



**Charter of the Executive Committee
of the Board of Directors of
Atkore International Group Inc. (the “Company”)**

As Approved by the Board of Directors on April 27, 2016
Effective as of June 10, 2016

This Executive Committee Charter (the “Charter”) sets forth, among other things, the purpose, membership and duties and responsibilities of the Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company.

1. Purpose

The primary purpose of the Committee is to act as specifically assigned by the Board on behalf of the full Board between Board meetings, or when it is otherwise impracticable for the full Board to act. In exercising its powers pursuant to the preceding sentence, the Committee is vested with all of the powers that are held by the Board, except for such powers as the Committee is not authorized to exercise by applicable law, the New York Stock Exchange (the “NYSE”) rules and regulations, the Company’s Second Amended and Restated Certificate of Incorporation (as amended from time to time, the “Certificate of Incorporation”) or the Company’s Second Amended and Restated By-Laws (as amended from time to time the “By-Laws”), or which the Board otherwise restricts the Committee from exercising from time to time.

2. Membership

The Committee shall consist of no fewer than three members of the Board, unless otherwise directed by the Board, provided that the Chairman of the Board and the Company’s Chief Executive Officer (“CEO”) (if such CEO is a member of Board) shall be a member of the Committee. Members of the Committee shall serve at the pleasure of the Board for such term or terms as the Board may determine. If any vacancy shall occur in the Committee, by reason of disqualification, death, resignation, removal or otherwise, the remaining members (and any alternate members) of the Committee shall continue to act, and any such vacancy may be filled by the Board.

3. Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution. In the event the number of Committee members voting in favor of a proposal and the number of Committee members voting against such proposal are equal, the proposal shall be submitted to a vote of the Board. 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 shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, at such times and places as shall be determined by the Committee chairperson. 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. The Committee may invite such members of management to its meetings as it may deem desirable or appropriate. The meetings and other actions of the Committee shall be governed by the provisions of the By-Laws applicable to meetings and actions of the committees of the Board. The Committee may invite such members of management, the Company's outside counsel, or its outside consultants to its meetings (or a portion thereof) as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions. 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 outside consultant, outside counsel, expert or advisor retained by the Committee, without further approval by the Board.

4. Duties and Responsibilities

The Committee's duties and responsibilities shall include each of the items enumerated in this Section 4 and such other matters as may from time to time be delegated to the Committee by the Board.

- (a) The Committee shall act as specifically assigned by the Board on behalf of the full Board between Board meetings or when it is otherwise impracticable for the full Board to act. Except as may be limited by law, the NYSE rules and regulations, the Certificate of Incorporation or the By-Laws or reserved for another committee of the Board by such committee's charter, in exercising its powers pursuant to the preceding sentence, the Committee shall have and may exercise all powers of the Board in the management of the business and affairs of the Company.
- (b) The Committee shall report periodically to the Board on all matters for which the Committee has been delegated responsibility.



- (c) 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 Committee shall conduct such performance evaluation in such manner as the Committee deems appropriate, and 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.
- (d) The Committee shall annually review and reassess the adequacy of this Charter and recommend to the Board for approval such changes as the Committee believes are appropriate.
- (e) 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.

5. 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 and regulations 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.