

AAON, INC.
AUDIT COMMITTEE CHARTER

This Audit Committee Charter (“Charter”) sets forth the purpose and membership requirements of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of AAON, Inc. (the “Company”) and establishes the authority and responsibilities delegated to the Committee by the Board.

I. PURPOSE

The Committee is established by the Board for the primary purpose of assisting the Board in overseeing: (a) the integrity of the financial statements and related disclosures of the Company; (b) the Company’s compliance with legal and regulatory requirements; (c) the qualifications and independence of the Company’s independent audit firm (“Independent Auditor”); (d) the performance of the Independent Auditor and the Company’s internal audit function; and (e) the Company’s system of disclosure controls and procedures and its system of internal controls regarding ethics and financial, accounting, and legal compliance.

Management is responsible for the Company’s financial reporting process, including its system of internal controls, and for the preparation of the Company’s consolidated financial statements in accordance with generally accepted accounting principles (“GAAP”) in the United States. The Independent Auditor is responsible for auditing those financial statements. The Committee has no duty or responsibility to conduct auditing review or procedures to determine, confirm, or certify that the Company’s financial statements and disclosures are complete and accurate and are presented in accordance with GAAP and applicable rules and regulation. These are the responsibilities of management and the Independent Auditor. Accordingly, in fulfilling its oversight role, the Committee does not provide any expert of special assurance as to the financial statements and other financial information provided by the Company to its stockholders and other stakeholders. Nothing in this Charter is intended to change the responsibilities of management and the Independent Auditor.

II. MEMBERSHIP

The Committee shall be comprised of three or more directors, each of whom must qualify as independent (“Independent Directors”) in accordance with the requirements of applicable federal securities laws, including the rules and regulations of the Securities and Exchange Commission (“SEC”), and the requirements of the NASDAQ Listing Standards. All members of the Committee shall have, at the time of their appointment to the Committee, a basic understanding of finance and accounting and be able to read and understand fundamental financial statements. At least one member of the Committee shall have accounting or related financial management expertise and qualify as a “financial expert” in accordance with the requirements of the SEC and NASDAQ in effect from time to time. The Board will determine, in its reasonable judgement, whether an Independent Director meets the financial literacy requirement and/or the financial expert requirement.

The members of the Committee shall be nominated by the Governance Committee of the Board and appointed annually by the Board. The Company's Governance Committee shall recommend, and the Board shall designate, one member of the Committee as Chair. Committee members shall serve until their resignation, retirement, removal by the Board or until their successors shall be qualified and appointed. No member of the Committee shall be removed except by majority vote of the Independent Directors.

If a Committee member simultaneously serves on the audit committee of more than two public companies (in addition to serving on the Audit Committee of the Company), the Board is required to determine that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. Such determination must be disclosed in periodic filings as required by the SEC.

III. MEETINGS AND PROCEDURES

1. The Committee shall fix its own rules and procedures, consistent with the By-Laws of the Company and this Charter.
2. The Committee shall meet at a minimum quarterly, either in person or by telephonic meetings, and more frequently as circumstances require.
3. The Chair of the Committee will approve the agendas for Committee meetings.
4. The Chair of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.
5. A majority of the members of the Committee shall constitute a quorum.
6. The action of a majority of the members of the Committee at a meeting at which a quorum is present shall be the action of the Committee.
7. The Committee shall not delegate duties to other standing committees except as would not conflict with the requirements of the NASDAQ Listing Standards, the rules and regulations of the SEC, or any other applicable law. The Committee may form subcommittees for any purpose the Committee deems appropriate and may delegate to such subcommittees such duties, power and authority as the Committee deems necessary or appropriate. No subcommittee shall consist of fewer than two members, and the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.
8. The Committee shall meet privately in separate executive sessions at each regular meeting (excluding telephonic meetings) with: management; the Independent Auditor; and as a committee to discuss any matters that the Committee or each of these groups believe should be discussed. The Committee shall meet privately in executive session with representatives of the internal audit firm as deemed necessary.
9. Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken and recommendations made by the Committee at the meeting, for review and consideration by the Board and subject to such further action by the Board as the Board deems necessary or appropriate.

10. The Chair shall regularly report to the Board the Committee's activities, including any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the performance and independence of the Company's Independent Auditor, and the performance of the Company's internal audit function.
11. The Committee shall keep written minutes of its meetings. Minutes shall be maintained with the books and records of the Company.

IV. COMMITTEE ADVISORS

1. The Committee may request that any director, officer, employee or advisor of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such assistance and information as the Committee requests.
2. The Committee shall have the authority to retain and terminate, and approve the fees and other retention terms of, accounting, legal, financial and other advisors and experts as it deems necessary or appropriate to carry out its duties and responsibilities.
3. The Company shall provide appropriate funds, as determined by the Committee, in its capacity as a committee of the Board, for payment of: (a) compensation to any 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; (b) compensation to any advisors employed by the Committee; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
4. There shall be free and confidential access at all times to the Committee by the Independent Auditor, the Chief Accounting Officer, the management of the internal audit function, the General Counsel and the management of the Company, and by the Committee to those individuals.

V. RESPONSIBILITIES AND DUTIES

The following functions are expected to be the common recurring activities of the Committee in carrying out its oversight function. These functions are set forth as a guide, with the understanding that the Committee may diverge from this guide as appropriate under any particular set of circumstances.

A. Independent Audit. The Committee shall have the responsibility and sole authority to:

1. Appoint, retain, terminate, replace and oversee the work performed by (and approval of all compensation paid to) the Independent Auditor (including resolution of disagreements between management and the Independent Auditor regarding financial reporting) for the purpose of auditing the books, records and accounts of the Company and preparing or issuing an audit report or related work or performing other audit, review or attestation services for the Company. The Independent Auditor shall report directly to the Committee.

2. Approve all audit-related fees to be paid to the Independent Auditor.
3. Pre-approve all non-audit engagements or services, including consulting services, with or by the Independent Auditor. Consider whether the Independent Auditor's performance of permissible non-audit services is compatible with the Independent Auditor's independence. The Committee may delegate to one or more Committee members the authority to pre-approve such non-audit services between regularly scheduled meetings, provided that such approvals are reported to the full Committee at the next Committee meeting.
4. Review and evaluate the qualifications and performance of the Independent Auditor (including review of the Independent Auditor's work throughout the year) and, if necessary, replace the Independent Auditor. Obtain and review written periodic reports at least annually 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 (including the Public Company Accounting Oversight Board or "PCAOB"), within the preceding five years, respecting one or more independent audits carried out by the firm, and (c) any steps taken to deal with such issues.
5. Review and evaluate the independence of the Independent Auditor. Obtain and review written periodic reports at least annually from the Independent Auditor delineating all relationships between the Independent Auditor and the Company. These reports shall be consistent with the requirements regarding the auditor's independence adopted from time to time by the PCAOB.
6. Evaluate the qualifications, performance and independence of the Independent Auditor, including a review and evaluation of the lead partner for the Independent Auditor and should take into account the opinions of management and the Company's internal audit function. In addition to assuring the regular rotation of the lead audit partner as required by law, the Committee should consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm itself. The Committee shall present its conclusions with respect to the Independent Auditor to the Board. The Committee shall actively engage in dialogue with the Independent Auditor with respect to any known relationships or services that may impact the objectivity and independence of the auditor, and if necessary, take appropriate action to ensure that the Company has an auditor that is independent in fact.
7. Meet with the Independent Auditor to review the planning of the annual audit including scope, staffing, locations, reliance on management and participation of the internal audit function and general audit approach.
8. Review with the Independent Auditor any problems or difficulties encountered by the Independent Auditor in the course of performing its services with respect to the Company and management's response to such problems or difficulties, including any restrictions on the scope of the Independent Auditor's activities or on access to requested information and any significant disagreements with management. Among the items that the Committee should consider reviewing with the Independent Auditor

- are: (a) any accounting adjustments that were noted or proposed by the Independent Auditor but were “passed” (as immaterial or otherwise); (b) any communications between the audit team and the Independent Auditor’s national office regarding auditing or accounting issues presented by the engagement; and (c) any “management” or “internal control” letter issued, or proposed to be issued, by the Independent Auditor to the Company.
9. Discuss with the Independent Auditor the required communications with the Committee as prescribed by the PCAOB.
 10. Discuss with the Independent Auditor whether it has identified the existence of any issues of the type described in Section 10A of the Securities Exchange Act of 1934 (concerning detection of illegal acts).
 11. Establish clear policies for the Company regarding the hiring of employees or former employees of the Independent Auditor.

B. Financial Reporting

1. Review with the Independent Auditor and management the Company’s annual audited financial statements and related reports (including, without limitation, footnotes), and the Company’s financial and non-financial disclosures, including, without limitation, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” contained in any report or other filing, including the Annual Report on Form 10-K, by the Company with the SEC, together with any significant findings based on the Independent Auditor’s audit procedures. This review by the Committee shall take place prior to publication of the annual audited financial statements or the filing of such report. The Committee shall recommend to the Board the inclusion of the annual audited financial statements in the Company’s Annual Report to Shareholders and its Annual Report on Form 10-K.
2. Review with the Independent Auditor and management the Company’s quarterly unaudited financial statements (including, without limitation, footnotes), and the Company’s financial and non-financial disclosures, including, without limitation, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” contained in any report or other filing, including the Quarterly Report on Form 10-Q, by the Company with the SEC, together with significant findings based upon the Independent Auditor’s review procedures. This review by the Committee shall take place prior to the publication of the quarterly unaudited financial statements or the filing of such report.
3. Review with management and the Independent Auditor the Company’s annual and quarterly earnings news releases prior to their release to the public.
4. Periodically review and discuss with management the Company’s financial information and earnings guidance (as applicable) provided to analysts and other stakeholders, including review of “pro-forma” or “adjusted” non-GAAP financial information. The foregoing shall supplement the full Board’s periodic review of investor relations activities.

5. Discuss with management and the Independent Auditor any significant issues regarding accounting principles, practices and judgments made in connection with the preparation of the Company's financial statements. Obtain and review a report from the Independent Auditor regarding all critical accounting policies to be used in the Company's financial statements and any major changes to these policies, including: (a) all alternative treatments of financial information within GAAP that have been discussed with management; (b) the ramifications of the use of such alternative disclosures and treatments; and (c) the treatment preferred by the Independent Auditor.
6. Review with the Independent Auditor and management the financial statements, financial information and related reports contained in any report or filing by the Company, other than filings on Forms 10-K and 10-Q, with the SEC (e.g., offering documents, registration statements, employee benefit plans, etc.). This review shall take place prior to the filing of any such financial statements or information with the SEC. The Committee may delegate this review to the Chair of the Committee.
7. Obtain and review periodic reports at least annually from management and the Independent Auditor assessing the effectiveness of the Company's internal control structure and procedures for financial reporting and including: (a) all significant deficiencies or material weaknesses in the design or operation of internal controls, (b) any fraud, whether or not material, that involves management or other employees having a changes to internal controls, including corrective actions, since the last report to the Committee.
8. Obtain and review periodic reports at least annually from management assessing the effectiveness of the Company's disclosure controls and procedures including: (a) all significant deficiencies or material weaknesses in the design or operation of disclosure controls and procedures as related to section 404 of the Sarbanes-Oxley Act, (b) any fraud, whether or not material, that involves management or other employees having a significant role in the disclosure controls and procedures, (c) all significant changes to disclosure controls and procedures, including corrective actions, since the last report to the Committee and, (d) any financial conflicts of interest involving the principal executive officer or any senior officer.

C. Internal Audit

1. Review the internal audit function, its performance, the adequacy of its resources and the competence of its personnel, audit risk considerations and areas of audit emphasis. Review the cooperation provided by management, including any limitations or pressures imposed by management.
2. Review and ratify the appointment or removal of the individual or firm responsible for the internal audit function.
3. Review the annual performance of the individual or firm responsible for internal audit.

4. Obtain and review periodic summary reports on the internal audit function's significant recommendations to management and, where necessary, management's responses, particularly with respect to identified audit risk considerations.
5. Approve the internal audit charter on an annual basis.
6. Approve the risk-based internal audit annual plan and significant changes to that plan.
7. Review and approve the budget and resources necessary for the internal audit function to achieve its objectives.
8. Review the results of internal and external quality assurance reviews of the internal audit function (as applicable).

D. Complaints and Anonymous Submissions. The Committee, to the extent it deems necessary or appropriate, will:

1. Establish procedures for the receipt, retention, treatment, and investigation of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. The Committee shall also establish procedures for the confidential and anonymous submission by employees of the Company or its affiliates of concerns regarding questionable accounting or auditing matters.
2. The Committee shall establish procedures for the receipt, retention, treatment, and investigation of complaints received by the Company regarding potential violations of applicable laws, rules, and regulations or of the Company's codes, policies, and procedures. The Committee shall also establish procedures for the confidential and anonymous submission by employees of the Company or its affiliates of concerns regarding questionable compliance matters.

E. Ethical Compliance, Legal Compliance and Risk Management Oversight. The Committee, to the extent it deems necessary or appropriate, will:

1. Review periodically the Company's code of conduct and its processes for communicating the code of conduct to company personnel, for training employees and for monitoring compliance therewith.
2. Discuss with management, management of the internal audit function and the Independent Auditor any material correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies.
3. Periodically review with appropriate parties legal compliance matters relating to the Company, including the Company's insider securities trading policy, and legal matters that could have a significant impact on the Company's financial statements.
4. Review, approve or ratify, as necessary, related party transactions pursuant to the Company's policies and procedures with respect to related party transactions, and, as brought to its attention, applicable accounting standards, unless such related party transaction is reviewed, approved or ratified by another independent body of the Board.

5. Discuss with management the Company's policies and guidelines with respect to its enterprise-wide risk assessment and risk management. Such discussions should include the Company's major financial and accounting risk exposures and the steps management has undertaken to monitor and control these exposures. In that regard, review with the appropriate members of management, on a periodic basis, the risks involved in, and controls imposed on, the Company's physical and financial commodities hedging transactions, credit review policies, insurance coverages and limits, and other hedging transactions (as applicable).
6. Review updates from management regarding, and discuss with management, the Company's data privacy, cybersecurity and information technology risks, as well as related key initiatives and action plans.

F. Other Responsibilities. The Committee, to the extent it deems necessary or appropriate, will:

1. Assure that minutes of meetings are maintained and make such minutes available to the Board for its review.
2. Periodically report to the Board on significant results of the Committee's activities.
3. Review with the Board any issues with respect to the quality or integrity of the financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Independent Auditor, and the performance of the internal audit function.
4. Periodically perform self-assessment of the Committee's performance. Review, discuss and assess the Committee's own performance as well as the Committee roles and responsibilities, seeking input from senior management, the Independent Auditor and the Board.
5. Prepare for inclusion in the Company's proxy statement for its annual meeting of stockholders the report required by the rules of the SEC.
6. Review and reassess the adequacy of this Charter periodically, at least annually, and recommend to the Board any necessary amendments as conditions dictate.
7. Ensure the Company posts this Charter on the Company's website as required by applicable rules and regulations. In addition, the Company shall disclose in its proxy statement for its annual meeting of stockholders that a copy of this Charter is available on the Company's website.

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While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.

Adopted: April 29, 2024