

STERLING CONSTRUCTION COMPANY, INC.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

1. **Purpose.** The Corporate Governance and Nominating Committee (the “*Committee*”) is a standing committee of the Board of Directors (the “*Board*”) that assists the Board in fulfilling its oversight function with respect to the broad range of issues surrounding the composition, operation and effectiveness of the Board, principally including —
 - (a) The development and recommendation to the Board of appropriate corporate governance principles and rules.
 - (b) The recommendation to the Board of appropriate policies and procedures to ensure the effective functioning of the Board.
 - (c) The evaluation and recommendation to the Board of nominees for election to the Board.
 - (d) Addressing any related matters required by the federal securities laws or the NASDAQ.

The duties and responsibilities enumerated in this Charter are the recurring activities of the Committee in carrying out its responsibilities. The Committee also has such other duties and responsibilities as may be delegated to it by the Board from time to time.

2. **Committee Structure and Operation.**

- (a) *Composition and Qualifications.* The Committee is comprised of three or more members of the Board, each of whom shall have been determined by the Board to be “independent” as that term is defined by The NASDAQ Stock Market (“*NASDAQ*”) (or such other exchange or trading market on which the Company’s common stock is traded), subject to such other standards as may be established by applicable law or the Board.
- (b) *Appointment and Removal of Committee Members.* Committee members shall be elected by the affirmative vote of no less than a majority of the Company’s independent directors and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier death, resignation or removal. One or more members of the Committee may be removed and/or replaced by the independent directors at any time, with or without cause.
- (c) *Chair.* The Committee’s Chair shall be elected by the affirmative vote of no less than a majority of the Company’s independent directors or, if they do not do so, by a vote of the Committee’s members.
- (d) *Advisors.* The Committee shall have full authority to select, retain and, when necessary, terminate independent legal, accounting or such other advisors as the Committee deems appropriate in carrying out its duties and responsibilities, and full authority to retain and terminate any search firm to be used to identify director candidates. As part of this authority, the Committee sets the compensation and any other terms of the retention of such advisors and oversees the work of such advisors. The Company shall provide the funding determined appropriate by the Committee therefor.
- (e) *Meetings.* The Chair will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the date, time, place and length of each meeting and the agenda to be addressed at each meeting. The Committee shall meet as often as is deemed necessary or appropriate in its judgment, either in person or by telephone conference call. The Committee shall make regular reports to the Board on its activities.
- (f) *Administrative Support & Continuing Education.* The Committee will have access to Company staff, administrative support, and members of management in connection with carrying out its responsibilities. In addition, members of the Committee may cause the Company to reimburse members for continuing education programs and courses related to their duties and responsibilities.

3. **Corporate Governance Principles.**

- (a) The Committee shall develop and recommend to the Board the Company's Board Governance Guidelines and shall monitor and oversee the Company's corporate governance practices, policies and procedures. The Committee shall review the Company's Board Governance Guidelines periodically, and recommend to the Board for approval, any changes to the Company's corporate governance framework.
- (b) The Committee shall review and discuss with management disclosures regarding the Company's corporate governance practices, including information regarding the operation of the Committee and other Board committees, director independence and the director nomination process, and recommend that this disclosure be included in the Company's annual report on Form 10-K or proxy statement, as applicable.

4. **Periodic Evaluations and Reviews.**

- (a) *The Committee & this Charter.* The Committee shall conduct and present to the Board an annual self-evaluation and an evaluation of the adequacy of this Charter. It will then recommend to the Board any actions arising out of such evaluations. All amendments of this Charter shall be subject to Board approval.
- (b) *The Board & Other Committees.* The Committee will assist the Board in developing and maintaining an annual self-evaluation process for the Board and its other committees and will oversee those evaluations. The Chair of the Committee shall collect and summarize the results of the evaluation process for a report to the Company's independent directors in an executive session. Based on the results of the annual evaluations, as well as on any other matters that the Committee deems relevant, the Committee will make such recommendations to the Board regarding Board processes, policies and other matters that are designed to improve the effective functioning of the Board.
- (c) *Company Policies.* The Committee will periodically review the Company's Code of Business Conduct and Insider Trading Policy to ensure that they remain responsive both to legal requirements and to the nature and size of the Company's business.
- (d) *CEO Succession Plans.* The Committee shall conduct and present to the Board an annual review of each of its Chief Executive Officer ("CEO") succession and emergency CEO succession plans and an evaluation of the adequacy of those plans. In addition, the Committee will recommend to the Board any action or changes arising out of, or necessitated by, such evaluations.

5. **Matters Relating to the Board of Directors**

- (a) *Selection Criteria, Evaluation and Recruitment of Directors.* The Committee shall determine the criteria for the experience, qualifications, attributes and skills for a director candidate; shall apply those criteria in identifying and evaluating possible candidates; and shall manage the recruitment and retention of qualified directors. Among other criteria, the Committee shall take into consideration the experience, qualifications, attributes, skills and tenure of the incumbent directors and the diversity of directors and nominees. In achieving a diversity among directors, the Committee shall consider business experience, public sector experience, professional training, public and private offices held, geographical representation, race, gender and age, among others.
- (b) *Consideration of Shareholder Recommended Director Candidates.* The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's Board Governance Guidelines and described in the Company's proxy statement.
- (c) *Director Nominees.* The Committee shall recommend to the Board, subject to the approval of a majority of the Company's independent directors, the slate of nominees for election to the Board by the stockholders. If a vacancy on the Board occurs, the Committee shall identify and recommend to the Board candidates to fill such vacancy, subject to the approval of a majority of the Company's independent directors.

- (d) *Board Committee Structure; Composition.* When appropriate, the Committee will review the Board's committee structure and composition, and recommend to the Board directors for membership on Board committees and committee chairs.
- (e) *Director Independence.* At least annually, the Committee shall make recommendations to the Board regarding the determination of the independence of Board members and committee members under NASDAQ and other applicable laws, rules and regulations, including the heightened independence standards for members of the Audit Committee and Compensation and Talent Development Committee.
- (f) *Director Orientation and Education.* The Committee shall develop and oversee the operation of an orientation program for new directors and determine whether and what form and level of continuing education for directors is appropriate.
- (g) *Director Compensation.* The Committee shall, with the advice of the Chair of the Compensation and Talent Development Committee, review all director compensation and benefits for service on the Board and any Board committees at least once annually, and make recommendations to the Board concerning the compensation of non-employee directors, committee members, committee chairs and the Chair of the Board.
- (h) *Director Resignations.* The Committee shall review any director resignation letter tendered in accordance with the Company's director resignation policies, as set forth in the Company's Board Governance Guidelines, and evaluate and recommend to the Board whether such resignation should be accepted.
- (i) *CEO Succession Planning.* The Committee shall develop, maintain and oversee the CEO succession plan, and shall assist the Board in evaluating potential successors to the CEO. In addition, the Committee shall develop, maintain and oversee a separate emergency CEO succession plan in the event that the Company's CEO ceases to be able to perform his or her duties for any reason without notice.

THIS CHARTER SHALL BE MADE AVAILABLE TO THE PUBLIC ON THE COMPANY'S WEBSITE AT

www.STRLCO.COM.

Adopted November 2, 2005
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