

AZZ INC.

AUDIT COMMITTEE CHARTER

Purpose

The Audit Committee of the Board of Directors (the “Board”) of AZZ Inc. (“AZZ” or the “Company”) is appointed by the Board to assist the Board in monitoring: (1) the integrity of AZZ’s financial statements; (2) the independent auditor’s qualifications and independence; (3) the performance of AZZ’s internal audit function and independent auditors; and (4) AZZ’s compliance with legal and regulatory requirements.

Composition

The Audit Committee shall consist of no fewer than three (3) members. The members of the Audit Committee shall meet the independence and experience requirements as set out in Section 303A.02 of the New York Stock Exchange (“NYSE”) listing requirements, and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934 (the “Exchange Act”). At least one member of the Audit Committee shall be an “audit committee financial expert” as defined by the Securities and Exchange Commission (the “SEC”). In addition, an Audit Committee member shall not simultaneously serve on the audit committees of more than three other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee.

Each member of the Audit Committee must be “financially literate,” as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Committee. In addition, at least one member of the Audit Committee must (i) have “accounting or related financial management expertise” as the Board interprets such qualification in its business judgment, and (ii) be designated by the Board to be the “audit committee financial expert,” as defined by the SEC pursuant to the Sarbanes-Oxley Act of 2002 (the “SOX Act”).

The members of the Audit Committee shall be appointed by the Board. The Board may designate a Chairman of the Audit Committee. In the absence of such designation, the Audit Committee may designate the Chairman by majority vote of the Audit Committee. Any vacancy on the Audit Committee shall be filled by the Board in accordance with the terms of AZZ’s Certificate of Formation and Bylaws, which may be amended and/or restated from time to time.

Meetings

The Audit Committee shall meet as often as it deems necessary, but not less frequently than quarterly. The Audit Committee shall meet periodically with management, the internal auditors and the independent auditor in separate executive sessions. The Audit Committee may request members of management, the independent auditor, or others to attend its meetings (or portions thereof) and to provide pertinent information as requested. Meetings of the Audit Committee may be in person or by use of conference telephone or similar communications equipment in accordance with Section 3.17(i) of the Bylaws of the Company. A majority of the members of the Audit Committee shall constitute a quorum and all decisions and determinations of the Audit Committee shall be made by a majority vote. Any action required or permitted to be taken at any meeting of the Audit Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Audit Committee. Following each of its meetings, the Audit Committee shall deliver a report to the Board, describing actions taken at the meeting. The Audit Committee shall maintain written minutes of its meetings, which will be taken by the Company’s Corporate Secretary or any other person designated by the Audit Committee to take such minutes, a copy of which shall be maintained in the Audit Committee minute book.

Committee Responsibilities

The Audit Committee shall have the sole authority to appoint and replace the independent auditor (subject, if applicable, to shareholder ratification). The Audit Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report, making quarterly reviews, or related work and for the purpose of performance of permitted non-audit services. The independent auditor shall report directly to the Audit Committee.

The Audit Committee shall preapprove all auditing services and permitted non-audit services to be performed for the Company by its independent auditor, as required by Sections 201 and 202 of the SOX Act. The Audit Committee may delegate to one or more of its members authority to grant such preapprovals, including the authority to grant preapprovals of audit and permitted non-audit services, provided that any decision of such Audit Committee member to grant a preapproval shall be presented to the full Audit Committee at its next scheduled meeting.

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain, terminate and approve the fees and other retention terms of special or independent counsel or other outside experts and advisors (collectively, "External Advisors"). The Company shall provide for appropriate funding, as determined by the Audit Committee to pay all fees incurred in selecting or retaining any External Advisors for the purpose of rendering or issuing reports or advice.

The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Audit Committee shall annually review its own performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and recommend such changes to the Board as it deems necessary or appropriate.

The Audit Committee, to the extent it deems necessary or appropriate, shall:

A. Financial Statement and Disclosure Matters

- Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in AZZ's Form 10-K.
- Review and discuss with management and the independent auditor AZZ's quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.
- Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of AZZ's financial statements, including any significant changes in AZZ's selection or application of accounting principles, any major issues as to the adequacy of AZZ's internal controls and any special steps adopted in light of material control deficiencies.
- Review and discuss quarterly reports from the independent auditors on:
 - All critical accounting policies and practices to be used.

- All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.
- Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- Discuss with management AZZ's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
- Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on AZZ's financial statements.
- Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
- Discuss with the independent auditor the matters required to be discussed by Public Company Accounting Oversight Board Auditing Standard No. 16, "Communication With Audit Committees" relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
- Review disclosures, if any, made to the Audit Committee by AZZ's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in AZZ's internal controls.

B. Oversight of the Company's Relationship with the Independent Auditor

- To review and, in its sole discretion, approve in advance the Company's independent auditors' annual engagement letter, including the proposed fees contained therein, as well as all audit and, as provided in the SOX Act and the SEC rules and regulations promulgated thereunder, all permitted non-audit engagements and relationships between the Company and such independent auditors.
- Review and evaluate the lead partner of the independent auditor team.
- Obtain and review a report from the independent auditor at least annually regarding (a) the independent auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five (5) years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent auditor and the Company.

- Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and internal auditors. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.
- Review the rotation of the audit partners for compliance with law.

C. Oversight of the Company's Internal Audit Function

- Review and evaluate the senior internal auditing executive.
- Review the significant reports to management prepared by the internal auditing department and management's responses.
- Discuss with the independent auditor and management the internal audit department responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.
- Review and investigate any matters pertaining to the integrity of management or adherence to standards of business conduct as required in the policies of the Company, including regular reviews of the compliance processes and programs in general. In connection with these reviews, the Audit Committee will meet, as deemed appropriate, with the Company's Chief Legal Officer and other officers or employees.

D. Compliance Oversight Responsibilities

- Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.
- Obtain reports from management, the Company's senior internal auditing executive and the independent auditor that the Company and its subsidiary entities are in conformity with applicable legal requirements.
- Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Conduct.
- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- Discuss with management and the independent auditor any correspondence with regulators or governmental agencies.
- Discuss with the Company's Chief Legal Officer legal matters that may have a material impact on the financial statements or the Company's compliance policies.
- Review and approve in advance any proposed related-party transactions consistent with the Company's practices regarding related-party transactions and report to the full Board on any approved transactions.

- Establish clear hiring policies by AZZ for employees or former employees of the Company's independent auditor, which shall meet the requirements of applicable law and listing standards.
- Prepare the Audit Committee Report required by the rules of the SEC to be included in AZZ's annual proxy statement.

Limitation of Audit Committee's Role

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty or responsibility of the Audit Committee to plan or conduct audits or to determine that AZZ's financial statements are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.