



AZZ incorporated Corporate Governance

Nominating and Corporate Governance Committee Charter

1. **Committee Purpose**

The purpose of the Nominating and Corporate Governance Committee (the "NCGC") is to oversee the composition of the Board of Directors of AZZ incorporated ("AZZ") and its Committees and to provide leadership to the Board in the development of its corporate governance principles and practices. Specific responsibilities of the NCGC in fulfilling its purpose are those outlined below.

2. **Committee Responsibilities**

A. Corporate Governance Guidelines

- To develop Corporate Governance Guidelines and present these to the Board for discussion and approval.
- To regularly, and at least annually, review, monitor and, as appropriate, update the Corporate Governance Guidelines and to ensure that the company's current Corporate Governance Guidelines are publicly disclosed on the company's website, and that its Form 10-K states that the foregoing information is available on the AZZ website and that the information is available in print to any shareholder who requests it.

B. Director Qualification Standards

- To develop qualification standards for Board membership, which shall be outlined in the Corporate Governance Guidelines. These shall include AZZ's principles with respect to Board independence and core competencies.
- To regularly review, monitor and, as appropriate, update the director qualification standards.
- To make recommendations to the Board concerning findings of independence of individual Board members.
- To review the independence of AZZ's directors on an ongoing basis to ensure that Board and committee composition is consistent with these principles.

C. Director Nominations

- To identify and recruit new candidates for the Board (consistent with criteria approved by the Board), develop a re-nomination review process for current Board members, and develop a process to review recommendations for director nominees received from shareholders. Using these processes, the NCGC will recommend director nominees to the Board for approval, who, if approved, will stand for election by the shareholders at the Annual Meeting. The NCGC will also make recommendations to the Board to fill Board vacancies arising between Annual Meetings.

D. Committee Appointments

- To make recommendations to the Board with respect to committee assignments for Board members, including the chairmanships of the Board committees. In making these recommendations, the NCGC shall take into account any legal or regulatory requirements for committee service to ensure that such requirements are met. The NCGC shall also consult with the Chairman of the Board and, as applicable, the Chairs of the Board Committees with respect to such assignments.
- Committee assignments will be reviewed annually by the NCGC. If the NCGC considers it to be advisable to remove a Board member from a committee assignment, the Chair of the NCGC and the Chairman of the Board will approach the Board member to request his or her resignation from the committee and explain the reasons for this request. If the Board member does not offer his or her resignation following this discussion, the matter will be put to a vote of the independent directors of the full Board.

E. Board and Committee Assessment

- To develop and lead an annual process for self-assessment of the Board as a whole, individual Board members and the Board committees and report to the Board with its findings and recommendations.
- To review committee structures and Board operations, generally, as part of this annual assessment process.

F. Code of Business Conduct and Ethics

- To develop a Code of Business Conduct and Ethics applicable to the Board of Directors and all officers and employees of AZZ, including a process for the prompt disclosure of any waiver thereof with regard to directors or executive officers, and present such Code to the Board for approval.
- To annually review, monitor and, as appropriate, update the Code of Business Conduct and Ethics and ensure that the current Code is publicly disclosed on the company's website, and that its Form 10-K states that the foregoing information is available on the AZZ website and that the information is available in print to any shareholder who requests it.

G. Orientation and Continuing Director Education

- In conjunction with the Chairman of the Board of AZZ, to develop and regularly review a program for the orientation of new Board members so that they can quickly become sufficiently knowledgeable about AZZ to contribute meaningfully to Board discussions and decision-making.
- To develop practical and useful continuing education sessions for AZZ directors.

H. Director Compensation

- To make recommendations to the full Board with respect to AZZ's directors' compensation and to regularly review and, as appropriate, recommend revisions to directors' compensation. In the event that the committee finds it helpful to engage a consultant to evaluate director compensation, the consultant shall be retained by the committee and shall report directly to the committee, which shall have authority to approve the terms of the consultant's engagement, including fees and termination.

I. Executive Sessions of the Board

- In conjunction with the quarterly meeting of the Board, the Board will meet in an executive session attended only by the non-management directors without management present. If any non-management is non-independent, there shall be at least one executive session each year of directors who are both non-management directors and independent. The Chair of the NCGC will chair the executive sessions. The Chair of the NCGC will also be responsible to receive and review concerns from interested parties regarding the governance of AZZ.

J. NCGC Self-Assessment

- The NCGC shall annually make a self-assessment of its performance and shall report the results of such self-assessment to the Board.
- The Chair of the NCGC shall, periodically, at his or her discretion, report to the Board on NCGC actions and on the fulfillment of the Committee's responsibilities under this charter.

K. General

- To provide oversight of AZZ's corporate governance policies and practices.
- To keep abreast of best practices, regulatory changes and other developments in the area of corporate governance so as to effectively fulfill its mandate and responsibilities.

3. Committee Membership

The NCGC shall consist of three or more directors, each of whom is "independent" in accordance with the rules of the New York Stock Exchange and applicable federal securities laws, including the rules and regulations of the Securities and Exchange Commission and meet the other director qualification standards set forth by the Corporate Governance Guidelines. The members and chair of the NCGC will be appointed by the Board and will serve until removed by the Board or their successors have been duly appointed and qualified.

4. Committee Meetings

The NCGC shall meet at the call of the Chair or any two members and such meetings may be in person or by conference call. At least a majority of the members of the NCGC must be in attendance for a quorum. The NCGC may also act by unanimous written consent.

5. Retention of Independent Advisors

A. Executive Recruiters

If and when needed, the NCGC shall have the sole authority to retain and terminate any search firm to be used to identify or recruit candidates for the Board of Directors. The NCGC shall also have sole authority to approve the search firm's fees and other terms of the firm's retention.

B. Other Professional Advisors

If and when needed, the NCGC shall retain any other external advisors it deems appropriate to provide assistance to the NCGC in fulfilling its responsibilities. If management is retaining advisors to assist the NCGC, such decisions must be known, and approved by the NCGC in advance of such retention, including the fees and terms of the retention.

6. Modifications/Updating of this Charter and Related Documents

The NCGC may recommend to the Board from time to time any proposed changes to this charter, to AZZ's Corporate Governance Guidelines and to AZZ's Code of Business Conduct and Ethics.

