

**CORPORATE GOVERNANCE GUIDELINES  
FOR  
GIBRALTAR INDUSTRIES, INC.**

**RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

The Board of Directors (the “Board”) of Gibraltar Industries, Inc. (the “Company”) shall be responsible for oversight of the management of the business and affairs of the Company with the objective of enhancing stockholder value. The Board’s responsibilities shall also include, but not be limited to: (i) reviewing the performance of management, (ii) providing for management succession (including the succession of the Chief Executive Officer), (iii) reviewing the strategic direction of the Company, including acquisitions and other opportunities, (iv) assessment of risks inherent in strategic initiatives, operational activities and external events and institution of measures to manage or reduce such risks to levels deemed appropriate, (v) overseeing the Company’s policies and procedures relating to protection and security of the Company’s digital information and information technology systems, and (vi) implementing policies and procedures intended to provide reasonable assurance that those that are entrusted with the management, direction, and success of the Company act in the best interests of the Company and its stockholders. The Board shall consult with and provide advice and guidance to the Company’s management on other issues as may be requested by the Company’s management or as the Board may deem appropriate.

Directors are expected to prepare adequately for and use their reasonable best efforts to regularly attend meetings of the Board and the Committees on which they serve. Directors are encouraged to attend the annual meeting of the Company’s stockholders. Directors are also required to comply with the Company’s Code of Ethics and Statement of Policy and to keep and maintain as confidential all information discussed at meetings of the Board and its Committees, including information concerning the Board’s proceedings in connection with deliberations on any particular matter and the substance of those deliberations.

**NON-EXECUTIVE BOARD CHAIR; LEAD INDEPENDENT DIRECTOR**

The Board shall, from time to time as it deems reasonably necessary or appropriate, designate an individual to serve as Board Chair. In connection with the foregoing, the Board shall have authority to determine whether the positions of Board Chair and Chief Executive Officer of the Company should be held by the same person or by different persons and shall make such determination based on what they reasonably believe to be in the best interests of the Company and its stockholders. The individual recommended for appointment to serve as Board Chair shall be approved by a majority of the members of the Board of Directors.

If the positions of Board Chair and Chief Executive Officer are not held by the same person, the Board Chair shall:

- Preside at all meetings of the Board and at all meetings of the Company's stockholders;
- Establish an agenda for each Board meeting in consultation with the Chief Executive Officer;
- Preside at all executive sessions of the independent members of the Board; and

- Lead the Board in monitoring and evaluating (i) the Company's performance and effectiveness of its strategy and (ii) the Chief Executive Officer's performance.

If the positions of Board Chair and Chief Executive Officer are held by the same person, an independent member of the Board shall be appointed as lead independent director to strengthen the Board's independent oversight of the policies and strategies of the Company's management. The lead independent director must have the confidence of and the ability to work with the Board Chair and Chief Executive Officer, together with the support of the independent members of the Company's Board. Accordingly, if the positions of Chair and Chief Executive Officer are held by the same person, then the Board Chair shall annually identify, and recommend to the Company's independent directors the appointment of, a specified independent member of the Company's Board to hold the position of lead independent director. The individual recommended for appointment to serve as lead independent director shall be approved by a majority of the independent members of the Board of Directors.

The individual appointed to serve as lead independent director shall have the following duties and responsibilities:

- Preside at all meetings of the Board at which the Board Chair is not present
- Collaborate with the Board Chair in determining the need for special meetings of the Board
- Call meetings or executive sessions of the independent members of the Board
- Preside at all executive sessions of the independent members of the Board
- Act as principal liaison between the Board Chair and the independent members of the Board relating to matters which are not the responsibility of any of the standing committees of the Board
- Consult with the Board Chair regarding topics to be considered at Board meetings and information provided with respect to such topics
- Approve Board meeting agendas
- Consult with the Board Chair regarding engagement of consultants by the Board
- Be available for direct communication with major stockholders or other major stakeholders, in consultation with management and the Chair of the applicable Board Committee, as appropriate

## **DIRECTOR QUALIFICATIONS AND INDEPENDENCE**

The Company's Nominating, Governance and Corporate Social Responsibility Committee annually recommends to the Board, candidates for election to the Board. A majority of the Board will be composed of directors who are independent, as described below. In addition to independence, the characteristics which the Nominating, Governance and Corporate Social Responsibility Committee seeks in candidates for directors include integrity, high personal and professional ethics, mature judgment, a diversity of background and achievement including in business, government, education and technology as relevant to the Company's strategic needs and diversity of the composition of the Company's Board. The Nominating, Governance and

Corporate Social Responsibility Committee also considers the characteristics included in its charter.

Management shall be responsible for analyzing and submitting to the Nominating, Governance and Corporate Social Responsibility Committee, on an annual basis, a report on the eligibility of each Director to be classified as independent under the rules established by the NASDAQ Stock Market for qualification, listing and delisting of companies on the NASDAQ Stock Market.

Each independent director of the Board shall promptly notify the Board Chair of any developments that may impair such director's independence. Upon being so notified, the Board Chair shall, with the assistance of the Nominating, Governance and Corporate Social Responsibility Committee, oversee a review of whether an impairment of independence exists and what an appropriate resolution would be (which shall include consultation on legal issues with the General Counsel of the Company or other outside counsel as appropriate).

The Audit and Risk Committee shall, on an annual basis, review, evaluate, approve or ratify all transactions between the Company and any of its subsidiaries on the one hand and related parties on the other hand, to the extent such transactions are required to be disclosed in the Company's proxy pursuant to Regulation S-K Item 404(a). If an actual or potential conflict of interest develops because of a change in the business of the Company, a director's circumstances or otherwise, the director should report the matter immediately to the Chair of the Nominating, Governance and Corporate Social Responsibility Committee (or, in the event that such director with an actual or potential conflict of interest is the Chair of the Nominating, Governance and Corporate Social Responsibility, the notice shall be provided to the General Counsel, who will distribute it to the appropriate recipients) to evaluate, in consultation with legal counsel, such circumstances as appropriate and make recommendations to the Board, which shall make a final determination. If the Board, in consultation with legal counsel, determines that a conflict of interest exists or the perception of a conflict is likely to be significant, such director shall be recused from any discussion or vote related to such matter.

### **EXECUTIVE SESSIONS**

The non-employee and independent directors shall meet in executive session at the end of each meeting of the Board unless the Chair of the meeting or, if there is a lead independent director, the lead independent director, in his or her discretion, determines that an executive session is unnecessary. At each executive session meeting, no members of management nor management directors shall be present and the non-employee and independent directors shall consider such matters as they deem to be appropriate. The Chair of the Board or, if applicable, the lead independent director shall serve as the chair of these meetings and will consult, as appropriate, with the chair of the other standing committees of the Board in order to avoid diluting the authority or responsibility of such chairs. If the Chair of the Board or, if applicable, lead independent director is not in attendance at any executive session meeting, those directors in attendance may select a chair of the executive session. The meeting chair shall report to the Board on the matters discussed and any actions taken. At least annually, the non-employee and independent directors shall consider the following matters: (i) evaluation of the Chief Executive Officer; and (ii) review of management succession planning.

## **BOARD COMPENSATION**

The compensation payable to non-employee members of the Board will be as set forth in the Company's Non-Executive Director Compensation Policy (the "Compensation Policy"). The Compensation Policy is reviewed periodically by the Compensation and Human Capital Committee who shall recommend to the Board for approval any changes in the Compensation Policy.

## **SUCCESSION PLANNING**

The Board shall plan for the succession of the Chief Executive Officer position, including succession in the event of an emergency or retirement of the Chief Executive Officer. To assist the Board, the Chief Executive Officer will annually provide the Board with an assessment of the members of senior management and their succession potential. The Board will review this assessment on an annual basis, and based on such review, shall establish a plan for the succession of the Chief Executive Officer.

## **STOCK OWNERSHIP**

The Board has established a Stock Ownership Policy, which provides that each of the Company's directors and "named executive officers" (as such term is defined in the Securities Exchange Act of 1934, as amended) is required to own shares of the Company's Common Stock, or options or restricted stock units convertible into shares of the Company's Common Stock. Pursuant to the terms of the policy: (i) each director and executive officer is required to own a number of shares of Common Stock, or options or restricted stock units convertible into shares of the Company's Common Stock, equal in value to a specified percentage of such director's annual retainer or executive officer's salary; (ii) each director and executive officer must attain the designated levels of ownership: (A) in the case of the Chief Executive Officer, within five (5) years following his or her appointment; and (B) in the case of directors and all other executive officers, within three (3) years following their appointment. Once the designated level of ownership is achieved, it is required to be maintained throughout such director's tenure as a member of the Board of Directors or executive officer's employment with the Company.

## **EXECUTIVE COMPENSATION CLAWBACK POLICY**

The Company has adopted the Policy for the Recovery of Erroneously Awarded Compensation in accordance with the requirement of Nasdaq which provides that if an executive officer has engaged in fraudulent conduct that results in a restatement of the Company's financial statements previously filed with the U.S. Securities and Exchange Commission, the Board may take certain actions to recover certain payments.

## **BOARDS AND COMMITTEES SERVED ON BY DIRECTORS**

Directors should advise the Nominating, Governance and Corporate Social Responsibility Committee of any invitations to join the board of directors of any other public company prior to accepting the directorship. Directors, other than the Chief Executive Officer, shall not serve on the board of directors of more than four (4) publicly traded companies, including service on the Board of the Company. The Chief Executive Officer shall not serve on

the board of directors of more than two (2) publicly traded companies, including service on the Board of the Company.

Audit and Risk Committee Members who have been asked to serve on the audit committee of another public company shall, if accepting such additional public company audit committee membership would result in the Audit and Risk Committee member serving on more than three (3) public company audit committees (including the audit committee of the Company's Board) such member of the Company's Audit and Risk Committee shall not accept such additional audit committee appointment without first providing notice of and receiving approval for such proposed appointment to the Chair of the Company's Nominating, Governance and Corporate Social Responsibility Committee.

### **INFORMATION AND CYBER SECURITY**

The Board shall, on a quarterly basis, review and discuss with management, including with the Chief Financial Officer and, as applicable, the senior executive of the Company's management responsible for information technology, policies and procedures of the Company relating security of the Company's digital information and information technology systems.

The Company and the Board shall have the authority to retain and/or obtain the advice of, and to terminate, any cyber security expert or advisor engaged to assist in the evaluation of the Company's cyber security posture.

### **ANNUAL BOARD REVIEWS**

The Board shall conduct an annual Self-Assessment to determine whether it and its committees are functioning effectively. The full Board shall discuss the evaluation to determine what, if any, action could improve Board or committee performance.

### **DIRECTOR CONTINUING EDUCATION**

The Board believes it is important for Directors to be informed and have an understanding of issues affecting public companies, the relationship between public company boards and their shareholders and corporate governance best practices. To this end, the Company shall provide the members of the Board a subscription to a periodical (electronic or print) providing information on current developments affecting public companies, public company boards, public company governance and related topics. Additionally, the Company shall provide Directors information which will allow Directors to attend and participate in webinars, conferences and seminars which are available without charge to public company directors or for which a director may seek reimbursement from the Company for the cost thereof to the extent such reimbursement is approved in advance and which address topics relating to public company boards, public company governance and related topics. Directors, particularly Directors who have been serving as public company directors for less than three (3) years are encouraged to attend at least one of these webinars, conferences and seminars per year. Finally, the Company shall, at the request and in the discretion of the Chair of the Nominating, Governance and Corporate Social Responsibility Committee, engage speakers to make brief presentations to members of the Board relating to current developments and issues relating to public company corporate governance.

## **ANNUAL REVIEW OF GUIDELINES**

The Board shall, with the assistance of the Nominating, Governance and Corporate Social Responsibility Committee, as appropriate, review these Corporate Governance Guidelines on an annual basis to determine whether any changes are appropriate.

## **CHANGES IN DIRECTOR STATUS**

The Board believes that a change in the duties and responsibilities of its directors resulting from a change in employment or other change in professional status, including with the Company, may directly or indirectly impact the director's ability to continue to fulfill his or her duties and responsibilities as a member of the Company's Board of Directors or could alter the ongoing skills mix that the Board would like to have. Therefore, upon any change in a director's employment, including but not limited to retirement, or any other change in a director's professional status, the director who experiences any such change shall promptly provide notice of such change to the Chair of the Nominating, Governance and Corporate Social Responsibility Committee or, in the event that such director with a change in professional status is the Chair of the Nominating, Governance and Corporate Social Responsibility, the notice shall be provided to the General Counsel, who will distribute it to the appropriate recipients. The Nominating, Governance and Corporate Social Responsibility Committee shall review the information concerning the change in employment or professional status of a Board member and make recommendations to the full Board concerning whether any such change should impact the Board member's status as a member of the Company's Board.

## **RESIGNATION AND RETIREMENT**

The Board does not favor term limits for directors because long-tenured directors can provide increasing expertise and insights into the Company and its operations and therefore provide an enhanced contribution to the Board. However, the Board believes that it is important to monitor individual and overall Board performance and consider the value of Board refreshment, and therefore directors should not have the expectation to be re-nominated following the expiration of their current term. As an alternative, the Nominating, Governance and Corporate Social Responsibility Committee annually reviews each director's continuation on the Board, taking into account the needs of the Board, the criteria set forth herein and otherwise, and the director's interest in continuing as a director.

Directors who attain age 72 shall, promptly following their seventy second birthday and each succeeding birthday, submit their resignations to the Chair of the Nominating, Governance and Corporate Social Responsibility Committee. The Nominating, Governance and Social Responsibility Committee shall review any such resignations and make recommendations to the full Board regarding whether or not such resignations should be accepted.

## **AMENDMENT AND RESTATEMENT**

These Corporate Governance Guidelines have been adopted by the Board of the Company, effective as of July 28, 2025. These Corporate Governance Guidelines supersede and

replace, in their entirety, the Corporate Governance Guidelines adopted by the Board effective October 28, 2024.