

Governance and Nominating Committee Charter

Purpose

1. The Governance and Nominating Committee is appointed by the Board of Directors to assist the Board by (a) recommending to the Board corporate governance principles for the Company, (b) identifying qualified candidates for membership on the Board, (c) proposing to the Board a slate of directors for election by the stockholders at each annual meeting, and (d) proposing to the Board candidates to fill vacancies on the Board and (e) overseeing Board leadership, succession, onboarding and education.
2. The Governance and Nominating Committee shall also assist the Board by (a) overseeing the Company's risks with respect to governance structure and related matters, including stockholder engagement, (b) overseeing environmental, health and safety and social risks and (c) overseeing sustainability matters, including climate change, energy management, water standards and carbon management.
3. The Governance and Nominating Committee has the authority and responsibilities described in this Charter. This Charter has been adopted by the Board of Directors. The Governance and Nominating Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Committee Membership

4. The Governance and Nominating Committee will be comprised of at least three directors who shall meet the independence requirements established by the New York Stock Exchange. The members of the Governance and Nominating Committee will be appointed and replaced by the Board.

Committee Authority and Responsibilities

5. The Committee will recommend to the Board corporate governance principles and guidelines for the Company. The Committee will review and reassess the adequacy of the corporate governance principles and guidelines on an annual basis and recommend any proposed changes to the Board for approval. The Committee will coordinate an annual self-evaluation by the directors of the Board's performance. The Committee will oversee that comments from all directors are discussed with the full Board on an annual basis. The Committee will annually review its own performance.
6. The Committee will consider the appropriate skills and characteristics required of Board members, including background, board skill needs, diversity (including gender, race and national origin) and business experience, and recommend qualified candidates to the Board.
7. The Committee will have authority to retain any search firm used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. The Committee will also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
8. The Committee will oversee Board leadership, succession, onboarding and education.

9. The Committee will oversee certain governance, environmental, social and sustainability risks as described in Section 2.
10. The Committee shall meet as often as deemed necessary or appropriate but no less than three times annually. The Committee will make regular reports to the Board.

Contact Lead Director

Valmont's Lead Director is Catherine J. Paglia. Interested parties may communicate with Valmont's Lead Director by writing to:

Lead Director of Valmont Board of Directors
Catherine J. Paglia
Valmont Industries, Inc.
15000 Valmont Plaza, Omaha, NE 68154 USA

All communications will be reviewed by the Corporate Secretary.

The status of all communications will be reported to the Lead Director. The Company's Code of Business Conduct prohibits any person from retaliating against an employee for any report made in good faith.