

## **AZZ INC.**

### **COMPENSATION COMMITTEE CHARTER**

The Board of Directors (the “Board”) of AZZ Inc. (“AZZ” or the “Company”) hereby approves and adopts the following Compensation Committee Charter (the “Charter”) to specify the composition, authority and responsibilities of the Compensation Committee (the “Committee”). As used in this Charter, “Company” includes AZZ and its subsidiaries, regardless of the form in which they do business, unless the context otherwise requires.

#### **Purpose**

The function of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to the compensation matters described below by assuming full authority for those matters, unless otherwise specifically provided.

#### **Considerations**

The Committee, as part of its review and consideration of compensation, shall take into account, among other things, the following goals: (i) provision of incentives and rewards that will attract and retain highly qualified and productive people; (ii) short term and long term incentives for employees to achieve high levels of performance that align with the Company’s goals; (iii) differentiation of individual pay based on performance and competitive market data for such positions; (iv) consideration of external competition for management talent and internal equity among employees; and (v) alignment of Company, employee and shareholder interests.

#### **Composition**

The Committee shall consist of not less than two (2) members of the Board, as the Board shall from time to time determine. Each Committee member shall satisfy applicable independence requirements under the listing standards of the New York Stock Exchange (the “NYSE”), qualify as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and any other regulatory requirements. Additionally, no director may serve as a member of the Committee unless he or she is (i) a “non-employee director” as that term is defined for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) unless otherwise permitted by the Board, consistent with the terms and qualifications as set forth in AZZ’s Corporate Governance Guidelines.

#### **Appointment and Removal**

The Board shall designate members of the Committee and may remove a member at any time. One of the members of the Committee shall be designated as Chairman of the Committee by the Board. If a Chairman is not designated by the Board or present at a meeting, the Committee may designate a Chairman by a majority vote of the Committee members then in office. The Committee members shall serve until their resignation, retirement, removal or election of a successor by the Board. Any vacancy on the Committee shall be filled by the Board in accordance with the terms of the Company’s Amended Certificate of Formation and Bylaws.

#### **Authority**

The Committee shall have and may exercise all of the authority of the Board relating to the compensation of the Company’s CEO and other Section 16 Officers (as defined within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended (“Section 16 Officers”)) subject to the limitations, if any,

set forth in Section 3.17 of the Company's Bylaws and Sections 21.416(b) and 21.416(c) of the Texas Business Organizations Code, as amended, and in addition shall administer the Company's various executive and non-executive compensation and benefit plans and equity based plans established or maintained by the Company from time to time.

The Committee shall have the authority to conduct any investigation appropriate to fulfilling its responsibilities and shall have direct access to anyone in the Company. The Committee may from time to time delegate to its Chairman or any of its members the responsibility for any particular matter. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel, or other person who has special competency to assist the Committee in fulfilling its responsibilities hereunder (each an "Advisor"). The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any Advisor retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Advisor retained by the Committee.

The Committee may select or receive advice from any Advisor they prefer only after taking into consideration the Advisor's independence from management, including all factors outlined in Section 303A.05(c)(iv)(A) – (F) under the listing standards of the NYSE.

### **Meetings**

The Committee is to meet at least once annually, and as many additional times as the Committee deems necessary, at such time and place, and upon such notice, as the Chairman of the Committee may from time to time determine. Meetings for the consideration of pertinent matters may be requested by the President and Chief Executive Officer of the Company, the Chairman of the Committee or any member of the Committee by request to the Chairman of the Committee. At all meetings of the Committee, a majority of the number of Committee members previously designated by the Board shall constitute a quorum at any meeting. The Chairman of the Committee shall develop the agenda for each meeting and in doing so may consult with management. Meetings of the Committee may be in person or by use of conference telephone, video link or similar communications equipment in accordance with Section 3.17(i) of the Bylaws of the Company and any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Committee.

### **Attendance**

As necessary or desirable, the Chairman of the Committee may request that the members of management or Advisors be present at the meetings of the Committee.

### **Minutes**

The Committee shall keep regular minutes of each meeting. Minutes will be taken by the Corporate Secretary of the Company or any other person designated by the Committee to take such minutes, and a copy of the minutes shall be maintained in the Committee's minute book. The Committee Chairman shall also provide a summary report regarding all actions taken at each meeting at the next Board meeting.

### **Committee Responsibilities**

In exercising its authority hereunder, the Committee shall be empowered in accordance with its independent judgment to:

- Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the

CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation.

- Review and approve corporate goals and objectives relevant to the compensation of the Section 16 Officers, evaluate such Section 16 Officers' performance in light of those goals and objectives, and determine and approve such Section 16 Officers' compensation levels based on this evaluation.
- Review and discuss with management the Compensation Discussion & Analysis (the "CD&A") required by the Securities and Exchange Commission (the "SEC") Regulation S-K, Item 402 and based on that review and discussion, recommend to the Board that the CD&A be included in the Company's annual report and proxy statement. As part of this review, the Committee shall oversee the Company's submissions to shareholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, taking into consideration the results of the most recent shareholder advisory vote on executive compensation as required by Section 14A of the Securities Exchange Act of 1934.
- Review any approve employment agreements, severance agreements or other significant matters relating to the Company's CEO and other Section 16 Officers.
- Administer the Company's benefit plans including, without limitation, if required by the terms of any such plan, the making of all final decisions concerning the timing, performance metrics, pricing, and the target amount of any grants or awards thereunder.
- Make its independent perspective available to management for consultation in respect of the Company's policies with regard to major issues of compensation.
- Review with management and recommend to the Board changes in the Company's overall compensation structure, policies and programs of sufficient magnitude to affect the Company's cost of operation or its competitiveness as an employer.
- Review with management and recommend to the Board the adoption of all new benefit plans, and any additions, deletions or modifications to the Company's existing benefit plans.
- Determine the annual salary, bonus, equity awards, and other compensation and benefits, direct and indirect, of the Company's CEO and other Section 16 Officers.
- Review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees.
- Establish and review periodically policies in the area of management perquisites.
- Establish and review periodically AZZ's expense reimbursement policies.
- Prepare the Compensation Committee Report required by the SEC rules.
- Conduct an annual performance evaluation for the Committee, with respect to its purposes and its duties and tasks set forth in this Charter and report the results of such evaluation to the Nominating and Corporate Governance Committee and the Board.
- Review annually the Company's Stock Ownership Guidelines and the beneficial ownership of

shares of the Company's common stock by the Company's directors and executive officers and monitor compliance with such guidelines and policies.

- Review and evaluate the Company's programs for the recruiting, staffing, developing and retaining of competent and talented managers for present and future Company needs, including the management succession planning for the CEO, and the other Section 16 Officers.
- Delegate any of its responsibilities to a subcommittee consisting of one or more members of the Committee, unless otherwise prohibited by applicable laws of listing standards. The Committee may terminate any such subcommittee and revoke any such delegation at any time.
- Perform every other act incidental to, arising out of or in connection with, or otherwise related to (i) the authority granted to the Committee hereby or (ii) the carrying out of the Committee's duties and responsibilities hereunder.

### **Charter Scope**

The Committee shall review and reassess the adequacy of this Charter at least annually and advise the Board and the NCGC of any proposed changes.