

## **AZZ INC.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **Purpose**

The purpose of the Nominating and Corporate Governance Committee (the "NCGC") of the Board of Directors (the "Board") of AZZ Inc. ("AZZ" or the "Company") is to (i) identify and recommend to the Board individuals qualified to serve as Board members; (ii) provide leadership to the Board in the development of its corporate governance principles and practices; (iii) advise the Board with respect to Board composition, procedures and committees; and (iv) oversee the evaluation and management of the Board.

Specific responsibilities of the NCGC in fulfilling its purpose are those outlined below.

#### **Committee Responsibilities**

##### **A. Corporate Governance Guidelines**

- Develop Corporate Governance Guidelines, which shall be consistent with any applicable laws, regulations and listing standards, and which shall include the Board's criteria for selecting new directors and present these to the Board for discussion and approval.
- Regularly, and at least annually, review, monitor and, as appropriate, update the Corporate Governance Guidelines and to ensure that AZZ's current Corporate Governance Guidelines are publicly disclosed on its website, and that its Form 10-K states that the foregoing information is available on AZZ's website and that the information is available in print for any applicable shareholder requests.

##### **B. Director Qualification Standards**

- Develop and recommend to the Board for its approval, qualifications and core competencies for director candidates.
- Regularly review, monitor and, as appropriate, update the director qualification standards.
- Review and make recommendations to the Board concerning its determination of independence of each Board members and ensure that the Board and each committee composition is consistent with these standards.

##### **C. Director Candidates and Nominees**

- Lead searches, identify and recruit new candidates qualified to become members of the Board (consistent with criteria approved by the Board).
- Select director nominees in accordance with the Corporate Governance Guidelines to be appointed by the Board or presented for approval at the next annual meeting of shareholders.
- Annually review and assess current Board members for nomination and re-

election by shareholders at the annual meeting of shareholders.

- Consider candidates recommended by shareholders pursuant to the requirements under AZZ's Certificate of Formation, Bylaws and any applicable laws.

#### **D. Committee Appointments**

- Identify, evaluate and recommend to the Board for its approval, the Chair and members of each Board committee. 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.
- Committee assignments will be reviewed at least 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 the 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. Annual Board and Committee Assessment**

- Lead an annual process for evaluating the performance of the Board as a whole, individual Board members and each of the Board committees and report its findings and recommendations to the Board.
- Review committee structures and the effectiveness of Board operations, generally, as part of the annual assessment process.

#### **F. Code of Conduct**

- Develop, annually review and monitor, as appropriate, the Code of Conduct applicable to the Board and all Company employees, including a process for the prompt disclosure of any waiver thereof with regard to directors or executive officers, and present any amendments or waivers of the Code of Conduct to the Board for approval.
- Ensure that the current Code of Conduct is publicly disclosed on the Company's website, and that its Form 10-K states that the foregoing information is available in print for any applicable shareholder requests.

#### **G. Orientation and Continuing Director Education**

- In conjunction with the Chairman of the Board of AZZ, to develop and periodically review a program for the orientation of new Board members so that they are able to become quickly and sufficiently knowledgeable about AZZ in order to meaningfully contribute to Board discussions and decision making.
- Provide access to practical and useful continuing education sessions for the Company's Board members.

## **H. Director Compensation**

- Regularly review and, as appropriate, recommend to the Board revisions to directors' compensation. In the event that the NCGC finds it helpful to engage a consultant to evaluate director compensation, the consultant shall be retained by the NCGC and shall report directly to the NCGC, which shall have authority to approve the terms of the consultant's engagement, including fees and termination.

## **I. Executive Sessions of the Board**

- The Board will, in conjunction with its regular quarterly meetings, have a meeting at least once each year in an executive session attended only by the non-management directors without management present. The independent Chairman of the Board or the Chair of the NCGC will lead the executive sessions.

## **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 the NCGC actions and on the fulfillment of the Committee's responsibilities under this Charter.

## **K. General**

- Provide oversight of AZZ's corporate governance policies and practices.
- Keep abreast of best practices, regulatory changes and other developments in the area of corporate governance so as to effectively fulfill the NCGC's responsibilities.
- The Chair of the NCGC will receive and review any concerns from interested parties regarding the governance of AZZ.

## **Composition**

The NCGC shall consist of three (3) or more directors, each of whom is "independent" in accordance with the rules of the New York Stock Exchange and applicable federal securities laws. 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. Any vacancy on the NCGC shall be filled by the Board in accordance with the terms of AZZ's Certificate of Formation and Bylaws. No member of the NCGC shall be removed except by the Board in accordance with the terms of AZZ's Certificate of Formation and Bylaws.

## **Meetings**

The NCGC shall meet at the request of the Chair or any two (2) members of the NCGC and such meetings 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. At least a majority of the members of the

NCGC must be in attendance for a quorum. All decisions and determinations of the NCGC shall be made by a majority vote. 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.

Following each of its meetings, the NCGC shall deliver a report on the meeting to the Board at their next meeting, including a description of actions taken by the NCGC at its meeting. The NCGC shall maintain written minutes for all of its meetings, which will be taken by AZZ's Corporate Secretary or any other person designated by the NCGC to take such minutes. The minutes of the NCGC shall be approved at the subsequent meeting of the NCGC and maintained in the NCGC minute books.

### **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 new candidates for the Board of Directors. The NCGC shall also have sole authority to approve the search firm's fees and other retention terms.

#### **B. Other Professional Advisors**

If and when needed, the NCGC shall retain any other external advisors it deems appropriate in addressing ethical, legal or other matters that may be necessary to provide assistance to the NCGC in fulfilling its duties and 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.

### **Delegation of Authority**

The NCGC may create a subcommittee for any purpose that it deems appropriate consisting of one or more members of the NCGC, and may delegate any portion of its duties and responsibilities set forth in this Charter to such subcommittee, unless otherwise prohibited by applicable laws or listing standards.

### **Modifications of the Committee Charter**

The NCGC shall review and reassess the adequacy of this Charter at least annually. The NCGC shall submit its assessment of and any proposed changes to its Charter to the Board for approval.