

STERLING CONSTRUCTION COMPANY, INC.

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

May 5, 2021

I. Purpose

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Sterling Construction Company, Inc. (the “Company”) in fulfilling the Board’s oversight responsibilities by:

- (1) assisting the Board in identifying individuals qualified to serve as directors and officers of the Company, and to recommend to the Board such individuals to be nominated for election or re-election to the Board at each annual meeting of shareholders or as necessary to fill vacancies and newly-created directorships;
- (2) monitoring the composition of the Board and its committees;
- (3) developing, maintaining and reviewing the Company’s Board Governance Guidelines and recommending to the Board any desirable changes; and
- (4) leading the Board in its annual review of the Board’s performance.

II. Composition

The Committee will be comprised of three or more directors appointed by the Board in accordance with the Company’s Board Governance Guidelines. Each member of the Committee shall meet the independence requirements of the NASDAQ Stock Market (“NASDAQ”) and shall meet the experience and any other qualifications required by the NASDAQ. Neither the Chairman of the Board, if not independent, nor any other corporate officer will serve as a member of the Committee. The Committee’s chairman shall be appointed by the Board. The Board may appoint or remove any member of the Committee (or fill vacancies on the Committee) by the vote of a majority of the directors. The Committee may form and delegate authority to subcommittees, when appropriate.

III. Meetings

The Committee will meet at least four times a year, or more frequently if the Committee determines it to be necessary or appropriate. The chairman of the Committee (or his or her designee from the Committee) will preside at each meeting and, in consultation with the other

members of the Committee, will set the frequency of, and the agenda for, each meeting. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide information as the Committee requests, but the Committee reserves the right in its discretion to meet at any time in executive session. The Committee will deliver regular reports of its activities to the Board. The Committee will keep written minutes of its meetings, which minutes will be available to every member of the Board.

IV. Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

1. The Committee shall lead the search for individuals qualified to serve as directors, and to recommend to the Board a slate of directors to be submitted to a shareholder vote at the annual meeting of shareholders. In connection therewith, the Committee (i) shall consider candidates submitted by shareholders in accordance with the Company's Board Governance Guidelines; (ii) shall review annually the performance and contributions of incumbent directors, and review the suitability for continued service of each incumbent director when his or her term expires or when he or she has a significant change in status, including a change in employment status, and recommend to the Board whether or not the incumbent director should be nominated for re-election; and (iii) may, to the extent it deems necessary or appropriate, develop and recommend to the Board specific criteria for selecting director nominees consistent with the Company's Board Governance Guidelines. The Committee shall also recommend to the Board a slate of named executive officers to be elected annually by the Board of directors or as the need arises.

2. The Committee will review annually and may make recommendations to the Board concerning the size and composition of the Board and the term of membership of directors. In carrying out this responsibility, the Committee will consider director independence requirements, the collective knowledge, experience, expertise and diversity of the Board, the specific experience, qualifications, attributes and skills of each director, the long-term interests of the Company's shareholders, and any other criteria the Committee deems relevant.

3. The Committee shall recommend to the Board, at least annually, which members of the Board and nominees for director meet the definition of "independence" under the rules of the Securities and Exchange Commission ("SEC") and the NASDAQ, including the heightened standards for members of the Audit Committee and the Compensation and Talent Development Committee, and determine whether at least one member of the Audit Committee is an "audit committee financial expert" as defined by the SEC and if no member of the Audit Committee has such qualifications, determine whether it is in the Company's best interest to identify and recruit a candidate with such qualifications.

4. The Committee shall review and oversee any director orientation or director continuing education programs established by the Company.

5. The Committee shall monitor the operation of the Board's committees. In connection therewith, the Committee (i) shall recommend to the Board a slate of directors to be

elected annually to serve as committee members and, unless otherwise provided by the Company's By-Laws, directors to fill committee vacancies as needed and (ii) may recommend to the Board changes in committee structure and operations, including the creation and elimination of committees.

6. The Committee shall develop and recommend to the Board a set of corporate governance guidelines applicable to the Company. Thereafter, the Committee shall maintain and periodically review the Company's Board Governance Guidelines to assure that they are appropriate for the Company and recommend any necessary or appropriate changes to the Board.

7. The Committee shall develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees, and to oversee these evaluations. The Committee will report to the Board the results of these evaluations, including any recommended changes to policies or procedures of the Company, the Board or any of its committees, including this Committee.

8. The Committee shall develop and recommend to the Board for approval a succession plan for the Chief Executive Officer. The Committee shall review the succession plan periodically and recommend to the Board any changes necessary to ensure that the plan provides appropriate emergency and continuity succession planning and is effectively administered. Additionally, the Committee shall develop criteria for the Chief Executive Officer, and assist the Board in identifying potential candidates, both internal and external, for succession under the succession plan.

9. The Committee shall make regular reports to the Board.

10. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director or officer candidates and may, to the extent it deems necessary or appropriate, retain independent legal, financial or other advisors. The Committee shall approve related fees and other retention terms. The Committee will have full access to the Company's records, officers, employees and outside advisors as necessary to perform its duties.

11. The Committee shall be responsible for reviewing and as necessary, making recommendations to the Board (consulting with other Board committees as appropriate) regarding any actions that management has taken, or expects to take, in response to proposals submitted by shareholders for action at the Company's annual meeting of shareholders. This may include the submission of any no-action requests to the SEC seeking exclusion of shareholder proposals from the Company's proxy materials under Rule 14a-8(i).

12. The Committee shall consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.

V. Evaluation of this Charter and the Corporate Governance and Nominating Committee's Performance

The Committee will annually review and evaluate the adequacy of this Charter and recommend any proposed changes to the Board. The Committee will also annually review and evaluate its performance.

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Approved by the Corporate Governance and Nominating Committee and adopted by the Board of Directors on May 5, 2021.