

KLX ENERGY SERVICES HOLDINGS, INC.

AUDIT COMMITTEE CHARTER

This Audit Committee Charter (this “Charter”) of the Board of Directors (the “Board”) of KLX Energy Services Holdings, Inc. (the “Company”) specifies the scope and the responsibilities of the Audit Committee of the Board (the “Committee”) and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements.

Purpose

The primary purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities in respect of the Company’s audit, financial reporting, legal and regulatory compliance programs and Code of Business Conduct of the Company (the “Code of Business Conduct”).

Composition

1. Members. The Committee shall be comprised of three or more directors as determined by the Board (each a “Member” and collectively, the “Members”) and in accordance with the rules of The Nasdaq Stock Market LLC (“Nasdaq”), the United States Securities and Exchange Commission (the “SEC”) or any other applicable regulatory agency. The Members shall be appointed by the Board in consultation with the Nominating and Corporate Governance Committee of the Board (the “Nominating and Corporate Governance Committee”), and shall serve until their successors are duly appointed and qualified, or until their earlier death, disqualification, resignation or removal.
2. Qualifications. Each Member shall be an independent director and free of any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a Member. The Board may appoint, under exceptional and limited circumstances, one director who is not “independent” under Nasdaq rules if it determines that membership on the Committee is required by the stockholders; it is in the Company’s best interest; it is disclosed; the director satisfies the SEC’s requirements for audit committee independence under Section 10A of the Securities Exchange Act of 1934, as amended; the director is not a current executive officer, employee or family member of an executive officer or employee, and that director serves no more than two years and not as the Chair of the Committee. All Members of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one Member shall have accounting or related financial management expertise to meet the applicable SEC definition of “financial expert” as determined by the Board. Notwithstanding the foregoing membership requirements and subject to applicable law, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

3. Chair. The Chair of the Committee (the “Committee Chair”) shall be appointed by the Board in consultation with the Nominating and Corporate Governance Committee.
4. Removal and Replacement. The Members may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board in consultation with the recommendation of the Nominating and Corporate Governance Committee.

Operations

1. Meetings. The Committee shall meet at least four times a year or more frequently as circumstances dictate. Meetings may be held in person or virtually by telephone or video conferencing. Subject to the other provisions of this Charter, the Committee may meet with management, the Company’s independent auditor (the “Independent Auditor”), or individual directors or its advisors at any time it deems appropriate to discuss any matters before the Committee. A quorum shall exist when a majority of the Members of the Committee are present and the Committee shall act only by (i) the affirmative vote of a majority of its Members or (ii) unanimous written consent in lieu of a meeting.
2. Agenda. The Committee Chair shall develop and set the agenda for each Committee meeting, in consultation with other Members, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent feasible, be communicated to the Members sufficiently in advance of each meeting to permit meaningful review.
3. Report to Board. The Committee shall timely report its actions to the Board at the next regularly scheduled Board meeting for Board approval or ratification, as appropriate, and shall submit to the Board the minutes of its meetings.
4. Committee Advisors. The Committee may retain counsel, accountants or other advisors as it deems appropriate to discharge its duties and responsibilities. The Committee shall have the sole authority to retain and terminate such consultants, counsel, accountants or other advisors, and to review and approve their fees and other retention terms. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the Company’s Independent Auditor, any other accounting firm engaged to perform services for the Company, any outside counsel and any other advisors to the Committee that are necessary or appropriate in carrying out its duties.

5. Performance Evaluation and Confirm Responsibilities Carried Out. On an annual basis the Committee shall conduct a self-evaluation of its performance and confirm that all responsibilities outlined in this Charter have been carried out.
6. Assessment of Charter. The Committee shall review annually the adequacy of this Charter and, if revisions are determined necessary and approved by the Committee, submit the proposed amendments to the Board for approval.

Authority and Duties

1. Executive Sessions. The Committee shall meet at least annually with the Company's chief executive officer, chief financial officer, chief accounting officer, internal audit manager, and general counsel, and the Independent Auditor, each in separate executive sessions to discuss any matters that the Committee or any of these groups believe should be discussed.
2. Financial Risk Exposure. The Committee shall meet at least annually with the Company's senior financial management and the Company's internal auditor (the "Internal Auditor") to review the Company's major financial risk exposures.
3. Auditor Appointment and Oversight. The Committee shall appoint, approve funding for, retain and oversee the Independent Auditor engagements for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Independent Auditor shall report directly to the Committee. The Committee shall at least annually review and evaluate the qualifications, performance, tenure and independence of the Independent Auditor. In addition, the Committee will oversee the resolution of any disagreements between the Company's management and the Independent Auditor regarding financial reporting.
4. Pre-Approvals for Independent Auditor. The Committee may grant pre-approval for the Independent Auditor to perform audit, audit-related and tax services for engagements with estimated fees less than \$75,000. Pursuant to this pre-approval, management may engage the Independent Auditor on an as-needed basis from time to time. For engagements to perform audit, audit-related and tax services at or in excess of \$75,000, pre-approval by either the Committee, or a Member designated by the Committee, should be obtained prior to the commencement of services on an engagement-by-engagement basis. Audit and audit-related services include, but are not limited to, comfort letters, statutory audits, audits of employee benefit plans, consents, assistance with and the review of documents filed with the SEC, due diligence, internal control reviews and accounting consultants.

All other proposed services that do not constitute audit, audit-related or tax services, but are permissible services, need to be pre-approved by the Committee, unless (a) performed pursuant to an engagement letter signed by the Committee Chair or (b) the estimated fees are expected to be less than \$75,000, in which event the pre-approval of a so-designated Member shall be required.

5. Audit Plan. The Committee shall review with management, the Independent Auditor and the Internal Auditor the scope of the Independent Auditor's audit plan and the Internal Auditor's annual audit plan, which are based in part, on analyses of the financial statements and internal control risk.
6. Meeting with the Independent Auditor. The Committee shall review with the Independent Auditor any problems or difficulties the Independent Auditor may have encountered during the course of the audit work, including any restrictions on the scope of activities or access to required information or any significant disagreements with management and management's responses to such matters, including (i) any accounting adjustments noted or proposed by the Independent Auditor but were "passed"; (ii) any communications between the Internal Auditor and the Independent Auditor's national office respecting auditing or accounting issues presented by the engagement and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the Independent Auditor to the Company. The Committee will obtain from the Independent Auditor assurances that Section 10A(b) of the Exchange Act has not been implicated, which shall include discussion of the responsibilities, budget and staffing of the Company's internal audit function.

The Committee shall also discuss with the Independent Auditor the report that the Independent Auditor is required to make to the Committee regarding: (i) all accounting policies and practices to be used that the Independent Auditor identifies as critical; (ii) all alternative treatments of financial information within United States generally accepted accounting principles ("GAAP") for policies and practices related to material items that have been discussed among management and the Independent Auditor and the treatment preferred by the Independent Auditor and (iii) all other material written communications between the Independent Auditor and management, such as any management letter, management representation letter, reports on observations and recommendations on internal control over financial reporting, the Independent Auditor's engagement letter, the Independent Auditor's independence letter, schedule of unadjusted audit differences and a listing of adjustments and classifications not recorded, if any.

7. Quarterly Financials. The Committee shall review the quarterly financial statements with financial management and the Independent Auditor prior to the filing of each Quarterly Report of the Company on Form 10-Q.

8. Audit Committee Report. The Committee shall review and approve the report from the Committee that the SEC requires be included in the Company's annual proxy statement.
9. Audited Financial Statements. The Committee shall review the financial statements contained in the Annual Report to be presented to the stockholders of the Company with the financial management and the Independent Auditor to determine that the Independent Auditor are satisfied with the disclosure and content prior to the filing of the Annual Report on Form 10-K, and based on such review, determine whether to recommend to the Board that the audited financial statements be included in the Annual Report on Form 10-K.
10. Disclosure Controls. The Committee shall receive reports from and periodically review with management, and any outside professionals as the Committee considers appropriate, the effectiveness of the Company's disclosure controls and procedures, important trends and developments in financial reporting practices and requirements and their effect on the Company's financial statements.
11. Internal Controls. The Committee shall periodically review with management and the Independent Auditor the quality, adequacy and effectiveness of the Company's internal controls, and shall receive and review disclosures by the chief executive officer and chief financial officer during their certification process for the Annual Report on Form 10-K and each Quarterly Report on Form 10-Q about any significant deficiencies or material weaknesses in internal controls and procedures and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.
12. Internal Audit Functions. The Committee shall oversee the scope, responsibilities, plans, budget and resources, staffing and organizational structure, functions and performance of the Company's internal audit function.
13. Cybersecurity Oversight. The Committee shall provide oversight for all matters related to the security of and risks related to information systems and procedures.
14. Auditor Independence. The Committee shall obtain from, and review and discuss with, the Independent Auditor a formal written statement that delineates all auditor relationships with the Company that may impact objectivity and take appropriate action to ensure auditor independence. In conducting its review, the Committee will obtain and review a report prepared by the Independent Auditor describing (i) the Independent Auditor's internal quality-control procedures and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding

five years, respecting one or more independent audits carried out by the Independent Auditor, and any steps taken to deal with any such issues.

15. Complaints. The Committee shall establish procedures for the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters and establish procedures to ensure that all complaints are treated confidentially and anonymously.
16. Code of Business Conduct. The Committee shall review the process for communicating the Code of Business Conduct to Company personnel and assessing the effectiveness of the Code of Business Conduct.
17. Litigation & Regulatory. The Committee shall review and discuss periodically with the Company's general counsel significant pending and threatened litigation and regulatory matters.
18. Related Party Transactions. The Committee shall review quarterly the relevant transactions, if any, between the Company and any "related person" (as defined in Item 404 of Regulation S-K) and approve annually management's memorandum on related person(s), if any, and as appropriate any other potential conflict of interest situations on an ongoing basis, in accordance with Company policies and procedures.
19. Risk Assessment. The Committee shall discuss policies with respect to risk assessment and risk management.
20. Accounting Restatements. The Committee shall review with management and the Independent Auditor any accounting restatement to determine if such accounting restatement was the result of the Company's material noncompliance with any financial reporting requirement under United States securities laws and would constitute an accounting restatement in accordance with Rule 10D-1 of the Exchange Act and the listing requirements of the Nasdaq. Following such review, the Committee shall inform the Compensation Committee of the Board of its determination whether an applicable accounting restatement did or did not occur. In reviewing and making such determination, the Committee shall be entitled to rely on representations of management, accounting experts or other advisors engaged by the Committee.
21. Financial Delegation Policies. The Committee shall review the material financial policies of the Company, including financial delegation of authority and borrowing policies.
22. Auditor Employees. The Committee shall review and discuss with management any employment of employees or former employees of the Independent Auditor.

23. Reporting. The Committee shall report annually to the stockholders of the Company, describing the Committee's composition, responsibilities and how they were discharged, and any other information required by law, rule or regulation.

Clarification of the Committee's Role

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as it may deem necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee or, to the extent permitted by the terms of any plan, to officers of the Company or other persons, in each case as it deems appropriate in accordance with applicable laws and regulations and the requirements of Nasdaq. Each subcommittee shall keep minutes and regularly report to the Committee, and decisions made pursuant to any such delegated authority shall be reported to the full Committee at its next scheduled meeting.

The Committee's responsibility is one of oversight. It is the responsibility of the Company's management to conduct its business in accordance with applicable laws and regulations. Each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and the accuracy of the information provided to the Committee by such persons or organizations.

Adoption

This Charter was approved by the Board and is effective as of March 9, 2026.