

## 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 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. Each director of the Board serves a one (1) year term, is elected by the shareholders to oversee management, and to assure that the long-term interests of the Company's 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.

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 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.

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 (4) public company boards at one time.

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. Directors are invited and encouraged to attend the Company's annual meeting of shareholders either in person, by telephone or video conference.

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 chairpersons report the highlights of their meetings to the Board at the next Board meeting following each respective committee meeting.

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

7. **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.

8. **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 visit to the corporate headquarters for a personal 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.

9. **CEO Review and Succession Plan.** The Board shall review the CEO's performance at least annually and approve a succession plan for the Chief Executive Officer and review the Chief Executive Officer's succession plan for his or her direct leadership team 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 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 making recommendations to the Board with respect to assignments of the directors to various committees.

11. **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.

12. **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.

13. **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 Chairman 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 Chairman 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.

14. **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 or publishing such waiver on the Company's website.

15. **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 retirement, resignation, death, or disability.