



AZZ incorporated Corporate Governance

Corporate Governance Guidelines

GOVERNING PRINCIPLES

The following Corporate Governance Guidelines (the "Guidelines") have been approved by the Board of Directors (the "Board") and, along with the charters and key practices of the Board committees, provide the framework for the governance of AZZ. 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 and the oversight of the Board, to enhance the long-term value of the Company for its shareholders. The Board of Directors, which consists of three classes of directors (with each class authorized to include up to four directors) that each serve a staggered three year term, is elected by the shareholders to oversee management and to assure that the long-term interests of the shareholders are being served.

2. 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.

Directors must have the necessary time and interest to devote sufficient time to carrying out their duties and responsibilities effectively. Directors should not serve on more than four boards of other public companies. The Board has not established any arbitrary age limit on directors' service.

A majority of the directors will 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 members of committees of the Board will be independent as defined above and no member of the Audit Committee shall (i) accept any consulting, advisory or other compensatory fee from AZZ or (ii) be an affiliated person of AZZ or of any of its subsidiary entities, other than as a director of AZZ.

3. 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.

4. 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 chairs report the highlights of their meetings to the Board at the next Board meeting following each meeting of the respective committees.

5. 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 Chief Executive Officer should be advised of significant interaction with management.

6. Meetings of Independent Directors. The Board will, in conjunction with its regular quarterly meetings, have a meeting at least once each year of the independent directors without management present. The Chairman of the Nominating and Corporate Governance Committee will preside at such meetings, and will serve as the presiding director in performing such other functions as the independent directors may direct. The independent directors may meet without management present at such other times as requested by any independent director.

7. Compensation of the Board. The Nominating and Corporate Governance Committee has the responsibility for recommending 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.

8. Director Orientation. The Chief Executive Officer and the Chief Financial Officer shall be responsible for providing orientation for new directors, and for periodically providing materials or briefing sessions for all directors on subjects that would assist them in discharging their duties. Each new director shall, within six months of election to the Board, visit the corporate headquarters for a personal briefing by senior management on the Company's strategic plans, its financial statements, and its key policies and practices.

9. Succession Plan. The Board shall approve and maintain a succession plan for the Chief Executive Officer, based upon recommendations from the Compensation Committee.

10. Annual Performance Evaluation The Nominating and Corporate Governance Committee will oversee and facilitate an annual self-evaluation of the Board, the Board members, and each of the committees of the Board to determine whether they are functioning effectively.

