



ATKORE INTERNATIONAL GROUP INC.

Amended and Restated Audit Committee Charter Adopted by the Board of Directors on April 27, 2016

The Board of Directors (the “Board”) of Atkore International Group Inc., a Delaware corporation (the “Company”), has determined that the Audit Committee of the Board (the “Committee”) shall provide assistance to the Board in fulfilling certain of its oversight responsibilities. The Board hereby adopts this Charter to establish the governing principles of the Committee, to become effective in replacement of its current Charter upon the listing (the “IPO”) of the Company’s common stock on the New York Stock Exchange (the “NYSE”).

Purposes

The primary purposes of the Committee are: (a) to assist the Board with its oversight responsibilities relating to (i) the quality and integrity of the financial statements of the Company, (ii) the Company’s compliance with legal and regulatory requirements, including the effectiveness of the Company’s internal control over financial reporting, (iii) the independent auditor’s qualifications and independence, (iv) the performance of the Company’s internal audit function and independent auditors and (v) the performance of the other functions set forth in this Charter; and (b) to prepare the report of the Committee required to be included in the Corporation’s annual proxy statement under the rules of the U.S. Securities and Exchange Commission (the “SEC”).

The Committee’s responsibility is limited to oversight. Although the Committee has the responsibilities set forth in this Charter, it is not the responsibility of the Committee to plan or conduct audits or to determine that the financial statements of the Company are complete and accurate, or are in accordance with generally accepted accounting principles (“GAAP”) and applicable laws, rules and regulations. The primary responsibility to plan and conduct audits is that of the Company’s independent auditor. Each member of the Committee shall be entitled to rely, to the maximum extent permitted under applicable law, on (a) the integrity of those persons and organizations within and outside the Corporation from which it receives information and (b) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board).



Composition

The Committee shall have at least three members. The initial members of the Committee shall be appointed by the Board and thereafter the members of the Committee shall be appointed by the Board on recommendation of the Nominating and Governance Committee, which shall recommend for Committee membership such directors as it believes are qualified. The Committee Chair shall be appointed by the Board.

Each member of the Committee shall satisfy the independence requirements relating to directors and audit committee members (a) of the NYSE and (b) under Section 10A(m) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and any related rules and regulations promulgated thereunder by the SEC. Each Committee member shall 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. At least one member of the Committee shall qualify as an Audit Committee financial expert, as such qualification is interpreted by the Board in its business judgment. The membership of the Committee shall meet the foregoing requirements within the phase-in periods provided in the NYSE rules relating to audit committees of public companies following an initial public offering.

Each Committee member (whether appointed at an annual meeting of the Board or to fill a vacancy or otherwise) shall serve at the pleasure of the Board for such term as the Board may determine, subject to the provisions of Section 3.05 of the Second Amended and Restated By-Laws of the Company, which are to become effective upon the IPO (as amended from time to time, the “By-Laws”).

No director may serve as a member of the Committee if such director serves on the audit committee of more than two 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.

The Committee shall have the authority to establish one or more subcommittees and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittee, provided the subcommittees are composed entirely of directors satisfying the committee’s independence standards, if applicable.



Duties and Responsibilities

The Committee's duties and responsibilities shall consist of each of the items enumerated below and such other matters as may from time to time be delegated to the Committee by resolution of the Board.

Interaction with the Independent Auditor

1. *Appointment and Oversight.* The Committee shall have sole and direct responsibility and authority for the appointment or replacement (subject, if applicable, to shareholder ratification), compensation, retention, termination, evaluation and oversight of the work of each independent auditor (including resolution of any disagreement between the management of the Company and each such independent auditor regarding financial reporting and internal control related matters) or other consultants engaged by the Company for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attestation services for the Company, and each such independent auditor or consultant shall report directly to the Committee.

2. *Pre-Approval of Services.* The Committee shall have the responsibility and authority to approve, in advance of the provision thereof, all audit services and, subject to the *de minimis* exception of Section 10A(i) of the Exchange Act and the rules promulgated thereunder by the SEC, all permitted non-audit services to be provided to the Company by any such auditor. The Committee may delegate to one or more designated independent members of the Committee the authority to grant pre-approvals of audit and non-audit services pursuant to Section 10A(i)(3) of the Exchange Act and any related rules promulgated thereunder by the SEC, which pre-approvals shall be presented to the full Committee at the next scheduled meeting. The Committee shall have the sole authority to approve any compensation payable by the Company for any approved audit or non-audit services to any such independent auditor, including the fees, terms and conditions for the performance of such services.

3. *Independence of Independent Auditor.* The Committee shall, at least annually, review the independence and quality control procedures of the independent auditor and the experience and qualifications of the independent auditor's senior personnel that are providing audit services to the Company. In conducting its review:

- (a) The Committee shall obtain and review a report by the



independent auditor describing, to the extent permitted under applicable auditing standards: (i) the independent auditor's internal quality-control procedures; (ii) any material issues raised by the most recent quality-control review or peer review of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits carried out by the independent auditor and any steps taken to deal with any such issues; (iii) any publicly available reports issued within the past five years by the Public Company Accounting Oversight Board (the "PCAOB") or other governmental or professional authorities concerning the independent auditor; (iv) any PCAOB review of the independent auditor, or any inquiry or investigation by governmental or professional authorities within the past five years of the independent auditor, and any steps taken to deal with such issues; and (v) to assess the auditor's independence, all relationships between the independent auditor and the Corporation consistent with the applicable requirements of the PCAOB.

(b) The Committee shall review the foregoing report and the independent auditor's work throughout the year and evaluate the independent auditor's qualifications and performance, and discuss with the independent auditor its independence from the Company, including a review and evaluation of the lead partner on the independent auditor's engagement with the Company, and obtain and review a written statement prepared by the independent auditor describing all relationships between the independent auditor and the Company, and consider the impact that any relationships or services may have on the objectivity and independence of the independent auditor. The Committee shall present its conclusions to the Board, and if so determined by the Committee, recommend that the Board take additional action to satisfy itself of the qualifications, performance and independence of the independent auditor.

(c) The Committee shall, if applicable, consider whether the independent auditor's provision of any permitted non-audit services to the Company is compatible with maintaining the independence of the independent auditor.

4. *Hiring Policies.* The Committee shall set, and periodically review, clear hiring policies for employees or former employees of the Company's independent auditor to ensure the independent auditor's independence under the SEC rules.



5. *Review of the Independent Auditor's Report.* The Committee shall review, and discuss as appropriate with management, the internal auditors and the independent auditor, the report of the independent auditor required by Section 10A(k) of the Exchange Act.

6. *Rotation of Audit Partner.* The Committee shall review and evaluate the lead partner of the independent audit team, and ensure proper rotation of audit partner, lead partner and concurring partner. In addition, the Committee shall consider whether it is appropriate to adopt a policy of rotating the independent auditing firm.

Annual Financial Statements, Quarterly Financial Statements and Annual Audit

1. *Meetings with Management, the Independent Auditor and the Internal Auditor.*

(a) The Committee shall review and discuss the Company's annual audited financial statements and quarterly financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the results of the independent auditor's reviews of the quarterly financial statements.

(b) The Committee shall meet with management, the independent auditor and the internal auditor prior to each annual audit to discuss the scope of the audit, the procedures to be followed and the staffing of the audit.

(c) The Committee shall review and discuss with management and the independent auditor: (i) significant issues regarding accounting and auditing principles and practices and financial statement presentations, including all critical accounting policies and estimates, any significant changes in the Company's selection or application of accounting principles, and any significant issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (ii) any analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements; (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements; (iv) any significant correspondence or communications from regulators or governmental agencies; (v) any significant changes to the Company's auditing and accounting principles and practices suggested by the independent auditor, internal audit personnel or management; and (vi) management's internal control report prepared in accordance with rules promulgated by the SEC pursuant to Section 404 of the Sarbanes-Oxley Act.



(d) The Committee shall periodically review and discuss with management the Company's guidelines and policies with respect to the process by which the Company undertakes risk assessment and risk management, including discussion of the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

(e) The Committee shall review and discuss with management the Company's practices regarding earnings press releases and the provision of financial information and earnings guidance by management to analysts and ratings agencies.

(f) The Committee shall recommend to the Board whether the annual audited financial statements should be included in the Company's Form 10-K.

(g) The Committee shall review and discuss with the Chief Executive Officer and Chief Financial Officer the procedures undertaken in connection with the Chief Executive Officer's and the Chief Financial Officer's certifications for reports on Form 10-K and Form 10-Q. The Committee shall review and discuss with the Chief Executive Officer and Chief Financial Officer their evaluation of the Company's disclosure controls, procedures and internal controls.

2. *Separate Meetings with the Independent Auditor.* The Committee shall, at least annually, review with the independent auditor, out of the presence of management if deemed appropriate, the audit process, including, without limitation, any problems or difficulties the independent auditor may have encountered during the course of the performance of the audit, including any restrictions on the independent auditors' activities or access to requested information or any significant disagreements with management and management's responses to such matters. Among the items that the Committee shall review with the independent auditor are: (a) any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise); (b) any communications between the audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement; (c) the Company's internal controls and the responsibilities, budget and staffing of internal control function, including any "management" or "internal control" letter issued, or proposed to be issued by the independent auditor to the Company; and (d) the matters required to be communicated to audit committees in accordance with the auditing standards of the PCAOB, as they may be modified or supplemented, relating to the conduct of the audit, including under Auditing Standard No. 16.



3. *Assurances.* The Committee shall obtain annually assurance from the independent auditor that the audit was conducted in a manner consistent with Section 10A of the Exchange Act.

Internal Audit and Compliance Matters

1. *Appointment.* The Committee shall review the appointment and termination of the senior internal audit personnel, all significant reports to management prepared by internal audit personnel, and management's responses.

2. *Separate Meetings with the Internal Auditor.* The Committee shall meet periodically with the Company's internal auditor to discuss the responsibilities, budget and staffing of the Company's internal audit function and any issues that the internal auditor believes warrant Audit Committee attention. The Committee shall discuss with the internal auditor any significant report to management prepared by the internal auditor and any responses from management.

3. *Internal Control Reports.* The Committee shall cause management to prepare a report in accordance with rules promulgated by the SEC pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 and review such report of management's assessment of the effectiveness of internal control over financial reporting as of the end of each fiscal year.

4. *Complaints.* The Committee shall establish and maintain procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting control or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. The Committee shall discuss with management and the independent auditor any correspondence with regulators or governmental agencies and employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function.

5. *Legal Matters.* The Committee shall discuss with the Company's General Counsel any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the financial statements or the compliance policies of the Company or any of its subsidiaries, and any material reports or inquiries received by the Company or any of its subsidiaries from regulators or government agencies.



Reports to the Board: Review of Committee Performance and Charter

1. *Reports to the Board.* The Committee shall report regularly to the Board and review with the Board any issues that arise with respect to (a) the quality or integrity of the Company's financial statements; (b) the performance and independence of the Company's independent auditor; (c) the performance of the Company's internal audit function; and (d) the Company's compliance with legal and regulatory requirements.

2. *Review of Committee Performance and Charter.* The Committee shall undertake and review with the Board an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation by the Committee shall be conducted in such a manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make this report. The Committee shall review and re-assess annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Other Powers and Responsibilities

1. *Related-Party Transactions.* The Committee shall discuss with management and the independent auditor any related-party transactions brought to the Committee's attention which could reasonably be expected to have a material impact on the financial statements of the Company and its subsidiaries.

2. *Code of Ethics.* The Committee shall (i) regularly review the Company's code of ethics to ensure that the Company and its employees comply with the highest standards of integrity and ethical and moral business conduct; (ii) determine whether the code of ethics is in compliance with all applicable rules and regulations; (iii) recommend for Board approval any changes to be made to the code of ethics; and (iv) review management's monitoring of the Company's compliance with the code of ethics. In addition, the Committee shall evaluate whether management is setting the appropriate tone at the top by communicating the importance of ethical behavior and the guidelines for acceptable business practices.

3. *Tax Planning.* The Committee shall review in its discretion management's tax planning strategies and compliance to ensure that the Company's risk profile with respect to taxation remains within the general guidelines as set out by the Board.



4. *Risk Disclosure.* The Committee shall, prior to finalization and public disclosure thereof, review and discuss with the Company's counsel any proposed disclosures of risks which could have a material impact on the Company.

5. *Other Powers:* The Committee shall exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

The Committee shall exercise the foregoing powers and perform the foregoing responsibilities in the manner required by, and the power and authority of the Committee shall in all respects be subject to, and limited by, the provisions of, and requirements and limitations contained in, the By-Laws.

Structure and Operations

The Committee shall have a regularly scheduled meeting at least once every fiscal quarter, or more frequently as circumstances shall dictate. The Committee may meet at such place (within or without the State of Delaware), at such time and upon such notice, if any, as it shall determine from time to time.

Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications arrangements by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

The Committee may request that (a) any officer or employee of the Company or its subsidiaries, (b) the Company's outside counsel, (c) the Company's independent auditor or (d) any other individual that the Committee in its discretion deems appropriate attend any meeting (or portions thereof) of the Committee, or meet with any members of or consultants to the Committee, and provide such information as the Committee deems necessary or advisable.

The Committee shall meet separately, periodically but not less than once every fiscal quarter, with management, the Company's internal auditor and with the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate.



All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. Notwithstanding the foregoing, the Committee may also exclude from its meetings any person it deems appropriate, including, but not limited to, any non-management director that is not a member of the Committee.

The Committee Chair shall supervise the conduct of the meetings and shall have such other responsibilities as set forth herein or as the Committee may determine from time to time.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its responsibilities as required by law. The Committee may, without further approval from the Board, retain any independent counsel, experts or advisors (accounting, financial or otherwise) that the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor employed by the Company for the purpose of rendering or issuing an audit report or performing other audit, review or attestation services, for payment of compensation to any outside accounting, legal or other advisor retained by the Committee pursuant to the preceding paragraph, and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee.



Miscellaneous

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. Except as otherwise required by the rules of the NYSE applicable to the Committee, or applicable law, the purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter is intended to be consistent with the Company's Corporate Governance Guidelines. This Charter is, and any amendments hereto will be, displayed on the Company's website and such website address shall be disclosed in the Company's annual proxy statement.