

## AZZ INC.

### CORPORATE GOVERNANCE GUIDELINES

#### Governing Principles

The following Corporate Governance Guidelines (the “Guidelines”) have been approved by the Board of Directors (the “Board”) of AZZ Inc. (“AZZ” or the “Company”) and, along with the charters and key practices of the Board committees, provide the general framework for the governance of AZZ. These Guidelines are not intended as binding legal obligations and are not intended to interpret applicable laws and regulations or modify the Company’s Certificate of Formation or Bylaws. The Board will review the Guidelines and other aspects of AZZ governance annually or more often if deemed necessary in order to maintain sound governance practices.

1. **Role of Board and Management.** AZZ's business is conducted by its officers and employees under the direction of the Chief Executive Officer ("CEO") and the oversight of the Board, to enhance the long-term value of the Company for its shareholders. Each director of the Board serves a one (1) year term, is elected by the shareholders to oversee senior management, and to assure that the long-term interests of the Company’s shareholders are being served.

2. **Separation of Offices of Chair of the Board and CEO.** The Board has no policy with respect to the separation of the offices of Chair of the Board and the CEO. The Board believes that consideration of this topic is part of the succession planning process and that it is in the best interests of the Company for the Board to make a determination of whether these positions should be separated or combined, from time to time, in its business judgment after considering relevant circumstances.

3. **Director Qualification Standards.** Directors should possess the highest personal ethics, integrity and values, and be committed to representing the long-term best interests of AZZ’s shareholders. They must also have an inquisitive and objective perspective, practical wisdom and mature judgment.

A majority of the directors must be independent directors, as independence is determined by the Board, based on Rule 303A.02 of the New York Stock Exchange Listed Company Manual. All Board committee members will be independent as defined above and as set forth in the independence requirements in each committee's respective charter.

The Board and the Board’s Nominating and Corporate Governance Committee will from time to time review the experience and characteristics appropriate for Board members and director candidates in light of the Board’s composition at the time and skills and expertise needed for effective operation of the Board and its committees. Basic requirements for membership on the Board may include, but not be limited to the following:

- Relevant knowledge of the Company's industry
- Executive level leadership experience
- Strategic planning and oversight expertise
- Financial and accounting expertise
- Corporate governance expertise
- Diversity of race, ethnicity, gender, age, cultural background, experience
- Extensive experience in mergers and acquisitions and integration
- Willingness to represent the best interests of the Company’s shareholders and objectively appraise management’s performance.

Each Board member should not, by reason of any other position, activity or relationship, be subject to any conflict of interest that would impair the director's ability to fulfill the responsibilities of a member of the Board.

Directors must have the necessary time and interest to devote sufficient time to carrying out their duties and responsibilities effectively. Accordingly, each Board member is encouraged to limit the number of other boards on which he or she serves and be mindful of his or her other existing and planned future commitments, so that such other directorships and commitments do not materially interfere with his or her service on AZZ's Board. Specifically, Board members should not serve on more than four (4) public company boards at one time. Board members must advise the Chair of the Board and/or the chairperson of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another board.

4. **Director Responsibilities.** Each member of the Board is expected to (i) attend all Board meetings and all meetings of committees on which he or she serves, having read and considered materials distributed to him or her in advance of the meetings so as to be prepared to discuss, question, express a point of view, and act on the agenda items; (ii) participate constructively in Board and committee meetings, drawing upon his or her individual experience, knowledge and background, as appropriate, to provide perspective, and insights; and (iii) keep current on relevant developments in business, corporate governance and issues pertaining to AZZ and the industries in which it participates. Directors are invited and encouraged to attend the Company's annual meeting of shareholders either in person, by telephone or video conference.

Each independent Director is expected to disclose promptly to the Board any existing or proposed relationships with the Company (other than service as a Board member or on Board Committees) which could affect the independence of the Director under applicable listing standards or any additional standards as may be established by the Board from time to time, including direct relationships between the Company and the Director and his or her family members, and indirect relationships between the Company and any business, nonprofit or other organization in which the Director is a general partner or manager, officer, or significant stockholder, or is materially financially interested.

5. **Board Committees.** The Board has established the following committees to assist the Board in discharging its responsibilities: (i) Audit Committee; (ii) Compensation Committee; and (iii) Nominating and Corporate Governance Committee. The current charters of these committees are published on the AZZ website and will be mailed to shareholders on written request. The committee chairpersons report the highlights of their meetings to the Board at the next Board meeting following each respective committee meeting.

6. **Access to Independent Advisors.** The Board and its committees shall have the right at any time to retain independent outside auditors and financial, legal or other advisors, and the Company shall provide appropriate funding, as determined by the Board or any committee, to compensate such independent outside auditors or advisors, as well as to cover the ordinary administrative expenses incurred by the Board and its committees in carrying out their duties. Board members have complete access to AZZ's senior management. Except in unique circumstances, however, the CEO should be advised of significant interaction with senior management.

7. **Meetings of the Board.** The Board will meet at least five (5) times each year. Special meetings shall occur if called by the Chair of the Board, the President, or the Secretary. Regularly, the non-employee directors of the Board will meet without senior management present. At least once each year the independent directors will meet without any non-independent director present. The independent Chair of

the Board will preside at such meetings and will serve as the presiding director in performing such other functions as the independent directors may direct. The Board may act by unanimous written consent in lieu of a meeting. Each Board committee shall have the number of meetings provided for in its charter, with further meetings to occur (or action to be taken by unanimous written consent) when deemed necessary or desirable by such committee or its chairperson.

8. **Compensation of the Board.** The Nominating and Corporate Governance Committee has the responsibility for annually reviewing the Board compensation for independent directors which shall fairly compensate those directors for the work required of a company of AZZ's size and scope and shall be designed to align their interests with the long-term interests of the Company's shareholders. Changes to director compensation will be recommended to the full Board for consideration.

9. **Director Orientation and Continuing Education.** All new directors participate in the Company's orientation program within six (6) months of their election. This orientation will include a briefing by senior management on the Company's strategic plans, significant financial, accounting and risk management issues, compliance programs, corporate governance practices, conflict of interest policy, Code of Conduct, Insider Trading Policy and other applicable corporate policies and practices. The Board encourages directors to participate in continuing education programs and reimburses directors for the expense of participation in such educational programs. From time to time, the Board or AZZ's senior management may arrange for various topics to be provided to the Board during its regularly scheduled meetings.

10. **CEO Review and Succession Plan.** The Board shall review the CEO's performance at least annually and approve a succession plan for the CEO and review the CEO's succession plan for his or her direct leadership team based upon recommendations from the Compensation Committee.

11. **Annual Performance Evaluation.** The Nominating and Corporate Governance Committee will oversee and facilitate an annual self-evaluation of the Board and each of the Board committees to determine whether they are functioning effectively, the results of which will be discussed with the full Board. The Nominating and Corporate Governance Committee will utilize the results of the annual evaluation process to assess and determine the characteristics and critical skills required of any new prospective candidates for election to the Board and in making recommendations to the Board with respect to assignments of the directors to various committees.

12. **Director Election Vote Response.** At any meeting of the shareholders at which a director is not elected in accordance with the Company's Bylaws, that director shall submit to the Board an offer letter of resignation, subject to Board acceptance. The Nominating and Corporate Governance Committee will consider the offer of resignation and will recommend to the Board the action to be taken. The Board shall act promptly with respect to each such letter of resignation and shall notify the director concerned of its decision. The Board's decision would be disclosed publicly within ninety (90) days from the date of certification of the election results.

13. **Term Limits and Retirement Guidelines.** There are no specific term limits for directors, given the normal process of annual elections of board members by the shareholders. Directors who have served on the Board for an extended period of time are in a unique position to provide valuable insight into the operations and future of the Company based on their experience with and perspective on the Company's history, performance, and long-term objectives. The Board believes that, as an alternative to term limits, it proactively takes action to ensure that the Board continues to evolve, challenge the status quo, and adopt new viewpoints through the annual evaluation, nomination and selection process described in these Guidelines. It is the general guideline of the Company that any non-employee Board member having attained 75 years of age during his or her term must retire at the end of such term and shall not be nominated

for re-election or reappointment for additional terms of service to the Board. However, the Board may determine to waive this general retirement guideline in individual cases if it determines that such waiver is in the best interests of the Company.

14. **Communications with the Board of Directors.** Any person or shareholder who wishes to communicate with any of the Company's directors or committee chairpersons, may send written correspondence to the Chair of the Board, AZZ Inc., One Museum Place, 3100 West 7th Street, Ste. 500, Fort Worth, Texas 76107 or refer to information regarding how to contact the Board under the Company's website located at [www.azz.com](http://www.azz.com) under Investor Relations/Corporate Governance. Generally, the Chair of the Board will distribute communications to the Board members or to any individual director, as appropriate, depending upon the subject matter, facts and circumstances outlined in the communication. Any person, including customers, vendors, suppliers or shareholders may bring concerns relating to the Company's accounting matters to the attention of the Audit Committee. Any such communications may be made on an anonymous basis by contacting the AZZ Alertline, toll free at 1 (855) 268-6428 or via the website at <https://azz.alertline.com> or by writing to the Audit Committee, c/o Chief Legal Officer, AZZ Inc., 3100 West 7<sup>th</sup> Street, Ste. 500, Fort Worth, Texas 76107.

15. **Integrity and Conduct.** Each Board member is expected to act with integrity and to adhere to the policies applicable to directors in the Company's Code of Conduct. Any waiver of the requirements of the Code of Conduct for any individual director would require approval by the Audit Committee. Any such waiver would be publicly disclosed via an 8-K filing, a press release or publishing such waiver on the Company's website.

16. **Size of the Board.** The Company's Bylaw's provide that the Board will consist of up to twelve members. From time to time, the number of directors serving on the Board will vary due to changing circumstances such as retirement, resignation, death, or disability.

17. **Speaking on Behalf of AZZ and Shareholder Engagement.** It is important for AZZ to speak to employees and outside constituencies with a unified voice. As a general matter, the Board believes that senior management should serve as the primary spokesperson for AZZ. If comments from directors to the public or shareholders are appropriate or necessary, they should, in most circumstances, come from the Chair of the Board and be made at the request of the Board or senior management.

Through AZZ's shareholder engagement process, members of the Board and senior management maintain an active dialogue with shareholders on matters of significance to AZZ and its shareholders, including corporate governance, environmental, social and governance (ESG) policies and sustainability practices, the Company's strategy, its operating performance and related matters of interest to its shareholders.

18. **Confidentiality.** In order to facilitate open discussion, the proceedings and deliberations of the Board and its committees are confidential. Each Board member must maintain the confidentiality of information received in connection with his or her service as a director.

Directors have an obligation to protect and keep confidential all non-public information related to the Company (the "Confidential Information") unless and until the Board has authorized disclosure (or unless otherwise required by law or regulation). Confidential Information includes all non-public information entrusted to or obtained by a director by reason of his or her position on the Board, such as information regarding the strategy, business, finances and operations of the Company, minutes, reports and materials of the Board and its Committees, and other confidential documents of the Company, including but not limited to non-public information concerning: (1) the Company's financial condition, research and development, marketing and sales programs, as well as information relating to acquisitions,

divestitures and actions relating to the Company's stock; (2) possible transactions with other companies or information regarding the Company's suppliers, licensors or joint venture partners, which the Company is under an obligation to maintain as confidential; and (3) the proceedings and deliberations of the Board and its committees, and the confidential discussions and decisions between and among employees, officers and directors.

Directors may not use Confidential Information for personal benefit or to benefit other persons or entities other than the Company. Directors should refrain from disclosing Confidential Information without the authorization of the Board or the Chair, unless otherwise required by law or regulation. The obligations described above continue even after service on the Board has ended.

19. **Risk Oversight.** The Board regularly reviews the principal risks associated with the Company's business on an ongoing basis and it is the responsibility of management to assure that the Board and its committees are kept informed of these changing risks on a timely basis. It is important that the Board oversee the key risk decisions of management, which includes comprehending the appropriate balance between risks and rewards.