SOUTHWEST GAS HOLDINGS, INC.
AUDIT COMMITTEE CHARTER
(Approved by the Board of Directors on 07/29/2026)

I. Authority and Purpose

The Audit Committee (the "Committee") is appointed by the Board of Directors (the "Board") to (i) be responsible for oversight of the Company's independent registered public accounting firm's (the "Auditors" or "Audit Firm") qualifications and independence, for appointment, compensation, retention, and oversight of the work of the Auditors and for oversight of the audit process, (ii) be responsible for oversight of the internal audit function, (iii) assist the Board in fulfilling its oversight responsibility of the integrity of the Company's financial statements and accounting and financial reporting processes by reviewing the financial information provided to shareholders and others, and the system of internal controls which management and the Board have established, (iv) assist the Board in fulfilling its oversight responsibility of the Company's compliance with legal and regulatory requirements, and (v) produce an annual audit committee report for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations. In meeting these responsibilities, the Committee will meet separately and periodically with the Auditors, the internal auditors, and the management of the Company, and maintain effective lines of communication involving accounting matters affecting the Company.

II. Committee Membership

The Committee shall be composed of a minimum of three directors who are financially literate. The Committee members must meet the standards for "independence" established by the Securities and Exchange Commission ("SEC") and the New York Stock Exchange ("NYSE"), with at least one member satisfying the "audit committee financial expert" requirements imposed by the SEC. Further, no Committee member will be permitted to serve simultaneously on the audit committee of more than three public companies (including the Company) unless, in accordance with the rules of the NYSE, the Board determines service would not impair effectiveness and discloses such determination in the Company's annual proxy statement.

Committee members shall be appointed by the Board and shall serve until their successors shall be duly qualified and appointed. If any Committee member resigns or ceases to be a director of the Company, the vacancy shall be filled by the Board. Committee members may be removed at any time by vote of the Board.

Compensation from the Company for Committee members shall be limited to (i) director's fees consisting of all forms of compensation paid to Board members for service as a director and as a member of any Board Committee and (ii) other deferred compensation from the Company provided that such compensation is not in any way contingent on continued service on the Board.

III. Structure and Meetings

The Committee shall conduct its business in accordance with this Charter, the Company's Bylaws and any direction by the Board.

The Committee Chairperson shall be designated by the Board, or, if it does not do so, the Committee members shall elect a Chairperson by a vote of the majority of the full Committee. The Committee Chairperson may be removed at any time by vote of the Board.

The Committee shall meet at least once each fiscal quarter, or more frequently as circumstances dictate. The Chairperson of the Board, the Chief Executive Officer (the "CEO") or other officer acting on his or her behalf, the Committee Chairperson, or any two members of the Committee may call meetings of the Committee upon such notice as is required for special Board meetings in accordance with the Company's Bylaws. A majority of the Committee, but not less than two members shall constitute a quorum for the transaction of business. Unless the Committee by resolution determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all members of the Committee consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Committee. Members of the Committee may participate in a meeting through use of video or telephone conferencing or similar communications equipment, so long as all members participating in such meeting can hear one another, and such participation shall constitute presence in person at such meeting.

The Committee Chairperson will preside at each meeting and, in consultation with the other members of the Committee and, as appropriate, the CEO and other members of senior management, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Committee Chairperson (or other member designated by the Chairperson, or the Committee in the Chairperson's absence) shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Committee Chairperson (or other member designated by the Chairperson, or the Committee in the Chairperson's absence) shall regularly report to the full Board on its proceedings and any actions that the Committee takes. The Committee will maintain written minutes of its meetings, and such minutes will be maintained with the books and records of the Company.

The Committee shall have the authority to retain legal, accounting, or other consultants to advise the Committee. The Company will provide appropriate funding, as determined by the Committee, for compensation to the independent auditor, to any advisers that the Committee chooses to engage, and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. As necessary or desirable, the Committee Chairperson may request any officer or employee of the Company or the Company's outside counsel or Auditors to attend meetings of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee may form and delegate authority to subcommittees, consisting of Committee members, when appropriate.

IV. Committee Authority and Responsibility

The Committee will fulfill these responsibilities by performing the following activities:

a. Engagement

1. Engage the Company's Auditors, and approve the submission of the selection of the Auditors to the Company's shareholders for ratification. As part of the engagement process, the Committee shall pre-approve Auditors fees, the scope and timing of their audit of the Company's financial statements and all other audit, audit-related, tax and other services they may provide. Services provided by the Auditors can be explicitly approved or approved pursuant to defined pre-approval policies and procedures. The Auditors report directly to the Committee.

2. Delegate to one or more members of the Committee the authority to pre-approve any audit, audit-related, tax and other services not identified in the Committee Pre-Approval Policy to be provided by the Auditors. Such pre-approvals shall be reported to the Committee at the next Committee meeting.

3. Obtain and review with the Auditors, at least annually, their written report to the Committee describing: (i) the Audit Firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, inspection of the Public Company Accounting Oversight Board, or peer review, of the Audit Firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the Audit Firm, and any steps taken to deal with any such issues; and (iii) all relationships between the Auditors and the Company for the purpose of determining whether such relationships may reasonably be thought to impact their objectivity and independence and take appropriate action in response to such review to satisfy the Committee of the Auditors' independence and proper rotation of the Auditors' lead partner as required.

b. Financial Reporting

1. Review the adequacy of policies and procedures that govern the process for earnings press releases, as well as financial information and earnings guidance provided to analysts, rating agencies, and the public, including any pro forma or non-GAAP information included therein.

2. Review with the Auditors and with management the annual audited financial statements, the quarterly financial statements, and the Company's specific disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

   It is anticipated that these discussions will include quality of earnings, the appropriateness of significant accounting policies, critical accounting estimates and judgments, events that will have a material current or future effect on the Company's financial condition, and other significant financial reporting issues and judgments made in connection with the preparation of the financial statements.

3. Ascertain whether the Auditors were restricted in performing their examination of the Company's financial statements and resolve disagreements regarding financial reporting, if any, between management and the Auditors.

4. Review with the Auditors all critical audit matters, critical accounting policies and estimates, and all alternative treatments of financial information within generally accepted accounting principles that were discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Auditors.

5. Review with the Company's General Counsel legal compliance and legal matters that may have a material impact on the financial statements and any material reports or inquiries received from regulators or government agencies.

6. Review with the Auditors and management any new or contemplated changes in critical accounting policies and accounting, reporting, and auditing standards announced by regulatory and professional bodies.

7. Review with the Auditors all material written communications between the Auditors and management such as a management or internal control letter or the schedule of unadjusted differences.

8. Review and approve the Company's decision to enter into swaps or security-based swaps that are exempt from exchange-execution and clearing under the Commercial End-User Exception regulations established by the Commodity Futures Trading Commission, and review the Company's policies governing the use of swaps and security-based swaps subject to the Commercial End-User Exception.

c. Controls

1. Review with the Auditors the adequacy of the Company's accounting personnel and compliance by the Internal Audit Department with the Standards for the Professional Practice of Internal Auditing.

2. Discuss with management and the Auditors at least annually the Company's guidelines and policies with respect to risk assessment and risk management. The Committee should discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures; however, the Committee is not solely responsible for review of enterprise risk exposure and management, which is the responsibility of the full Board.

3. Review with the Auditors, management, and the internal auditors (individually, jointly, and on a periodic basis): (i) policies and procedures with respect to internal controls (i.e., the abilities to record, process, summarize, and report financial data and any material weaknesses in such controls) material control deficiencies; (ii) material fraud and any fraud, whether or not material, involving management or other employees who have a significant role with respect to such controls; and (iii) compliance with applicable laws and regulations. The review with the Auditors will also address any sensitive or unsupported transactions, material errors, or other irregularities as a result of their audit procedures.

4. Review with the Director of Internal Audit at least annually the organizational structure of the internal audit function, the qualifications of its personnel, and the results of internal audit activity, including significant reports to management prepared by the Internal Audit Department and management's responses thereto. Approve the annual Internal Audit Plan and any significant changes to the plan based on internal audit's ongoing assessments of risk management processes and system of internal controls.

d. General Matters

1. Establish and oversee policies and procedures, consistent with governing laws and regulations, for the hiring of employees or former employees of the Auditors.

2. Establish and oversee policies and procedures for: (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company regarding questionable accounting or auditing matters.

3. Evaluate at least annually the adequacy of this Charter and recommend any changes to the Board for approval.

4. Participate with management in the annual performance evaluation of the Director of Internal Audit.

5. Approve any appointment or removal of the Director of Internal Audit.

6. Evaluate annually the performance of the Committee and report the evaluation results to the Board.

7. Evaluate at least annually the adequacy of the Internal Audit Department charter and approve changes to the charter.

8. Perform other oversight functions as requested by the Board.

V. Limitations on Responsibilities

While the Committee has the responsibilities and powers set forth in this Charter, the fundamental responsibility for the Company's financial statements and disclosures rests with management. The Company's Auditors are responsible for conducting an independent audit of the Company's financial statements in accordance with the standards of the Public Company Accounting Oversight Board and issuing a report thereon. The role and responsibilities of the Committee are to monitor and oversee these processes as set forth in this Charter. Further, nothing contained in this Charter is intended to alter or impair the operation of the "business judgment rule," as interpreted by the courts, or the rights of the Committee members to rely, in discharging their duties and responsibilities, on the records of the Company and on other information presented to the Committee, Board or Company by its officers or employees or by outside experts and advisors.

VI. Reports

The Committee shall submit minutes of all meetings of the Committee to, or review the matters discussed at each Committee meeting with, the Board. The Committee shall also report annually to the Board that it has reviewed and discussed the Company's audited financial statements and management's internal control assessment with the Auditors and management, and recommend to the Board of Directors whether the audited financial statements should be included in the Company's annual report on Form 10-K for the year then-ended. Such recommendation will be included in the Committee's report in the Company's proxy statement for its annual meeting of shareholders, which will also address whether the Committee has satisfied its responsibilities during the prior year in compliance with this Charter.