

# **ALAMO GROUP INC.**

## **NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **I. Purpose.**

This Charter governs the operations of the Nominating/Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Alamo Group Inc. (the “Company”). The primary objectives of the Committee are to assist the Board by: (i) identifying individuals qualified to become members of the Board consistent with criteria approved by the Board in the Company’s Corporate Governance guidelines and recommending to the Board a slate of director nominees for each annual meeting of the Company’s shareholders; (ii) insuring that the Audit, Compensation and Nominating/Corporate Governance Committees of the Board shall have the benefit of qualified and experienced “independent” directors; and (iii) insuring the company develops and the Board approves a Code of Business Conduct and Ethics applicable to the Company. In pursuing its objectives the Committee will coordinate its activities with the Audit Committee on relevant matters.

### **II. Organization.**

The Committee will obtain the full Board approval of this Charter and will review and reassess its Charter at least annually and recommend any proposed changes to the Board for approval.

The Committee shall be appointed by the Board and shall consist of three (3) or more Directors, each of whom shall satisfy the applicable independence requirements of the Company and The New York Stock Exchange (the “NYSE”) and any other regulatory requirements.

The members of the Committee shall be elected annually to one-year terms by a majority vote of the Board at the first meeting of the Board following the annual meeting of the shareholders. Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. No member of the Committee shall be removed except by majority vote of the Board.

The Committee’s chairperson shall be designated by the majority vote of the Board or, if it does not do so, the Committee members shall elect a chairman by vote of the majority of the Committee.

The Committee shall meet at least two times annually or more frequently as circumstances require. The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of conference telephone or other communications equipment of which all persons participating in the meeting can hear each other shall constitute a quorum. The act of a majority of the Committee members present at any meeting at which a quorum is present shall be the act of the Committee.

Following each of its meetings, the Committee shall deliver a verbal report on the meeting to the Board, including a description of actions taken by the Committee at the meeting and recommendations to the Board. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

### **III. Goals and Responsibilities.**

The Committee shall have the following goals and responsibilities:

- (a) To evaluate the suitability of potential director nominees and to have sole authority to retain and terminate any search firm in that effort, including the sole authority to approve search firms' fees and other retention terms.
- (b) To recommend to the Board the director nominees for election by the shareholders, using criteria including the possession of such knowledge, experience, skills, expertise and diversity so as to enhance the Board's ability to oversee the affairs and business of the Company.
- (c) To review the suitability for continued service as a director of each Board member when his or her term expires and to review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skill, expertise and diversity desired for the Board as a whole and contains at least the minimum number of "independent" directors required by the NYSE and/or any other regulatory requirements.
- (d) To review periodically the size of the Board and the frequency and structure of Board meetings, and to recommend to the Board any appropriate changes.
- (e) To make recommendations to the Board regarding the establishment, elimination, size, and composition of standing committees of the Board, including the identification of individuals qualified to serve as members of a committee, and to recommend individual directors to fill any vacancy that may occur on a committee.
- (f) To review, at least once annually, the Code of Business Conduct and Ethics adopted by the Board to assure that it is appropriate for the Company and complies with the requirements of the NYSE and/or any other regulatory requirements, to recommend to the Board any desirable changes to the Code, and to consider any other corporate governance issues that arise from time to time and to develop appropriate recommendations for the Board related to any such issues.

- (g) Oversee and establish appropriate procedures for the annual evaluation of the Board and management.
- (h) To make recommendations to the Board concerning public company governance matters based on governance trends and best practices;
- (i) To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, review them annually and, if appropriate, recommend changes to the Corporate Governance Guidelines to the Board.

The Committee shall perform any other activities consistent with this Charter, the Company's Bylaws and governing laws as the Committee or the Board deems appropriate.

#### **IV. Performance Evaluation.**

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope.

The Committee shall deliver to the Board a verbal report of this evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures addressed by this Charter.

#### **V. Committee Resources.**

Subject to the Board's approval, the Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other advisor as it deems necessary.

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