



**LINDSAY CORPORATION**  
**AUDIT COMMITTEE CHARTER**  
**(As Amended at Board of Directors Meeting on October 18, 2022)**

The Audit Committee of Lindsay Corporation shall be appointed by the Board of Directors annually and shall consist of three or more Directors, all of whom shall be independent, one of whom shall be appointed by the Board as the Chairperson of the Committee. Audit Committee members may be removed with or without cause or replaced by the Board of Directors at any time in its discretion.

The members of the Audit Committee shall meet the independence and experience requirements of the New York Stock Exchange, Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and regulations of the Securities and Exchange Commission. An Audit Committee member may not simultaneously serve on the audit committees of more than two other public companies, unless the Board of Directors affirmatively determines that such simultaneous service will not impair the ability of such member to serve effectively on the Audit Committee of the Company and discloses such determination in the Company's annual proxy statement. Directors shall be considered independent if they meet the standards set forth in Rule 10A-3 under the Exchange Act and the New York Stock Exchange listing standards and otherwise have no material relationship with the Company that may interfere with the exercise of their independence from management and the Company.

All members of the Committee shall be financially literate and shall have a working familiarity with basic finance and accounting practices. At least one member of the Committee shall have accounting or related financial management expertise in accordance with New York Stock Exchange listing standards, and at least one member of the Committee shall be an audit committee financial expert in accordance with the rules and regulations of the Securities and Exchange Commission. To effectively perform his or her role, each Committee member will obtain an understanding of the detailed responsibilities of Committee membership as well as the Company's business operations and risks.

Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory requirements.

The primary purpose of the Audit Committee is to assist the Board of Directors in fulfilling its oversight of (i) the integrity of the Company's financial statements, (ii) the Company's compliance with legal and regulatory requirements, (iii) the independent auditor's qualifications and independence; and (iv) the performance of the Company's internal audit function and independent auditors. The Audit Committee shall have access to all records of the Company, shall perform the following functions, and shall have and may exercise such powers as are appropriate for the performance thereof:

**A. Financial Practices:**

1. Review and discuss with management and the outside auditor the Company's annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to their release to the public or filing with the SEC.
2. Review and discuss with management press releases relating to quarterly, annual or special financial statements or earnings announcements prior to release to the public.
3. Generally discuss with management the types of financial information and earnings guidance to be provided to analysts and rating agencies and recommend to management any changes which appear necessary to conform such guidance to appropriate disclosure practice, including Regulation FD. The Committee need not discuss in advance each instance in which the Company provides earnings guidance.

4. Study the format and timeliness of financial reports presented to the public or used internally and, when appropriate, recommend changes after consideration by the outside auditor and management.
5. Periodically, at least annually, request that management or the Company's counsel provide a review of legal and environmental matters that may have a significant impact on the Company or its financial reports.
6. Meet with the Company's Chief Financial Officer to review safety, insurance, permissible investments, and other risk assessment and risk management issues that may have a significant impact on the Company or its financial reports.
7. Examine whether management has been diligent and prudent in establishing accounting provisions for probable losses or doubtful values and in making appropriate disclosures of significant financial conditions or events.

**B. Outside Auditor:**

1. Select, oversee, compensate, evaluate and terminate, when appropriate, the outside auditor. Review and evaluate the lead audit partner and ensure the rotation of the audit partners as required by law. The Audit Committee shall make all decisions with respect to fees and other compensation paid to the outside auditor, and the outside auditor shall report directly to the Audit Committee.
2. In conjunction with the Chief Financial Officer and the Corporate Controller, review the general scope of the annual audit, approve the extent and nature of such activity, and agree upon the general level of the related fees.
3. Discuss on a timely basis with the outside auditor (i) all critical accounting policies and practices; (ii) alternative GAAP treatments and related ramifications and other disclosures or treatments that may be applied; (iii) any significant financial reporting issues and judgments in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles; (iv) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company; and (v) material communications between the outside auditor and management (such as a management letter or schedule of unadjusted differences).
4. Review with the outside auditor any difficulties the auditor encountered in the course of its audit work and any disagreements with management.
5. Obtain from the outside auditor each year a formal written statement detailing all relationships between the auditor and the Company, and addressing whether the auditor is "independent", as required by applicable rules of the Public Company Accounting Oversight Board, and discuss with the auditors their independence.
6. Discuss with the outside auditor the matters required to be discussed by Statement on Auditing Standards No. 114, as amended or superseded.
7. At least annually, obtain a report from, and discuss the report with, the outside auditor describing: (i) the outside auditor's internal quality-control procedures; (ii) all relationships between the outside auditor and the Company; and (iii) any material issues, regarding one or more independent audits conducted by the outside auditor and the steps taken to resolve such issues, that were raised within the preceding five years by an internal quality-control review, peer review or inquiry or investigation conducted by a regulatory or governmental authority.

8. Consider and pre-approve all audit services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its outside auditor, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Audit Committee prior to the completion of the audit, taking into consideration the impact of such services upon the general independence of the outside auditor, and develop pre-approval policies and procedures for such services. The Audit Committee may delegate to one or more of its members the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such members to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting.
9. Maintain an independent contact with the senior personnel of the outside auditor and communicate freely and openly with them in respect to financial developments.
10. Establish policies and approve hiring of employees or former employees of the outside auditor; provided the Audit Committee shall not approve the hiring of any person in violation of SEC or NYSE rules.

**C. Internal Audit Function:**

1. Review periodically with the outside auditor and the Chief Financial Officer and the Corporate Controller the scope and implications of the Company's internal audit activities and consider their adequacy.
2. Maintain direct access to the Chief Financial Officer and the individuals who report to him. If deemed useful, require that special studies be initiated on subjects of special interest to the Audit Committee.
3. Support the direct interface of the Chief Financial Officer and the Corporate Controller with members of the Audit Committee.
4. Maintain direct access and support direct interface with the internal auditors (or other personnel responsible for the internal audit function).

**D. Internal Control:**

1. Understand the system of internal control used by the Company. By means of special reports from financial management, make periodic reviews of significant aspects of the system.
2. Review the comments on internal control submitted by the outside auditor and insure that appropriate suggestions for improvement are promptly addressed and incorporated into operating practices.
3. At least annually, review the principal accounting practices and policies of the Company. Obtain assurances from financial management and the Chief Financial Officer that such practices and policies are being followed.
4. At least annually, examine a detailed report of the expenses and perquisites of the officers of the Company and of the Board members and report to the Board of Directors on their appropriateness.

**E. Financial Reporting Processes:**

1. In consultation with the outside auditor and the Chief Financial Officer review the integrity of the organization's financial reporting processes, both internal and external.
2. Consider the outside auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

3. Consider and approve, if appropriate, major changes to the Company's auditing and accounting principles and practices as suggested by the outside auditor, management or the Chief Financial Officer.

**F. Financial Staff:**

1. Review the professionalism and competence of the principal financial executives and consider their present and future abilities to represent the Company's interests.
2. Consider the general adequacy of the financial staffing and its compensation and when needed discuss such matters with the Chief Executive Officer.

**G. Special Duties:**

1. Upon request, assist management by appearing before investment, professional, or regulatory bodies in matters dealing with financial statements, internal control, tax treatments, or the accounting policies employed in relation thereto.
2. Upon request from the Chairperson of the Board, Chief Financial Officer or Corporate Controller, make special studies of matters related to the financial operations of the Company or to allegations of managerial misconduct by its executives.
3. Review the compliance of executives with the Company's "Code of Ethical Conduct" (applicable to the principal executive officer and senior financial officers) and "Code of Business Conduct and Ethics" (applicable to all directors, officers and employees).
4. Conduct an annual performance evaluation of the Audit Committee and review its Audit Committee Charter annually, and amend it as appropriate.
5. Prepare the report required by SEC proxy rules for inclusion in the Company's proxy statement that informs stockholders of the Audit Committee's oversight with respect to financial reporting and underscores the importance of the Audit Committee's role.
6. Establish and maintain procedures for receiving, retaining and addressing complaints concerning questionable accounting, internal accounting controls and auditing matters, including anonymous and confidential submissions made by employees.
7. Engage attorneys, advisors and other consultants whom the Audit Committee determines are necessary or appropriate to carry out the Audit Committee's duties. The Audit Committee shall make all decisions with respect to fees and other compensation paid to such attorneys, advisors and consultants. Any such attorneys, advisors and consultants shall report to the Audit Committee and shall serve at the Company's expense.
8. The Company shall provide for 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 and to any advisors employed by the Audit Committee.
9. In its discretion, the Audit Committee may establish subcommittees or delegate specific responsibilities to the Committee Chair or any other Committee member(s).

**H. Meetings:**

Meetings of the Audit Committee will be held quarterly prior to the release of corporate earnings reports and at such other times as shall be required by the Chairperson of the Board or the Chairperson of the Committee. Meetings may be held in person, telephonically, by videoconference, or by other communications equipment in

which all persons participating in the meeting can hear each other, as needed to conduct the business of the Committee. A majority of the Committee members shall constitute a quorum.

The Audit Committee shall periodically meet separately, in executive session, with management, with personnel responsible for the internal audit function and with the outside auditor. The Audit Committee shall report regularly to the Board of Directors and will make recommendations as appropriate. The Audit Committee should review with the Board of Directors 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.

At the invitation of the Chairperson of the Committee, the meetings shall be attended by the Chief Executive Officer, the Chief Financial Officer, the Corporate Controller, the representatives of the outside auditor, and such other persons as are appropriate to the matters under consideration.

At least annually, or upon request of the Chairperson of the Committee, the Audit Committee will meet in "executive session" with the outside auditor and with the Chief Financial Officer or Corporate Controller to consider all circumstances related to the audit and financial process. At least annually, the Audit Committee shall also meet with the outside auditor without any company officers or employees present.

Written minutes pertaining to each meeting shall be filed with the Secretary of the Company by the Chairperson of the Committee, and an oral report shall be presented by the Chairperson of the Committee at Board meetings, as appropriate.

**I. 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 generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.