

Brookfield

**AUDIT AND NON-AUDIT SERVICES
PRE-APPROVAL POLICY**

May 2023

TABLE OF CONTENTS

Page

1. STATEMENT OF PRINCIPLES..... 1

2. DELEGATION OF AUTHORITY 1

3. AUDIT SERVICES..... 2

4. AUDIT-RELATED SERVICES 2

5. TAX SERVICES 2

6. ALL OTHER SERVICES..... 3

7. AUDIT AND NON-AUDIT SERVICES TO CONTROLLING AFFILIATES 3

8. WAIVER OF PRE-APPROVAL FOR NON-AUDIT SERVICES..... 3

9. PRE-APPROVED FEE LEVELS 4

10. PRE-APPROVAL PROCESS 4

11. REPORTING 4

12. PROCEDURES FOR SPECIFIC APPROVALS 4

13. POLICY ADOPTION 4

APPENDICES

APPENDIX A – Pre-Approved Audit Services

APPENDIX B – Pre-Approved Audit-Related Services

APPENDIX C – Pre-Approved Tax Services

APPENDIX D – Pre-Approved All Other Services

APPENDIX E – Audit and Non-Audit Services to Controlling Affiliates

EXHIBIT

EXHIBIT 1 – Prohibited Non-Audit Services

AUDIT AND NON-AUDIT SERVICES PRE-APPROVAL POLICY

This Audit and Non-Audit Services Pre-Approval Policy (this “Policy”) of Brookfield Business Partners Limited (the “BBU General Partner”), the general partner of Brookfield Business Partners LP (“BBU”, or the “partnership”) identifies the policies and procedures of the Audit Committee of the Board of Directors of the BBU General Partner (the “Audit Committee”) for pre-approving audit, audit-related and non-audit services performed by the partnership’s independent auditor (the “Auditor”) for BBU and its consolidated subsidiaries, including Brookfield Business Corporation.

1. Statement of Principles

The purpose of this Policy is to set forth the procedures by which the Audit Committee intends to fulfill its responsibilities of monitoring the independence of the Auditor throughout the entire audit and professional engagement period. This Policy is applicable to the Audit Committee and management of the partnership in their oversight of the partnership’s external Auditor.

In fulfilling its obligations under this Policy, the Audit Committee and management will direct that the Auditor will also comply with the independence requirements of applicable securities legislation in Canada and the U.S. and rules of professional conduct governing the Auditor in Canada and the U.S., such as those established by the Chartered Professional Accountants of Ontario, the Canadian Public Accountability Board and the Public Company Accounting Oversight Board (“PCAOB”) (collectively, the “Independence Requirements”). The Audit Committee is at all times charged with affirming any determination by the Auditor that the Independence Requirements have been met.

Prior to the engagement of the Auditor by the partnership for any audit or permissible non-audit service, the engagement must be: (a) pre-approved pursuant to the pre-approval policies and procedures set forth herein; or (b) specifically approved by the Audit Committee. As part of its pre-approval procedures, the Audit Committee shall consider whether such services are consistent with the Independence Requirements. For example, when considering whether to grant an approval, the Audit Committee should evaluate the nature and scope of the services to be provided to the partnership as well as the principles and guidance established by the Independence Requirements with respect to auditor independence, including the fact that the Auditor cannot: (i) function in the role of management; (ii) audit its own work; or (iii) serve in an advocacy role for the partnership.

The appendices to this Policy describe the services that have been pre-approved by the Audit Committee. The Audit Committee will periodically revise the list of pre-approved services reflected on the appendices hereto, based on subsequent determinations made by the Audit Committee. Additionally, the Audit Committee may amend this Policy from time to time in accordance with the Audit Committee’s charter or other governing documents of the partnership.

2. Delegation of Authority

For all matters not already pre-approved under this Policy, the Audit Committee has delegated pre-approval authority to the Chair of the Audit Committee (the “Chair”), and approval of the Chair within the parameters of this Policy shall constitute approval of the Audit Committee. The Chair shall report any pre-approval decisions to the Audit Committee at its next meeting. The Audit Committee will not delegate to management the Audit Committee’s responsibilities for pre-approving audit and non-audit services performed by the Auditor.

3. Audit Services

The annual audit engagement terms and fees are subject to the specific approval of the Audit Committee each year and do not constitute “pre-approved services” for the purpose of this Policy.

Outside of the annual audit fees, the known or anticipated audit services pre-approved by the Audit Committee are listed in [Appendix A](#), as amended from time to time. All other audit services not listed in [Appendix A](#) must be separately pre-approved in accordance with this Policy.

4. Audit-Related Services

Audit-related services are assurance and other services that are reasonably related to the performance of the audit or review of the partnership’s consolidated financial statements and that are traditionally performed by the Auditor in connection therewith. The Audit Committee believes that the provision of the audit-related services does not impair the independence of the Auditor. The known or anticipated audit-related services pre-approved by the Audit Committee are listed in [Appendix B](#), as amended from time to time. All other audit-related services not listed in [Appendix B](#), and all services related to internal control over financial reporting (to the extent not prohibited), must be separately pre-approved in accordance with this Policy. Notwithstanding the foregoing, services related to internal control over financial reporting that constitute part of the annual audit engagement relating to consolidated financial statements need not be pre-approved separately under this provision of the Policy.

5. Tax Services

The Audit Committee believes that the Auditor can provide certain tax services to the partnership such as tax compliance, tax planning and tax advice without impairing the Auditor’s independence, except for those tax services described in [Exhibit 1](#), which are prohibited. The Audit Committee will not permit the retention of the Auditor in connection with certain transactions, such as a “confidential transaction,” as defined in PCAOB Rule 3501, or an aggressive tax position transaction, which is a transaction initially recommended, directly or indirectly, by the Auditor, a significant purpose of which may be tax avoidance, unless the proposed tax treatment of the transaction is at least more likely than not to be allowable under applicable tax laws. Additionally, each person who is in a financial reporting oversight role, and their immediate family members, are prohibited, subject to limited exceptions set forth in applicable rules and/or standards, from obtaining any tax services from the Auditor, irrespective of whether the partnership or such person pays for the services. The known or anticipated tax services pre-approved by the Audit Committee are listed in [Appendix C](#), as amended from time to time. All other tax services not listed in [Appendix C](#) or tax services involving large and complex transactions must be separately pre-approved in accordance with this Policy.

The Auditor shall comply with the Independence Requirements in connection with seeking Audit Committee pre-approval of any permissible tax services. In connection with seeking Audit Committee pre-approval to perform any permissible tax service, in addition to complying with any other Independence Requirements including PCAOB Rule 3524, the Auditor shall:

- (a) Describe, in writing, to the Audit Committee (1) the scope of the service, the fee structure for the engagement, and any side letter or other amendment to the engagement letter, or any other agreement (whether oral, written, or otherwise) between the Auditor and the partnership, relating to the service and (2) any compensation arrangement or other

agreement, such as a referral agreement, a referral fee or fee-sharing arrangement, between the Auditor and any person (other than the partnership) with respect to the promoting, marketing, or recommending of a transaction covered by the service;

- (b) Discuss with the Audit Committee the potential effects of the services on the independence of the Auditor; and
- (c) Document the substance of its discussion with the Audit Committee.

6. All Other Services

The Audit Committee may pre-approve those permissible non-audit services classified as “All Other Services” that it believes would not impair the independence of the Auditor. The known or anticipated non-audit services pre-approved by the Audit Committee are listed in [Appendix D](#), as amended from time to time. All other permissible non-audit services not listed in [Appendix D](#) must be separately pre-approved in accordance with this Policy.

A list of the non-audit services prohibited by applicable securities laws is attached to this Policy as [Exhibit 1](#). Such exhibit may be amended from time to time to add any other service prohibited by applicable law, regulation, rule or accounting or auditing standard.

The Auditor shall comply with the Independence Requirements in connection with seeking Audit Committee pre-approval of any permissible internal control related non-audit services.

7. Audit and Non-Audit Services to Certain Affiliates

The Auditor may from time to time provide certain non-audit services to controlling affiliates of the partnership, including Brookfield Corporation and Brookfield Asset Management Ltd. The partnership by this policy formally consents to the provision of such non-audit services to controlling affiliates of the partnership in accordance with the International Independence Standards of the International Ethics Standards Board for Accountants (“IESBA”). Such non-audit services to controlling affiliates are only consented to, and may only be deemed consented to, pursuant to this policy if they meet the criteria set out in [Appendix E](#), attached to and forming part of this policy.

8. Waiver of Pre-Approval for Non-Audit Services

Specific pre-approval is not required for permissible non-audit services not listed in [Appendix D](#), provided that such non-audit services: (a) do not aggregate to more than 5% of total fees paid by the partnership and its subsidiaries to the Auditor in the fiscal year in which the services are provided; (b) were not recognized by the partnership or a subsidiary thereof as non-audit services at the time of the engagement; and (c) are promptly brought to the attention of the Audit Committee of the BBU General Partner and approved, prior to the completion of the next audit. Management of the partnership shall track any services provided under this *de minimis* exception and must disclose to the Audit Committee and publicly, to the extent required by applicable securities laws, the percentage of the total fees paid to the Auditor where this *de minimis* exception was used.

9. Pre-Approved Fee Levels

The Audit Committee has established an aggregate fee level for all pre-approved services to be provided by the Auditor in any given year of no more than 25% of the anticipated audit fees for the partnership and its subsidiaries for the prior fiscal year, as reviewed and approved by the Audit Committee. Any proposed services exceeding these levels will require specific pre-approval by the Audit Committee.

10. Pre-Approval Process

Each year, the Auditor will provide written communication of the Auditor's independence under the Independence Requirements, notwithstanding any services provided pursuant to this Policy. The Audit Committee will review the scope of the services in this Policy to ensure that these services are compatible with the Auditor's independence and make its own assessment that the Auditor is independent. Any material changes to the scope of services to be provided during a year will be discussed quarterly, and if necessary, the appendices to this Policy will be revised. In no event will the Auditor be permitted to charge contingent fees or receive commissions on its services.

Management has the discretion to engage the Auditor for any pre-approved services in this Policy, subject to the parameters set forth in Section 9 of this Policy. For each engagement, Management will review the scope of the pre-approved services to be provided and the fees to be charged for such services, and affirm that the engagement is compatible with the Auditor's independence and complies with this Policy.

11. Reporting

Each quarter, the Auditor will provide the Audit Committee with a report of the audit, audit-related, tax and other non-audit services provided to the partnership pursuant to this Policy, together with the expected or actual fees incurred, for the Audit Committee's ratification.

12. Procedures for Specific Approvals

Requests or applications to provide services that require specific approval of the Audit Committee will be submitted to the Audit Committee or the Chair by the Auditor, together with the Chief Financial Officer or other designated representative of the partnership, and shall be accompanied by the Auditor's written communication that the provision of such services does not compromise the Auditor's independence under the Independence Requirements. The Audit Committee or the Chair will assess the Auditor's independence and approve or disapprove the request, or may request additional information from the Auditor and management prior to rendering its decision.

13. Policy Adoption

This Policy will be reviewed and adopted by the Audit Committee on an annual basis, with any amendments to the appendices hereto. By adopting this Policy, the Audit Committee affirms the Auditor's independence in connection with providing all pre-approved services under this Policy.

This Policy was adopted by the Audit Committee on May 4, 2023.

Appendix A

PRE-APPROVED AUDIT SERVICES

Assistance with responses to continuous disclosure review comment letters from regulatory authorities

Assistance with securities and regulatory filings and prospectuses, including:

- Comfort letters
- Consent letters

Assistance related to implementation of new accounting standards

Audits of financial statements and transactions included in consolidated financial statements that are used by lenders, filed with government and regulatory bodies and similar reports

Assistance in reviewing and testing internal control and other systems

Statutory audits, including:

- Statutory audits which may arise during the year
- Other attest services required by statutory auditors (eg. specific audit procedures, audit of reporting packages, test of internal controls, etc.)
- Quarterly and other reviews of interim financial statements

Appendix B

PRE-APPROVED AUDIT-RELATED SERVICES

Attest services that are not required by statute or regulation

Consultation concerning financial accounting matters and assistance with implementation or interpretation of new or existing financial reporting standards

Employee benefit plan audits

Due diligence procedures related to acquisitions

Audits of opening balance sheets of acquired companies and accounting consultations on acquisitions and proposed acquisitions

Services related to procedures used to support the calculation of the gain or loss from dispositions and discontinued operations

Compliance letters, agreed upon procedures, review and similar special purpose reports related to audited financial statements

Assistance with tax accrual related issues

Assistance with tax accounting for specific transactions

Assistance in connection with responses to income tax audit enquiries raised by tax authorities from time to time

Assistance in connection with identifying, quantifying, and applying for tax incentives, as required

Appendix C

PRE-APPROVED TAX SERVICES

Assistance in tax return preparation and other tax compliance matters

Tax advisory services, other than prohibited tax services set forth in Exhibit 1 to this Policy

Appendix D

PRE-APPROVED ALL OTHER SERVICES

Educational and professional development programs provided at no or nominal cost

Other consultation and advisory services unrelated to financial accounting and reporting standards

Subscription services such as various educational, informational and other tools in the form of, among other things, newsletters, webcasts, podcasts, websites, database subscriptions, checklists, research reports and similar or related tools and services

Translation services

Review of actuarial liabilities.

Limited review procedures related to the Partnership or its subsidiaries as required by lenders, government and regulatory bodies or other third parties with which the Partnership or its subsidiaries may transact.

Regulatory, statutory and other compliance reports as required by lenders, government and regulatory bodies or other third parties.

Procedures related to the Partnership or its subsidiaries as required by lenders, government and regulatory bodies or other third parties with which the Partnership's subsidiaries may transact and require such review.

Compliance or other reports as required as part of a lending or other arrangement entered into by the Partnership or its subsidiaries.

Appendix E

AUDIT AND NON-AUDIT SERVICES TO CONTROLLING AFFILIATES

The Audit Committee consents to the Auditor providing non-audit services to controlling affiliates of the partnership that meet the criteria set out below:

1. Non-audit services consistent with those which have already been pre-approved for the Partnership, including any services permitted by this Policy.
2. Non-audit services provided that the work product resulting from such non-audit services will not impact the financial statements of the partnership or its consolidated entities and will not be subject to the Auditor's audit procedures.
3. Non-audit services provided that providing such non-audit services by the Auditor is permitted by under any applicable IESBA, Canadian, Securities and Exchange Commission and PCAOB independence rules.

Exhibit 1

PROHIBITED NON-AUDIT SERVICES

Bookkeeping or other services related to the accounting records or financial statements of the partnership

Financial information systems design and implementation

Appraisal or valuation services, fairness opinions or contribution-in-kind reports

Actuarial services

Internal audit outsourcing services

Management functions (*e.g.* acting, either temporarily or permanently, as a director, officer or employee, or performing any decision-making, supervisory or monitoring services)

Human resources

Broker/dealer, investment adviser, underwriting, securities, or investment banking services

Legal services

Expert services unrelated to the audit

Tax services to any person in a financial reporting oversight role, or an immediate family member of any such person, unless the person is in that role solely because he or she is a director of the partnership

Services related to marketing, planning or opinions in favor of the tax treatment of transactions that are confidential transactions as defined in PCAOB Rule 3501 or transactions that would be considered aggressive tax position transactions