than three members. Each member of the Audit Committee shall be independent in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended, and the rules of The NASDAQ Stock Market. No member of the Audit Committee shall have participated in the preparation of the financial statements of the Company in the past three years.

All members of the Audit Committee shall 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 Audit Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication.

While there is no limit on the number of public company audit committees on which a director may serve, if a director serves on more than two public company audit committees in addition to the Audit Committee, his or her service on the Audit Committee shall be subject to the Board’s determination that such simultaneous service on such other audit committees will not impair his or her ability to effectively serve on the Audit Committee.

The Board may remove any member from the Audit Committee at any time with or without cause.

### **Duties and Responsibilities**

The Audit Committee shall have the following authority and responsibilities:

1. To (1) select and retain an independent registered public accounting firm to act as the Company's independent auditors for the purpose of auditing the Company's annual financial statements, books, records and accounts, (2) set the compensation of the Company's independent auditors, (3) oversee the work done by the Company's independent auditors and (4) terminate the Company's independent auditors, if necessary.

2. To 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.

3. To approve all audit engagement fees and terms. To pre-approve all audit services, internal control-related services and permitted non-audit and tax services that may be provided by the Company's independent auditors or other registered public accounting firms, and establish policies and procedures for the Audit Committee's pre-approval of permitted services by the Company's independent auditors or other registered public accounting firms on an on-going basis.

4. At least annually, to obtain and review a report from the Company's independent auditors (as may be required) that describes (1) the accounting firm's internal quality control procedures, (2) any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board ("PCAOB") review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues, and (3) all relationships between the firm and the Company or any of its subsidiaries; and to discuss with the independent auditors this report and any relationships or services that may impact the objectivity and independence of the auditors.

5. At least annually, to 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.

6. To review and discuss with the Company's independent auditors (1) the auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (2) the overall audit strategy, (3) the scope and timing of the annual audit, (4) any significant risks identified during the auditors' risk assessment procedures and (5) when completed, the results, including significant findings, of the annual audit.

7. To review and discuss with the Company's independent auditors (1) all critical accounting policies and practices to be used in the audit; (2) 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; and (3) other material written communications between the auditors and management.

8. To review and discuss with the Company's independent auditors and management (1) any audit problems or difficulties, including difficulties encountered by the Company's independent auditors during their audit work (such as restrictions on the scope of their activities

or their access to information), (2) any significant disagreements with management and (3) management's response to these problems, difficulties or disagreements; and to resolve any disagreements between the Company's auditors and management.

9. To review with management and the Company's independent auditors (1) any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, (2) any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods and (3) the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.

10. To review with management and the Company's independent auditors the adequacy and effectiveness of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.

11. To meet separately in executive session with the independent auditors, and, to the extent necessary with management and the internal auditor (or other person(s) responsible for the internal audit function). Among the items to be discussed at such executive sessions are the independent auditors' evaluation of the Company's financial, accounting and auditing personnel, the auditors' judgments about the Company's accounting principles as applied to its financial reporting, the level of management cooperation that the independent auditors received during the course of the audit and management's assessment of the independent auditors' performance.

12. To review and discuss with the Company's independent auditors any other matters required to be discussed by the auditing standards of the PCAOB.

13. To review and discuss with management and the Company's independent auditors the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures (including, without limitation, management's risk assessment and risk management policies and adherence with codes of conduct and other rules governing the conduct of employees).

14. To review and discuss with management the Company's earnings press releases.

15. To review and discuss with the Company's independent auditors and management the Company's annual audited financial statements (including the related notes), the form of audit opinion to be issued by the auditors on the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K before the Form 10-K is filed.

16. To recommend to the Board that the audited financial statements be included in the Company's Form 10-K.

17. To review and discuss with the Company's independent auditors and management the Company's quarterly financial statements and the disclosure under "Management's

Discussion and Analysis of Financial Condition and Results of Operations” to be included in the Company’s quarterly report on Form 10-Q before the Form 10-Q is filed, and to review and discuss the Form 10-Q for filing with the Commission.

18. To establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

19. To review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) and any other potential conflict of interest situations on an ongoing basis, in accordance with Company policies and procedures, and to develop policies and procedures for the Audit Committee’s approval of related-party transactions.

20. To perform any other activities consistent with this Charter, the Company’s By-Laws, and governing law and regulations, as the Audit Committee or the Board deems necessary or appropriate.

### **Limitation of Audit Committee’s Role**

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits, or to determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

### **Outside Advisors**

The Audit Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Company shall provide appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company and to any advisors employed by the Audit Committee, as well as funding for the payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

### **Structure and Operations**

The Audit Committee shall meet as often as it determines necessary, but not less frequently than quarterly. The Audit Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Audit Committee shall meet periodically in separate executive sessions with management, the internal auditors (or those performing the internal auditing function) and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Audit Committee deem appropriate. The Audit Committee may request any officer or employee

of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. Written minutes of the Audit Committee members shall be maintained.

The Audit Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

### **Delegation of Authority**

The Audit Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees (comprised of members of the Audit Committee) as the Audit Committee may deem appropriate in its sole discretion.

### **Performance Evaluation**

The Audit Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Audit Committee shall conduct this evaluation in such manner as it deems appropriate.