

**AMENDED AND RESTATED CHARTER  
OF THE  
NOMINATING, GOVERNANCE AND CORPORATE SOCIAL  
RESPONSIBILITY COMMITTEE  
OF THE  
BOARD OF DIRECTORS  
OF  
GIBRALTAR INDUSTRIES, INC.**

**STATEMENT OF POLICY**

The purposes of the Nominating, Governance and Corporate Social Responsibility Committee (the “Committee”) are: (i) to identify and recommend to the Board the nomination of individuals qualified to become members of the Board of Directors (the “Board”) or any of its standing committees; (ii) to establish and implement policies and procedures relating to the nominations of qualified candidates; (iii) to develop and recommend to the Board a set of corporate governance guidelines applicable to Gibraltar Industries, Inc. (the “Company”) and other governance and corporate social responsibility guidelines and policies and monitor and administer such policies as appropriate; (iv) to provide oversight and strategic guidance on environmental, social and governance matters significant to the Company; and (v) oversee self-evaluation of the Board and Board committees.

**MEMBERSHIP AND COMPOSITION**

The Committee shall consist of three (3) or more members of the Board, as shall be determined by the Board, each of whom has been determined by the Board to be “independent” in accordance with the applicable listing standards of The Nasdaq Stock Market, Inc. (“Nasdaq”) and the rules promulgated by the Securities and Exchange Commission (the “SEC”), subject to any exceptions or cure periods that are applicable to the foregoing requirements.

**MEETINGS**

The Committee shall meet as often as it deems necessary in order to fulfill its responsibilities, but not less frequently than annually. Meetings of the Committee may be called by the Committee Chair, any two members of the Committee, the Board Chair and the Lead Independent Director, if one has been appointed. Members of senior management or others may attend meetings of the Committee at the invitation of the Committee and shall provide pertinent information as necessary. The Committee Chair shall set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the Committee members before each meeting. The Committee Chair will also cause minutes of each meeting to be prepared and circulated to the Committee Members. The Committee may meet via telephone or other media in which the members of the Committee may hear one another. A majority of the members of the Committee shall constitute a quorum for all purposes and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee. In lieu of a meeting, the Committee may also act by unanimous written

consent. At each meeting of the Committee, an executive session shall be held unless otherwise determined by the Chair, in his or her discretion.

## **SCOPE OF POWERS AND FUNCTIONS**

The Committee shall have such powers and functions as may be assigned to it by the Board from time to time. However, such functions shall, at a minimum, include the following, as well as any functions as shall be required of nominating, governance or corporate social responsibility committees by Nasdaq or the SEC:

### Nominating Powers and Functions

- to establish the criteria for Board membership, which may include one or more of the following:
  - > experience as a senior executive at a publicly traded corporation, a management consultant, an investment banker, a partner at a law firm or registered public accounting firm, a professor at an accredited law or business school;
  - > experience in the management or leadership of a substantial private business enterprise, educational, religious or not-for-profit organization or such other professional experience as the Committee shall determine shall qualify an individual for Board service;
  - > whether such person has integrity, high personal and professional ethics and mature judgment;
  - > whether such person is “independent” within the meaning of such term in accordance with the applicable listing standards of Nasdaq and the rules promulgated by the SEC;
  - > whether such person will enhance the diversity of the composition of the Company’s Board;
  - > such person’s level of financial expertise; and
  - > the particular or unique needs of the Company at the time a nominee is being sought.

In establishing these criteria, the Committee shall ensure that the Board and its standing committees include at least the number of “independent” directors, as that term is defined by applicable standards promulgated by Nasdaq and by the SEC, as are required by such standards.

- to recruit, consider and recommend candidates for election to the Board at each annual meeting of stockholders, including, if appropriate, recommendation of the re-election of existing Board members.
- establish the procedures by which stockholder candidates or nominees will be considered by the Committee and publish these procedures in the Company's annual meeting proxy statement and review the qualifications of such candidates or nominees pursuant to these procedures to review candidates recommended by stockholders;
- to conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates;
- Review and make recommendations to the Board regarding the directors to serve as members and chairs of the committees of the Board, in a manner consistent with the criteria approved by the Board and Nasdaq, and periodically review such membership and chairs, including upon a new director being elected to or appointed by the Board;
- to consult with the Chief Executive Officer and the Board in connection with director succession planning; and
- to retain and terminate search firms to be used to identify director candidates, including the authority to approve the search firm's fees and other retention terms.

#### Corporate Governance Powers and Functions

- to review and maintain knowledge of corporate governance “best practices” as well as the requirements established by Nasdaq, the SEC and other applicable laws and regulations concerning the members of the Board and its standing committees;
- to periodically review the Company’s corporate governance guidelines and policies, including but not limited to, the Company’s Code of Ethics, Insider Trading Policy, Executive Stock Ownership Policy, and Code of Business Conduct for Employees, Officers and Directors to ensure that there are procedures in place to enforce such guidelines and policies and to recommend to the Board modifications to such guidelines and policies as appropriate;
- to work with the Board and each standing committee of the Board to establish and maintain a process for the annual evaluation of the performance of the Board and each standing committee of the Board;
- to work with the Board and each standing committee of the Board to establish and maintain a process for the annual review and evaluation by such

committees of their respective charters and recommending to the Board any changes to such charters;

- to review and discuss with management the Company's governance and director-related disclosures in its annual proxy statement and its Annual Report on Form 10-K;
- to review and make recommendations to the Board regarding any governance- or director-related proposals made by the Company or proposed by a stockholder to be included in the Company's proxy statement filed with the SEC;
- to discuss with any advisors and management the governance ratings and voting recommendations for stockholder meetings by key proxy advisory firms, and the underlying voting policies of such firms as well as significant stockholders; and
- to consult with each other standing committee of the Board regarding corporate governance as the Committee sees fit.

#### Corporate Social Responsibility Powers and Functions

- to provide oversight on the Company's approach to corporate social responsibility and ensure it aligns with the Company's overall business strategy and corporate best practices;
- to periodically review the Company's corporate social responsibility policies, including but not limited to Conflict Mineral Policy, Anti-Corruption Compliance Policy, Environmental Policy and Supplier Code of Conduct, to ensure that there are procedures in place to enforce such policies and to recommend to the Board modifications to such policies as appropriate;
- to provide oversight on Company social responsibility policies and initiatives; and
- to provide oversight on Company policies and initiatives relating to the environment with respect to energy management, climate change and sustainability.

#### General Powers and Functions

- to annually review and reassess the adequacy of this Charter and recommend proposed changes to the Board;
- to conduct an annual review and evaluation of the Committee's performance;

- to engage outside legal counsel or other advisers as the Committee deems necessary to carry out its functions, including the authority to approve the applicable fees and other retention terms;
- to report regularly to the Board, including with respect to matters discussed at the meetings of the Committee and actions taken by the Committee at such meetings; and
- to perform such other functions consistent with this Charter, the Company's Certificate of Incorporation, By-laws and applicable law, as the Committee deems appropriate or as requested by the Board.

The Company shall provide appropriate funding, as determined by the Committee, for the payment of compensation to any search firms, legal counsel or other advisors engaged or retained by the Committee.

#### **AMENDMENT AND RESTATEMENT**

This Charter is effective July 28, 2025, and amends, restates and supersedes the Amended and Restated Charter of the Nominating and Corporate Governance Committee which was adopted by the Board of Directors on October 28, 2024.