



## **ATKORE INTERNATIONAL GROUP INC.**

### **Amended and Restated Nominating and Governance 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 Nominating and Governance Committee of the Board (the "Committee") shall provide assistance to the Board in fulfilling certain of its 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 to (a) identify individuals qualified and suitable to become Board members and recommend to the Board the director nominees for each annual meeting of shareholders; (b) develop and recommend to the Board a set of corporate governance principles applicable to the Company; (c) oversee the evaluation of the Board and management and (d) to otherwise take a leadership role in shaping the corporate governance of the Company.

#### **Composition**

The Committee shall consist of 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 the recommendation of the Committee, which shall recommend for Committee membership such directors as it believes are qualified. 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 nominating and governance committees of public companies following an initial public offering, subject to any applicable exemptions or phase-ins for "controlled companies."



## **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. The Committee shall recommend to the Board appropriate criteria for the selection of new directors and shall periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria.
2. The Committee shall identify and recommend to the Board candidates the Committee believes are qualified and suitable to become members of the Board consistent with criteria for selection of new directors adopted from time to time by the Board; and recommend to the Board the nominees to stand for election as directors at each annual meeting of shareholders or, if applicable, at any special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy through appointment by a majority of the Company's directors.
3. The Committee shall identify Board members qualified to fill vacancies on any committee of the Board (including the Committee), and recommend that the Board appoint the identified member or members to the respective committee. In recommending a member for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including, without limitation, the Company's corporate governance guidelines, the consistency of the member's experience with the goals of the committee and the interplay of the member's experience with the experience of the other committee members.
4. The Committee shall make recommendations to the Board from time to time as to changes in the size of the Board that the Committee believes to be desirable.



5. The Committee shall establish procedures for the Committee to exercise oversight of the evaluation of the Board, management and Board committees.
6. The Committee shall oversee the system of corporate governance of the Company, including (a) developing and recommending to the Board a set of corporate governance principles for the Company, (b) reviewing and reassessing the adequacy of such principles at least annually and (c) recommending to the Board for approval any changes to such principles as the Committee believes are appropriate.
7. The Committee shall periodically review and evaluate the orientation process for all new directors of the Company.
8. The Committee shall 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.
9. The Committee shall undertake and review with the Board, in such manner as the Committee deems appropriate, an annual performance evaluation of the Committee, which evaluation 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 (the "Committee Chair") or any other member of the Committee designated by the Committee to make this report.
10. The Committee shall annually review and reassess the adequacy of this Charter and recommend to the Board for approval such changes hereto as the Committee believes are appropriate.
11. 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.



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 Board shall designate one member of the Committee as the Committee Chair. 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 may create one or more subcommittees and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittees, provided that such subcommittees are composed entirely independent directors and adopt their own written subcommittee charter.

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 telephone or other communications equipment 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, meet with any members of or consultants to the Committee, or provide such information as the Committee deems necessary or advisable.



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 appropriate resources and the sole authority, without further approval by the Board, to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any independent advisors retained by the Committee without further approval by the Board. The Committee shall have the sole authority to select, retain and terminate any consultant or search firm to be used to identify director candidates and to approve any compensation payable by the Company to such consultant or search firm, including fees, terms and other conditions for the performance of such services. Any legal or other independent advisor retained by the Committee may, but need not, be engaged by the Company for any other purpose. In addition, the Committee may, without further approval by the Board, obtain such advice and assistance from independent counsel and other independent advisors to assist it in carrying out its responsibilities.

The Company shall pay to any consultant or search firm or outside legal or other advisor retained by the Committee pursuant to the preceding paragraph, and for ordinary administrative expenses of the Committee that are necessary and appropriate for carrying out its duties.

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.



## **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.