

## **MRC GLOBAL INC.**

### **CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

**(Adopted Effective as of October 28, 2008; Last Revised Effective as of April 28, 2016)**

#### **I. PURPOSE AND ROLE**

The Board of Directors (the “Board”) of MRC Global Inc. (the “Company”) has appointed the Audit Committee to assist the Board in fulfilling its oversight responsibilities. The Audit Committee’s primary duties and responsibilities are to assist Board oversight of:

- the integrity of the Company’s financial statements;
- the integrity and adequacy of the Company’s auditing, accounting and financial reporting processes and systems of internal controls for financial reporting;
- the Company’s compliance with legal and regulatory requirements, including internal controls designed for that purpose;
- the independence, qualifications and performance of the Company’s independent auditor;
- performance of the Company’s internal audit function; and
- the Company’s enterprise risk management framework and its policies and procedures for risk management, especially as they may impact the Company’s financial statements from time to time.

The Board has approved this Audit Committee charter (this “Charter”) and may amend this Charter from time to time in compliance with applicable laws, rules and regulations, including the applicable rules of the Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange (the “NYSE”).

#### **II. COMPOSITION AND APPOINTMENT**

The Audit Committee shall be comprised of three or more directors. Each member shall be financially literate, as the Board interprets in its business judgment, or shall become financially literate within a reasonable period of time after his or her appointment to the Audit Committee. At least one member must have accounting or related financial management expertise (as defined by the NYSE), and must be an “audit committee financial expert” (as defined by the SEC), in each case, as the Board determines. The designation of any person as an “audit committee financial expert” shall not impose any greater responsibility or liability on that person than the responsibility and liability imposed on such person as a member of the Audit Committee, nor does it decrease the duties and obligations of other Audit Committee members or the Board.

No director may serve on the Audit Committee unless such director satisfies the independence criteria in Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the independence criteria of the NYSE.

The Board shall appoint members of the Audit Committee on an annual basis, who shall each serve for a term of one year. The Board will also appoint members of the Audit Committee as vacancies or newly created positions occur. The Board shall designate one member of the Audit Committee as chairperson (the “Chairperson”). The Chairperson may be, but need not be, the “audit committee financial expert.” The Board may designate one or more directors as alternate members of the Audit Committee, who may replace any absent or disqualified member at any meeting of the Audit Committee. The members shall serve until their failure to qualify, resignation, or retirement, their removal by the Board or until their successors shall be duly appointed and qualified. A member of the Audit Committee shall be deemed to have resigned from the Audit Committee at such time that the member shall no longer be a director of the Company.

If a member serves on the audit committee of any other public company, the member must so inform the Audit Committee. If a member serves on the audit committee of more than two other public companies (in addition to this Audit Committee), the Audit Committee shall recommend to the Board, and the Board shall determine, whether such simultaneous service would impair the ability of such member to effectively serve on the Audit Committee.

### **III. PROCEDURE AND MEETINGS**

The Audit Committee will meet as required to fulfill its responsibilities set forth in this Charter or the Company’s By-Laws. The Chairperson or his or her designee shall set in advance of each meeting an agenda and preside over all meetings of the Audit Committee. The Audit Committee shall meet at least four times annually and at such other times as the Chairperson deems appropriate. A majority of the members of the Audit Committee shall constitute a quorum. The vote of a majority of the members present at any meeting at which a quorum is present shall be the act of the Audit Committee. The Audit Committee may meet in person or telephonically. Any decision or determination of the Audit Committee in writing and signed by all of the members of the Audit Committee shall be fully as effective as if it had been made at a meeting duly called and held.

The Audit Committee shall establish its own rules of procedure, which shall be consistent with the Company’s By-Laws and this Charter. The Chairperson or a majority of the members of the Audit Committee may call a special meeting of the Audit Committee. At the discretion of the Audit Committee, other members of the Board and any officer or employee of the Company may be invited to attend and participate in meetings of the Audit Committee. The Audit Committee shall have the authority to form, and delegate authority and responsibilities to, subcommittees when it deems appropriate. The Audit Committee shall periodically review any such delegations and may revoke any such delegation at any time.

### **IV. RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties the Audit Committee shall perform the following:

#### **A. Review Procedures**

1. Review and discuss with management and the independent auditor the Company’s annual audited and quarterly financial statements, including:

- a) the Company's disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and, in the case of quarterly financial statements, the results of the independent auditor's reviews of the quarterly financial statements and
- b) any items the Company's independent auditor is required to communicate to the Audit Committee in accordance with standards established and amended from time to time by the Public Company Accounting Oversight Board.

Based on this review and discussion, the Audit Committee will determine whether to approve the Company's annual audited and quarterly financial statements, and will recommend to the Board whether the Company's annual financial statements should be filed with the SEC.

2. Review and discuss with management and the independent auditor any major issues regarding accounting principles and financial statement presentation, including:
  - any changes to the Company's selection or application of accounting principles,
  - major issues as to the adequacy of the Company's internal controls,
  - any special audit steps adopted in light of material control deficiencies and
  - any items the Company's independent auditor is required to communicate in accordance with auditing procedures and standards.
3. Discuss with management and the independent auditor any analyses or other written communications prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles ("GAAP") methods on the financial statements.
4. Discuss with management and the independent auditor any related party transactions and off-balance sheet transactions.
5. Discuss with management and the Company's independent auditor the effect of regulatory and accounting initiatives on the financial statements of the Company (including any SEC investigations or proceedings) and any report or opinion proposed to be rendered in connection therewith.

6. Discuss with management and the independent auditor any material correcting adjustments that the independent auditor has identified in accordance with GAAP and applicable laws, rules and regulations.
7. Review with the independent auditor any audit problems or difficulties the auditor may have encountered in the course of audit work, including:
  - any restrictions on the scope of the independent auditor’s activities or on access to requested information and
  - any significant disagreements with management.

The Committee shall consider discussing with the independent auditors:

- any accounting adjustments that were noted or proposed but not made due to immateriality or otherwise;
- any communications between the audit team and the independent auditor’s national office with respect to auditing or accounting issues; and
- any “management” or “internal control” letters issued or proposed to be issued by the audit firm to the Company.

The Audit Committee shall have sole authority to resolve any disagreements between management and the independent auditor.

8. Review and discuss with management and the independent auditor other matters related to the conduct of the audit which are to be communicated to the Audit Committee under generally accepted auditing standards, including under Statement on Auditing Standards No. 61, as amended, Communications with Audit Committees.
9. Discuss with management the guidelines and policies that management has established to assess and manage the Company’s exposure to risk, including a discussion of the Company’s major financial risk exposures and the steps management has taken to monitor and control such exposures.
10. Review with the Company’s general counsel legal, compliance or regulatory matters that may have a material impact on the Company’s business, financial statements or compliance policies and any material reports or inquiries received from regulators and government agencies.
11. Review and discuss the Company’s earnings press releases, including the use of any non-GAAP presentations, including “pro forma” or “adjusted” non-GAAP presentations, as well as financial information and earnings guidance provided to analysts and rating agencies, though this may be done generally (i.e., through discussion of the types of information to be disclosed and the type of presentation to be made) and the Audit

Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.

12. Review with the full Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors or the performance of the internal audit function.
13. Meet separately, periodically, with management, internal auditors (or other personnel responsible for the internal audit function) and the independent auditors.
14. Prepare the Audit Committee report that the SEC rules require to be included in the Company's annual proxy statement.

**B. Independent Auditor**

1. The independent auditor is ultimately accountable to and shall report directly to the Audit Committee. The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the work of any independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Such authority may not be delegated to management. The Audit Committee must also approve any non-audit relationship with the independent auditor and all audit and non-audit services provided by the independent auditor (including fees and terms thereof).
2. The Audit Committee shall annually review the independence, qualifications and performance of the independent auditor, including reviewing and evaluating:
  - a) the experience and qualifications of the senior members of the independent auditor team,
  - b) whether the auditor's quality controls are adequate and
  - c) whether the provision of non-audit services is in compliance with applicable law and compatible with maintaining the auditor's independence.
3. The Audit Committee has the authority to, and shall, approve the fees and other compensation to be paid to the independent auditor, which fees the Company shall pay.
4. At least annually, consult with the independent auditor out of the presence of management about the adequacy, quality and integrity of the internal

controls for financial reporting and the fair presentation and accuracy of the Company's financial statements.

5. Review and discuss with the independent auditor annually the scope of the audit including planning and staffing of the audit.
6. At least annually obtain and review a report from the independent auditor:
  - a) describing the independent auditor's internal quality-control procedures,
  - b) describing all material issues raised by the most recent internal quality-control review, or peer review, of the accounting firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the auditing firm, and all steps taken to deal with such issues,
  - c) describing all relationships between the independent auditor and the Company and
  - d) assuring that Section 10A of the Exchange Act has not been implicated.
7. Discuss with management and the independent auditor, and resolve, any disagreements regarding financial reporting.
8. Discuss with the independent auditor any significant accounting adjustments that the independent auditor noted or proposed but management rejected.
9. Request, receive or review any report the independent auditor submits to the Audit Committee, including without limitation:
  - a) all critical accounting policies and practices used by the Company,
  - b) all material alternative accounting treatment within GAAP that have been discussed with management and
  - c) other material written communications between the independent auditor and management, including management letters and any schedule of unadjusted differences.
10. Ensure the rotation of the lead audit partner every five years or as law requires and consider whether to rotate the independent auditor.

**C. Internal Audit Function**

1. Evaluate the performance, responsibilities, budget and staffing of the Company's internal audit function, review the internal audit plan and contribute to the performance evaluation of the senior officers responsible for the internal audit function of the Company.
2. Discuss with management and the independent auditor the quality and adequacy of the Company's disclosure controls and procedures, internal control over financial reporting and internal auditing procedures, including any significant deficiencies and material weaknesses in the design or operation of those controls which could adversely affect the Company's ability to record, process, summarize and report financial data and the resolution of, or any special audit steps adopted in light of, significant deficiencies or material weaknesses, and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.

**D. Other Audit Committee Responsibilities**

1. Review and oversee procedures for:
  - a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and
  - b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
2. Set clear policies for hiring current employees or former employees of the independent auditor.
3. Periodically review management's monitoring of the Company's compliance with applicable laws and regulations and the Company's code of ethics, including the number and types of reported violations of the Company's code of ethics, through discussions with management, the Company's general counsel and internal audit.
4. Periodically review with management any major litigation and risk management policies and procedures, including insurance coverage.
5. Perform any other activities consistent with this Charter, the Company's certificate of incorporation and By-Laws, and governing law, as the Audit Committee or the Board deems necessary or appropriate.

## **V. RESOURCES**

The Audit Committee shall have direct access to, and complete and open communications with, senior management and may obtain advice and assistance from internal legal, accounting, and other advisors to assist the Audit Committee. The Audit Committee shall have authority to retain such consultants, outside counsel and other advisors as the Audit Committee may deem necessary or appropriate in its sole discretion. The Audit Committee shall have sole authority to approve related fees and retention terms associated with the retention of any such firm or individual, which fees the Company shall pay. In determining whether to retain or terminate a provider of these services, the Audit Committee may, in its discretion, obtain the input of senior management.

The Audit Committee shall have available appropriate funding from the Company as the Audit Committee determines for payment of:

- a) compensation to any 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 advisers the Audit Committee engages and
- c) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

## **VI. RELIANCE ON OTHERS**

Unless a committee member has knowledge that makes reliance unwarranted, each Audit Committee member, in discharging his or her duties to the Company, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by:

- a) one or more officers or employees of the Company whom the Audit Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented;
- b) consultants, legal counsel, or other persons as to matters which the Audit Committee member believes in his or her reasonable business judgment and good faith to be within the professional or expert competence of such person; or
- c) another committee of the Board of which such Audit Committee member is not a member if the Audit Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.

## **VII. ADEQUACY OF CHARTER**

The Audit Committee shall review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for approval. To the extent required by



the rules of the SEC or the NYSE, a copy of this Charter will be attached to the Company's annual proxy statement at least once every three years or included on the Company's website.

### **VIII. MINUTES; REPORTS TO BOARD OF DIRECTORS**

The Audit Committee shall keep correct and complete minutes of its proceedings and the names and places of residence of its members.

The Audit Committee will report regularly to the full Board with respect to its activities.

### **IX. ANNUAL EVALUATION OF PERFORMANCE**

At least annually, the Audit Committee shall conduct an evaluation of its performance. The Audit Committee shall report its conclusions regarding this evaluation to the Board. The Audit Committee's report should generally include an assessment of its compliance with this Charter, as well as identification of areas in which the Audit Committee could improve its performance.

### **X. 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. It is also not the duty of the Audit Committee to conduct general investigations or to assure compliance with laws and regulations and the Company's compliance policies. Furthermore, while the Audit Committee is responsible for reviewing the Company's policies and practices with respect to risk assessment and management, it is the responsibility of senior management of the Company to determine the appropriate level of the Company's exposure to risk.

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