



## **ATKORE INTERNATIONAL GROUP INC.**

### **Amended and Restated Compensation 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 Compensation Committee of the Board (the "Committee") shall provide assistance to the Board in fulfilling certain of the Board's 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 discharge the Board's responsibilities relating to the compensation of the Company's Chief Executive Officer (the "CEO"), the Company's "officers" (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) other than the CEO, and members of the Company's senior management who are not "officers," in each case as determined by the Committee from time to time (the CEO, the other officers and the non-officer members of senior management, collectively, the "Senior Management Group"); (b) when applicable, (i) to review and approve the "Compensation Discussion & Analysis" and (ii) to prepare any report on executive compensation required by the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC"), in cases of (i) and (ii), for inclusion in the Company's annual proxy statement or Annual Report on Form 10-K, or in a separate filing, as required; (c) to prepare any "Report of the Compensation Committee" required by Item 407(e)(5) of Regulation S-K; and (d) to review and advise management on other related human resources matters as determined by the Committee from time to time.

#### **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 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”).

Each member of the Committee shall satisfy the director independence requirements of the NYSE. The membership of the Committee shall meet the foregoing requirements within the phase-in periods provided in the NYSE rules relating to compensation committees of public companies following an initial public offering, subject to any applicable exemptions or phase-ins for “controlled companies.” In addition, either (x) each Committee member shall be a “Non-Employee Director” for the purposes of Rule 16b-3 under the Exchange Act (“Rule 16b-3”), as in effect from time to time, and an “outside director” for the purposes of Section 162(m) of the U.S. Internal Revenue Code of 1986, as amended (“Section 162(m)”), or (y) the Committee shall establish one or more subcommittees consisting solely of non-employee directors and outside directors for purposes of fulfilling the Committee’s duties under Rule 16b-3 and Section 162(m). No person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any applicable rule or regulation of the SEC or the NYSE.

### **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:

1. establish and periodically review the compensation philosophy, strategies and policies applicable to the Senior Management Group;
2. at least annually, (i) review and approve corporate and individual performance measures and objectives relevant for compensation of the CEO, (ii) evaluate the performance of the CEO in light of those



goals and objectives, (iii) report the results of such evaluation to the Board and (iv) have the authority, either as a Committee or together with the other independent directors (as directed by the Board), to determine the CEO's compensation level based on this evaluation. In establishing long-term incentive compensation for the CEO, the Committee may take into account, to the extent it determines necessary or appropriate, the Company's performance, relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the value of the awards given to the CEO in past years. Such determinations of the CEO's compensation, including long-term incentive compensation, shall be reported and discussed with the Board, and, if the Board so directs, shall be subject to final approval of the independent directors of the Board;

3. fulfill its responsibility to (i) review individual performance measures and objectives for the members of the Senior Management Group other than the CEO, as determined by the Committee; (ii) review the CEO's recommendations for, and make recommendations to the Board with respect to the Company's compensation of the Senior Management Group other than the CEO, including incentive-compensation plans and equity-based plans; and (iii) oversee the administration of these plans and discharge any responsibilities imposed on the Committee by any of these plans;
4. at least annually, approve all compensation arrangements with the Senior Management Group, including, without limitation: (i) the annual base salary level; (ii) the annual incentive opportunity level; (iii) the long-term incentive opportunity level; (iv) employment agreements, consulting agreements, severance arrangements and change-in-control agreements/provisions, in each case as, when and if appropriate; and (v) any special or supplemental benefits;
5. periodically review and recommend Board compensation for Board members that are not employees of the Company;



6. review management development and succession plans for the CEO and, as the Committee deems appropriate, other members of the Senior Management Group;
7. develop and implement policies with respect to the recovery or “clawback” of any excess compensation (including equity awards) paid to members of the Senior Management Group to the extent required by the rules of the NYSE or applicable law, or otherwise determined, consistent with any legal requirement, to be in the best interests of the Company;
8. oversee regulatory compliance with respect to compensation matters, including (i) any regulatory matters imposed on the Company by the SEC or the NYSE and (ii) the Company’s policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been obtained for purposes of compensation intended to qualify as “performance-based compensation” under Section 162(m).
9. review and assess whether the compensation of the Company’s employees (including the Senior Management Group) encourages employees to engage in excessive risk;
10. to the extent required, prepare, review and approve the “Report of the Compensation Committee,” as required by Item 407(e)(5) of Regulation S-K, and review and discuss the “Compensation Discussion and Analysis” with management, in each case for inclusion in the Company’s annual proxy statement or Annual Report on Form 10-K in accordance with applicable SEC rules and regulations;
11. oversee actions taken by the Company to seek stockholder approval of (or input on, as the case may be) executive compensation matters, including the following:
  - advisory votes on executive compensation;
  - the frequency of advisory votes on executive compensation;
  - incentive and other executive compensation plans; and



- amendments to incentive and other executive compensation plans;
12. review the results of any advisory stockholder votes on executive compensation and consider whether to adjust (or recommend that the Board adjusts) the Company's executive compensation policies and practices in response to such voting results;
  13. periodically report to the Board on all matters for which the Committee has been delegated responsibility pursuant to this Charter or by resolution of the Board;
  14. undertake and review with the Board, in such manner as the Committee deems appropriate, an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter and shall set forth the goals and objectives of the Committee for the upcoming year. The Committee may report the results of its performance evaluation through an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report;
  15. annually review and re-assess the adequacy of this Charter and recommend to the Board for approval such changes hereto as the Committee believes are appropriate; and
  16. 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 at least three regularly scheduled meetings per year to carry out its responsibilities under this Charter, and may have such additional meetings as the Committee Chair or a majority of the Committee's members deems necessary or desirable. The Committee shall conduct its meetings in accordance with the provisions of the By-Laws. 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.

At all meetings of the Committee, the presence of members constituting a majority of its members shall constitute a quorum for the transaction of business. The vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may create one or more subcommittees and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittees.

The Committee may request that any officer or employee of the Company or any Compensation Advisor (as defined below) attend any meetings of the Committee (or any portions thereof), meet with any members or representatives of the Committee, as it may deem desirable or appropriate or provide to such persons such information as the Committee deems necessary or advisable, consistent with maintenance of the confidentiality of compensation discussions. The Committee shall be afforded the opportunity, as it deems necessary and at the Committee's discretion, to meet in separate executive sessions (a) with members of management, (b) with its Compensation Advisors and (c) consisting solely of the members of the Committee and no other persons. Non-management members of the Board who are not members of the Committee may attend meetings of the Committee as non-voting observers, and the extent of their participation in deliberations shall be determined by 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.

The Committee shall keep minutes of its proceedings and shall report such proceedings to the Board at the meeting of the Board next following any such proceedings. The Committee may fix its own rules of procedure in accordance with the By-Laws.

### **Resources and Authority**

The Committee shall have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary to compensate any consultant, independent counsel, expert or advisor (collectively, "Compensation Advisors") retained by the Committee, without further approval by the Board. The Committee shall have the sole authority and responsibility, without further approval by the Board, (a) to select, retain and terminate Compensation Advisors to assist in the evaluation of Senior Management Group, director compensation or any other compensation-related matter, (b) to oversee the work of any Compensation Advisor and (c) to approve any compensation payable by the Company to such Compensation Advisor. In selecting a Compensation Advisor, the Committee shall have the sole authority to select any Compensation Advisor it shall deem appropriate; provided, however, that, prior to such selection, the Committee shall assess the independence of such Compensation Advisor, taking into consideration such factors as the Committee determines to be appropriate or as required by applicable law or NYSE rules, including but not limited to (i) the provision of other services to the Company by the person that employs the Compensation Advisor (the "Advisor's Employer"); (ii) the amount of fees received from the Company by the Advisor's Employer; (iii) the policies and procedures of the Advisor's Employer that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the Compensation Advisor with any member of the Committee; (v) any stock of the Company owned by the Compensation Advisor; and (vi) any business or personal relationship of the Compensation Advisor or the Advisor's Employer with an executive officer of the Company. The Committee shall evaluate whether any compensation advisor retained or to be



retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K (or any successor provision thereof).

Notwithstanding the foregoing, an independence assessment will not be required prior to seeking advice from in-house counsel for the Company or when an advisor is (a) consulting on a broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and is available generally to all salaried employees or (b) providing information that is not customized for the Company or that is customized based on parameters that are not developed by the Compensation Advisor and about which the Compensation Advisor does not provide advice. The Committee, following an independence assessment as described in this Section, shall not be prohibited from retaining a Compensation Advisor who is not independent and the Committee shall have no obligation to implement or act consistently with the advice or recommendation of any Compensation Advisor.

In carrying out the foregoing powers and responsibilities, the Committee may, in its discretion, (a) decline to act on matters and refer such matters to the full Board for its determination or (b) take actions subject to the further approval of the Board. Nothing in this Charter shall be construed as limiting the power of the Board to take action that has been delegated to the Committee hereunder, in its sole discretion. With respect to the foregoing powers and responsibilities, and to minimize administrative burdens, the Committee may, in its discretion, establish thresholds below which approval for some of these activities and associated transactions can be delegated to management without direct Committee involvement; provided, however, that no member of management shall be delegated authority over his or her own compensation (other than with respect to benefit plans in which such member of management participates on the same basis as other employees generally). Such delegation may include authority to form management committees with respect to the employee benefit plans, including but not limited to committees formed for the administration and investment of the 401(k) plan and other benefit plans, to the extent not otherwise inconsistent with its obligations and responsibilities and applicable law (including, without limitation, Rule 16b-3 and Section 162(m)). The Committee shall oversee the work of any such management committees and those committees shall periodically report their activities to the Committee.



In fulfilling its responsibilities, the Committee will have full access to all of the Company's books, records, facilities and personnel.

### **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.