RELIABILITY FIRST

FINANCE AND AUDIT COMMITTEE CHARTER

The Board of Directors ("Board") of ReliabilityFirst Corporation ("ReliabilityFirst") has established a Finance and Audit Committee (the "Committee") with general responsibility and specific duties as described below.

COMPOSITION

The Committee shall be comprised of at least four (4) directors, of whom one (1) shall meet the independence standards under the governance guidelines adopted by the Board (the "Governance Standards"). All members of the Committee should be financially literate as described below. In addition, one member of the Committee shall meet the requirements of a financial expert. Committee members shall be elected by the Board at its annual meeting and shall serve until their successors are duly elected and qualified. The Committee's chair shall be an independent director and the chair and vice-chair shall be designated by the full Board upon the recommendation of the Nominating and Governance Committee.

FINANCIAL LITERACY

A board member will be considered to be financially literate if he or she has the ability to read and understand fundamental financial statements, including a balance sheet, income, and cash flow statements.

FINANCIAL EXPERT

A board member will be considered a financial expert if he or she: (1) understands Generally Accepted Accounting Principles (GAAP) and financial statements; (2) has an ability to assess the general application of GAAP in connection with the accounting for estimates, accruals, and reserves; (3) has experience preparing, auditing, analyzing, or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by ReliabilityFirst's financial statements, or is experienced in actively supervising one or more persons engaged in such activities; (4) understands internal controls and procedures for financial reporting; and (5) understands the committee functions.

A financial expert can have acquired these attributes through: (1) education and experience; (2) experience actively supervising a chief financial or accounting officer, public accountant, or auditor; (3) experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing, or evaluation of financial statements; or (4) other relevant experience.

RESPONSIBILITY

The primary purpose of the Committee is to: provide advice and counsel to management regarding, and to assist the Board of Directors in its oversight of, (i) the integrity of ReliabilityFirst's financial statements, (ii) ReliabilityFirst's compliance with legal and regulatory requirements other than reliability standards, (iii) the independent accountant's qualifications and independence, and (iv) the performance of ReliabilityFirst's internal audit service providers and independent accountant.

The Committee is empowered, without seeking Board approval, to retain persons having special competence, including outside legal, accounting, and other advisors, as necessary to assist the Committee in fulfilling its responsibility. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that ReliabilityFirst's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management. The independent accountant is responsible for expressing an opinion on the financial statements based on its audit and the independent accountant is ultimately accountable to the Committee.

ATTENDANCE AND VOTING

Members of the Committee should endeavor to be present, in the designated format (in-person or virtual) at all meetings. Three (3) Committee members shall constitute a quorum. As necessary, the chair of the Committee may request members of management, the Treasurer, and representatives of the independent accountant to be present at meetings. Each member of the Committee, including the chair, shall be entitled to one vote on each matter presented before the Committee. Action by the Committee may be taken at any duly called meeting at which a quorum is present upon the vote of a majority of the members present.

MINUTES OF MEETINGS

Minutes of each meeting shall be prepared and sent to Committee members for approval at the next regularly scheduled meeting and thereafter publicly posted on ReliabilityFirst's website. The Committee's minutes will be kept by the person so designated by the Chair with a copy retained by the Secretary of ReliabilityFirst.

SPECIFIC DUTIES

The Committee will:

Financial Reporting and Disclosure Matters

1. Become familiar with the accounting and reporting principles and practices applied by ReliabilityFirst in preparing its financial statements. Review emerging accounting and reporting issues and assess their impact on the preparation of the financial statements.

2. Review ReliabilityFirst's policies and procedures with the Treasurer, the Controller, and the independent accountant, as appropriate, to reasonably assess the adequacy of internal accounting and financial reporting controls.

3. Review the quarterly financial reports and projections submitted by ReliabilityFirst to NERC at the next scheduled meeting of the Committee after the reports are released to NERC.

4. Review the annual audited financial statements with the Treasurer, the Controller, and the independent accountant, and approve for issuance. Obtain and review a report from the independent accountant regarding: (1) all significant accounting policies and practices adopted or changed during the year, (2) significant estimates within the financial statements, (3) consultations between management and other accounting or consulting firms regarding accounting or auditing matters, (4) significant or unusual transactions occurring during the year, (5) other written communications such as any management letters, audit adjustments recorded, or schedule of unadjusted differences, (6) any significant deficiencies or material weaknesses in the design or operation of internal controls, and (7) any fraud, whether or not material.

5. Meet in executive session separately with the CEO, the Treasurer, the Senior Vice President, Operations and Risk, the independent accountant, or others as needed.

Independent Accountant Firm Oversight and Responsibilities

6. Evaluate, appoint, and where appropriate, replace the independent accountant; approve all audit and non-audit engagement fees and terms with the independent accountant; and review, prior to the annual audit, the scope and general extent of the independent accountant's audit plan. 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.

7. Discuss with the independent accountant, at least annually, all relationships between the independent accountant and ReliabilityFirst in order to assess the independent accountant's independence.

8. Obtain and review a report, at least every three years, by the independent accountant describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review of the firm; any inquiry or investigation by governmental or professional authorities.

Risk Management and Internal Auditing Oversight and Responsibilities

9. Review the need for any internal auditing services. If a need is identified, agree with and approve the scope of effort and selection of the service provider, with reporting of the results to the Committee.

10. Review and advise the Board at least annually, with respect to ReliabilityFirst's risk assessment and risk management policies including the risk of fraud.

11. At least annually, review changes to ReliabilityFirst's risk profile identified either through the enterprise risk management or internal audit functions. Review input from the Talent and Compensation committee and other inputs as necessary for a complete picture of enterprise risk.

12. Review with management ReliabilityFirst's overall anti-fraud programs and controls.

Financial Matters Oversight and Responsibilities

13. Review the terms of the Line of Credit as needed and endorse for the Board to approve.

14. Review all loans or capital leases entered into with principal amounts in excess of $250,000.

15. Review and endorse to the Board for approval, the amount of the Company's operating reserve and the amount of working capital reserve funds used to stabilize assessments in the annual budget. Review and recommend for Board approval, changes as necessary to the Statement of Policy and Procedure on the Working Capital and Operating Reserve.

16. Review and approve: (i) management's assumptions used in building the budget and (ii) the final draft annual budget; and endorse the final draft to the Board for approval. Consult Talent and Compensation committee for input on benefits and headcount related assumptions prior to approving them.

17. Review and recommend for Board approval, changes as necessary to the Statement of Policy and Procedure for Investment of Corporate Funds.

18. Review the investment performance quarterly; and approve any changes to the Investment Manager, investment allocation, or types of investments made, as necessary.

Compliance Oversight and Responsibilities

19. Review the IRS Form 990 and associated state tax reports before filing. This will be performed by the Chairperson of the Committee or another member of the Committee who is a designated financial expert.

20. Advise the Board with respect to any material reports or inquiries received from regulators or governmental agencies.

21. Oversee the management of the confidential anonymous submission, receipt, retention, and treatment of concerns, or complaints received regarding questionable matters or breaches of ReliabilityFirst's Code of Business Conduct and Ethics. Report regularly to the Board on the treatment, investigation, outcome, or disposition of such concerns or complaints. Review and recommend for Board approval, changes as necessary to the Whistleblower Policy, included within the Code of Business Conduct and Ethics.

22. Review and recommend for Board approval, changes as necessary to the Policy on Personnel Conflicts Related to Entity Employment and Certain Financial Interest in Entities.

23. Every three years, review ReliabilityFirst's corporate insurance policies.

24. Review the Committee's Charter at least annually, and adopt such Committee Charter changes as the Committee deems appropriate, subject to approval by the Board.

25. Confirm annually that all charter duties have been effectively executed.

26. Report regularly to the Board of Directors with such recommendations as the Committee may deem appropriate. Perform such other functions as may be required by law, ReliabilityFirst's Certificate of Incorporation or Bylaws, or the Board.

ADOPTION AND APPROVAL

As adopted by the Finance & Audit Committee on December 3, 2025 and approved by the Board of Directors on December 4, 2025.