

GOVERNANCE COMMITTEE CHARTER (Vulcan Materials Company)

Purpose

The Governance Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for each annual meeting of the shareholders; (2) to recommend to the Board director nominees for each Board committee; (3) to plan for the succession of the chief executive officer and other senior executives; (4) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; and (5) to lead the Board in its annual review of the Board's performance.

Committee Membership and Organization

The Governance Committee shall consist of no fewer than three members. Members of the Committee shall be appointed and replaced by the Board and all members shall meet the independence requirements of the New York Stock Exchange. The Committee may form and delegate authority to subcommittees when appropriate.

Committee Authority and Responsibilities

To fulfill its purpose, the Committee shall have the following authority and responsibilities:

1. The Governance Committee shall identify individuals qualified to become board members and recommend to the Board the director nominees for each annual meeting of the shareholders. The Committee shall select individuals as director nominees who possess high ethical standards, integrity, and sound business judgment.
2. The Governance Committee shall review the Board's committee structure and recommend to the Board, for its approval, directors to serve as members of each committee.
3. The Governance Committee shall advise the Board on succession plans for the chief executive officer and certain other executive officers, including recommending appropriate candidates for these positions.
4. The Governance Committee shall periodically review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
5. The Governance Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
6. The Governance Committee shall provide advice and counsel to the chief executive officer with respect to membership on the board of directors of a for-profit corporation or significant service on the board of trustees of a major nonprofit organization by the chief executive officer, the chief operating officer, the chief financial officer, or any other

employee who is a director of the Company. The chief executive officer shall report to the Committee from time to time with respect to outside board service by Company personnel.

7. The Governance Committee shall make regular reports to the Board.
8. The Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Governance Committee shall annually review its own performance.

Meetings

The Governance Committee shall meet at such times as deemed necessary by the Chairman of the Committee, the Chairman of the Board, or any two members of the Board.

Advisors

The Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director or officer candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Governance Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.