

**ATKORE INTERNATIONAL GROUP INC.**  
**CORPORATE GOVERNANCE GUIDELINES**  
Approved by the Board of Directors on August 6, 2019

The Board of Directors (the “Board”) of Atkore International Group Inc. (the “Company”), has adopted the following guidelines as a general framework to assist the Board in carrying out its responsibility for the business and affairs of the Company to be managed by or under the direction of the Board and in furtherance of its continuing effort to enhance its corporate governance. The Board and the Nominating and Governance Committee will review and amend these guidelines from time to time as they deem necessary and appropriate.

1. Board and Director Responsibilities

The business and affairs of the Company will be managed under the direction of the Board. Each director will act in what he or she reasonably believes to be in the best interests of the Company and its stockholders, and must exercise his or her business judgment.

Each director, will, in the performance of such director’s duties, be fully protected in relying in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Company by any of the Company’s officers or employees, or committees of the Board, or by any other person as to matters such director reasonably believes are within such other person’s professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

As a condition of service, each director will maintain the confidential nature of all Board deliberations and discussions and any non-public information about the Company.

2. Director Qualification Standards

The Board will have a majority of members who satisfy the independence requirements of the NYSE relating to directors. A director will be deemed independent if the Board has made an affirmative determination that such director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). The Board will review the independence of each director annually, or more frequently if required by applicable law or NYSE regulation.

3. Size of the Board

The Board will initially consist of nine directors, which number may be modified by resolution adopted from time to time by the Board. The Nominating and Governance Committee will periodically review the size of the Board and recommend any proposed changes to the Board. The Board will review the independence of each director annually. In conducting its annual assessment of the composition of the Board, the Nominating and Governance Committee will make recommendations for changes in the size of the Board as appropriate, taking into account the goal of having a Board size appropriate to provide diversity of thought and experience, as well as individual accountability.

4. Office of Chairman

The Chairman of the Board may be elected by the Board from among its members to preside at all meetings of the Board. It is the policy of the Board that it may choose in its discretion whether to separate or combine the offices of Chairman of the Board and Chief Executive Officer on a case-by-case basis. The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairman of the Board and Chief Executive Officer in any way that is in the best interests of the Company at a given point in time.

5. Board Membership Criteria

The Nominating and Governance Committee will recommend to the Board criteria for the selection of directors and periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria. Director candidates should demonstrate strong values and discipline, high ethical standards, a commitment to full participation on the Board and its committees, and relevant career experience, along with other skills and characteristics that meet the current needs of the Board.

6. Selection of New Director Candidates

The Board will select new director candidates based on the recommendations of the Nominating and Governance Committee. The Nominating and Governance Committee will identify and recommend to the Board candidates the Nominating and Governance Committee believes are qualified and suitable to become members of the Board consistent with the criteria for selection of new directors adopted from time to time by the Board, and recommend to the Board the nominees to stand for election as directors at each annual meeting of stockholders or, if applicable, at any special meeting of stockholders.

7. Majority Voting Policy.

For uncontested elections, any incumbent director who receives a greater number of votes against his or her election than votes for such election, and who remains on the Board as a holdover director, shall promptly tender his or her resignation for consideration by the Nominating and Governance Committee; provided, however, that any such resignation shall not become effective unless and until accepted by the Board. For purposes of this policy, an “uncontested” election is an election in which the number of nominees for director does not exceed the number of directors to be elected. Neither abstentions nor broker non-votes will be deemed to be votes for or withheld from a director’s election for purposes of this policy.

Within 30 days following the certification of the stockholder vote in an uncontested election, the Nominating and Governance Committee will make a recommendation to the Board as to the treatment of any director that did not receive the requisite majority vote, including whether to accept or reject any such tendered resignation. Thereafter, the Board will determine whether to accept the Nominating and Governance Committee’s recommendation within 90 days following the certification of the election results, and publicly disclose its decision and the rationale behind the decision. If such resignation is accepted by the Board, then such director shall immediately cease to be a member of the Board upon the date of the Board’s acceptance of

the resignation. If the resignation is not accepted by the Board, the director will continue to serve as a director as provided by the By-Laws and Delaware law.

The Nominating and Governance Committee, in making its recommendation, and the Board, in making its determination, may, in the exercise of its business judgment and with due regard to its fiduciary duties to the Company and its stockholders, consider any factors or other information it deems relevant to such determination.

Any director who receives a greater number of votes against his or her election than votes for such election in an uncontested election shall recuse himself or herself from voting on the above-noted recommendation of the Nominating and Governance Committee or the above-noted determination of the Board. If each of the directors who are members of the Nominating and Governance Committee receive a greater number of votes against his or her election than votes for such election in an uncontested election, then the Board shall appoint a committee of independent directors, each of whom did not receive a greater number of votes against his or her election than votes for such election in an uncontested election, to consider such resignation and recommend to the Board whether to accept or reject such resignation, or the Board may take up the issue directly without a previous recommendation.

If the director's tendered resignation is accepted by the Board, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the number of directors comprising the Board, in each case pursuant to the provisions of and to the extent permitted by, the Company's By-Laws.

The Board will have the exclusive power and authority to administer this policy, including, without limitation, the right and power to interpret the provisions of this policy and to make all determinations deemed necessary or advisable for the administration of this policy, including, without limitation, any determination as to whether any election of directors is contested. All such actions, interpretations and determinations that are done or made by the Board in good faith will be final, conclusive and binding.

8. Term Limits

There are no established term limits for service on the Board.

9. Mandatory Retirement Age

A director having attained age 72 will automatically cease to be a director of the Company effective as of the annual shareholders meeting immediately following such director's 72<sup>nd</sup> birthday. Directors will not be nominated for election or re-election to the Board after their 72<sup>nd</sup> birthday, although the full Board may, in its discretion, nominate candidates over 72 for election or re-election for what it considers special circumstances.

10. Directors Who Change Their Present Job Responsibility or Cease to Be Independent

A director whose affiliation or position of principal employment changes substantially after election to the Board or an independent director who ceases to qualify as such after election to the Board will be required to tender a resignation as a director promptly to the Nominating and

Governance Committee. The remaining directors, upon recommendation of the Nominating and Governance Committee, will then determine the appropriateness of continued Board membership.

11. Limitation on Number of Boards a Director May Serve

No director will serve on more than four public company boards (for the avoidance of doubt, a public company is a company with publicly traded equity). Directors will advise the Chairman of the Board and the Chair of the Nominating and Governance Committee in advance of accepting an invitation to serve on another public company board.

Service on boards and committees of other organizations should be consistent with the Company's Conflict of Interest Policy and the Company's Code of Business Conduct and Ethics. If a member of the Company's Audit Committee serves on more than three public company audit committees, the Board will determine whether such simultaneous service impairs the director's ability to serve effectively on the Company's Audit Committee.

12. Number of Meetings; Attendance of Directors at Board Meetings

The Board will hold a minimum of four meetings per year. Directors are expected to regularly attend meetings of the Board and the committees of which they are members, and to spend the time needed to properly discharge their responsibilities.

13. Selection of Agenda Items for Board Meeting

The Chairman, in consultation with the Chief Executive Officer, will establish the agenda for each Board meeting. Individual Board members are encouraged to suggest agenda items. Agendas for Board meetings shall be flexible enough so that unexpected developments can be discussed at Board meetings. The Board will review the Company's strategic plans and the principal issues (including financial, accounting and risk management issues) that the Company is facing or will face in the future during at least one Board meeting each year.

14. Board Materials Distributed in Advance

The Company will distribute meeting agendas and appropriate materials and information pertaining to Board and committee meetings in advance of those meetings to the extent practicable. A director is expected to review all distributed materials prior to any Board or committee meeting that such director attends.

15. Ethics and Conflicts of Interest

The Company expects all directors, officers and employees to act ethically and adhere to the Company's Code of Business Conduct and Ethics and Conflicts of Interest Policy. All finance officers and associates are also subject to the Company's Financial Code of Ethics. Copies of the codes are available at [www.atkore.com](http://www.atkore.com). In addition to complying with the Code of Business Conduct and Ethics and all other applicable company policies, including the Related Person Transaction Policy, directors shall promptly inform the Chairman of the Board or the Chair of the Audit Committee if an actual or potential conflict of interest arises. Directors shall recuse themselves from any discussion or decision involving another firm or company with which the

director is affiliated or other matters with respect to which the director has a personal conflict. The Company shall not, directly or indirectly, extend or maintain credit or arrange for or renew an extension of credit in the form of a personal loan to or for any director or executive officer.

#### 16. Executive Sessions of Non-Management Directors

The non-management directors will meet at regularly scheduled executive sessions without management not less frequently than two times per year. The independent directors will meet at least once a year in an executive session without management. At least once a year, the non-management directors will meet with the Chief Executive Officer without the other executive officers being present. The Chairman of the Board or the presiding director, as applicable, shall act as Chairman at such meetings. If the Chairman of the Board is not an independent director, the Board will either designate an independent director to preside at the meetings of independent directors or a procedure by which a presiding director is selected for these meetings.

#### 17. Committees of the Board

There are currently four Board committees: Audit Committee, Compensation Committee, Nominating and Governance Committee and Executive Committee. The Board may from time to time establish other committees, including standing or special committees, subject to the Company's Third Amended and Restated By-laws, as amended (the "By-Laws"), and the General Corporation Law of the State of Delaware (the "DGCL"). The Board may, by resolution, at any time deemed desirable, discontinue any standing or special committee, subject to the requirements of the By-Laws, applicable law and NYSE requirements.

#### 18. Assignment of Committee Members

Committee assignments will be made by the Board based upon recommendations of the Nominating and Governance Committee. The Board believes experience and continuity are more important than rotation. Board members and Chairs should be rotated only if rotation is likely to increase Committee performance and in compliance with applicable legal, regulatory and NYSE requirements.

#### 19. Frequency of Committee Meetings

Each committee will establish its own rules or procedures, which will be consistent with the provisions of the DGCL, the By-Laws, any resolutions of the Board governing such committee and their respective charters. Each committee will meet as provided by such rules and their respective charters and will also meet at the call of its Chair or any two members of such committee.

#### 20. Committee Agendas

The Chair of each committee will determine the committee's agenda prior to a meeting, giving consideration to management recommendations.

21. Audit Committee

The Audit Committee's duties and responsibilities will be set forth in the Audit Committee Charter and include all of the responsibilities of an audit committee under the NYSE and U.S. Securities and Exchange Commission ("SEC") rules and such other matters as may from time to time be delegated to the Audit Committee by the Board. Subject to any permissible phase-in period, each member of the Audit Committee will satisfy the independence and other requirements of the NYSE and the SEC relating to directors and Audit Committee members.

22. Compensation Committee

The Compensation Committee's duties and responsibilities will be set forth in the Compensation Committee Charter and include all of the responsibilities of a compensation committee under the NYSE rules and such other matters as may from time to time be delegated to the Compensation Committee by the Board. Each member of the Compensation Committee will satisfy the independence and other requirements of the NYSE relating to directors.

23. Nominating and Governance Committee

The Nominating and Governance Committee's duties and responsibilities will be set forth in the Nominating and Governance Committee Charter and include all of the responsibilities of a nominating and corporate governance committee under the NYSE rules and such other matters as may from time to time be delegated to the Nominating and Governance Committee by the Board. Each member of the Nominating and Governance Committee will satisfy the independence and other requirements of the NYSE relating to directors.

24. Executive Committee

Subject to the limitations set forth in the By-Laws and the DGCL, the Executive Committee will be responsible for the management of the business and affairs of the Company in the intervals between meetings of the Board, and will report its actions to the Board at its regular meetings.

25. Board Access to Management and Employees

Directors will have complete access to management and employees of the Company; however, independent directors are expected to keep the Chief Executive Officer informed of such contacts. The Board encourages the attendance of officers in addition to executive officers at Board meetings when matters within their areas of responsibility are discussed.

26. Board Access to Independent Advisors

The Board and each committee will have complete access to the Company's outside advisors as they deem necessary or appropriate. The Board and each committee have the authority to retain independent legal, financial or other advisors at the Company's expense as they may deem necessary or appropriate.

## 27. Director Compensation

All directors of the Company who are not simultaneously employed as officers by the Company will be properly compensated and reimbursed for their services as a director. Any employee of the Company who is elected a director of the Company will not receive any compensation, expense reimbursement or participation in director benefit programs for his or her services as a director of the Company.

The Board will be responsible for setting director compensation. The Compensation Committee will periodically review the compensation of the Company's directors and make recommendations to the Board with respect thereto based on the criteria set forth in the Compensation Committee Charter. Directors' fees and emoluments should not exceed what is customary for a company of the size and stature of the Company. In making such compensation determinations and in making determinations with respect to a director's independence, the Board and the Compensation Committee will consider and critically evaluate the questions that may be raised if fees and emoluments exceed what is customary or if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or enters into consulting contracts with (or provides other indirect forms of compensation to) a director.

## 28. Director Orientation and Continuing Education

All new directors will participate in an orientation program shortly after they are elected to the Board. Orientation will include presentations by senior management to familiarize the directors with the Company's business and operations, its financial condition, its policies and procedures, its principal officers, internal and independent auditors, and the duties and responsibilities of its directors.

Management will make presentations from time to time as necessary to ensure that the Board is aware of all business, legal and other developments relating to such matters.

In addition, newly elected and existing directors are encouraged to attend continuing education programs sponsored by third parties to better understand their responsibilities and duties.

## 29. Formal Evaluation of the CEO

The Compensation Committee will, at least annually, review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, report the results of such evaluation to the Board and have the authority, either as a Committee or together with the other independent directors (as directed by the Board), to determine and approve the Chief Executive Officer's compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Compensation Committee will consider, among such other factors as it believes relevant, the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the chief executive officer in past years.

30. Succession Planning

Every year the Chief Executive Officer will report to the Board on succession planning. The report will include policies and principles for chief executive officer selection and performance review, as well as policies regarding succession in the case of an emergency or the retirement of the Chief Executive Officer.

31. Assessing the Board's Performance

The Board will conduct an annual self-evaluation in order to determine whether it and its committees are functioning effectively. The Nominating and Governance Committee will establish procedures to oversee the Board's annual self-evaluation.

32. Board Interaction with Shareholders, the Press, Customers, Etc.

The Chief Executive Officer and, as appropriate, designated members of senior management speak for the Company. Individual directors may, on occasion and with the knowledge of management, meet or otherwise communicate with interested parties. Absent unusual circumstances or as contemplated by the Committee charters, such communications will be made only at the request of management.

Interested parties who wish to make their concerns known by communicating directly with the presiding non-management director or with the non-management directors as a group, confidentially or otherwise, may do so in writing addressed to the attention of the Secretary.