ASTEC INDUSTRIES, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Dated February 23, 2024

Purpose

The Nominating and Corporate Governance Committee (the "Committee") is a standing committee of the Board of Directors (the "Board") of Astec Industries, Inc. (the "Company"). The primary purpose of the Committee is to assist the Board by identifying individuals qualified to serve on the Board and its committees; recommending the director nominees for election by the shareholders at the Company's annual meeting of shareholders; evaluating and recommending to the Board a set of corporate governance policies and principles (the "Guidelines"); providing oversight of the Company's Responsible Manufacturing strategies, initiatives, policies and reporting; and providing oversight generally over the corporate governance affairs of the Company.

Membership and Structure

A. **Members**. The Committee shall consist of at least three members. The then-current members of the Committee shall make recommendations for future appointments to the Committee, but the final appointment decision shall rest with the Board. The Committee Chair shall be designated by the members of the Board. The Board may, at any time, remove one or more directors as members of the Committee and may fill any vacancy on the Committee.

B. **Qualification**. The members of the Committee shall be independent directors appointed by the Board who meet the requirements of the Nasdaq listing standards.

C. **Meetings**. The Committee shall meet at least once per year. Other meetings may be held at the discretion of the Committee Chair. The Committee Chair shall preside at each meeting. In the event the Committee Chair is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

D. **Quorum; Action by Committee**. One-third of the members, but no fewer than two members, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members. Any decision or determination of the Committee reduced to writing and signed or approved by electronic mail (e-mail), facsimile or similar electronic media or device by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

E. **Agenda, Minutes and Reports**. The Committee Chair shall be responsible for establishing the agendas for the meetings. The Committee may invite to its meetings (or any portion thereof) any director or officer of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. Minutes for all meetings shall

be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee. In addition, the Committee shall make regular reports to the Board.

F. **Delegation**. The Committee may form and delegate authority to subcommittees comprised of one or more members of the Committee when appropriate.

Duties and Responsibilities

A. **Nominating Function**. At least annually, the Committee shall review with the Board the size and composition of the Board and the appropriate skills and characteristics required of members of the Board. While the full Board shall remain responsible for selecting nominees and recommending them for election by the shareholders, the Committee shall recommend to the full Board the director nominees for election by the shareholders. The Committee may also recommend to the full Board director candidates to be appointed to the Board during the course of the year.

The Committee is responsible for developing and implementing the screening process necessary to identify qualified candidates. As a part of its screening process, the Committee shall:

- evaluate a candidate's independence from the Company's management, principal shareholders and principal service providers and the effect of any relationships that might impair independence (*e.g.*, business, financial or family relationships with the Company's management or service providers);

- assess whether candidates possess the desired skills and characteristics set forth in the Guidelines; and

- consider candidates proposed by any director or by any shareholder, in accordance with procedures established by the Committee from time to time.

The Committee may determine the advisability of retaining any search firm or consultant to assist in the identification and evaluation of candidates for membership on the Board. The Committee has the sole authority to retain, at Company expense, and terminate any such search firm or consultant, including sole authority to approve the fees to be paid to such firm or consultant and all other retention terms.

B. **Board Committees**. The Committee shall recommend for approval by the Board the directors to serve as members of the Board's committees and the chairs of such committees. In making its recommendation, the Committee shall take into consideration (i) subject matter expertise, (ii) applicable SEC or Nasdaq requirements, (iii) tenure, and (iv) the desires of individual Board members.

C. **Director Resignations**. The Committee shall review and analyze the resignation tendered by a Director where a Director retires or otherwise changes his or her principal professional responsibility and recommend to the Board whether to accept or reject such Director resignation or take other action.

D. **Board Leadership Structure**. The Committee shall periodically review the Board's leadership structure, including whether the roles of Board Chair and Chief Executive Officer should be separated or held by one individual. If the Board Chair is not an independent director, then the Committee shall recommend to the Board a candidate for Lead Independent Director of the Board.

E. **Succession Planning**. At least annually, the Committee shall review and consider recommendations from the Board Chair and Chief Executive Officer regarding succession planning for the positions of Board Chair and Chief Executive Officer.

F. **Director Education and Orientation**. The Committee shall oversee the continuing education program for directors and the orientation program for new directors.

G. **Annual Performance Evaluations**. The Committee shall oversee the annual evaluation process for the Board and its Committees.

H. **Corporate Governance Function**. The Committee shall oversee and, from time to time, review (in light of emerging corporate governance trends, issues and best practices that may affect the business operations, performance or public image of the Company) the governance practices and policies of the Company, including the Guidelines, and suggest improvements to the Guidelines to the full Board. Such improvements, if adopted by the full Board, shall be incorporated into the Guidelines.

I. **Responsible Manufacturing Oversight Function**. The Committee shall, in conjunction with the Responsible Manufacturing Steering Committee:

- review and discuss with management the Company's Responsible Manufacturing strategy, initiatives and policies; and

- review and monitor the operational, regulatory and reputational risks and impacts of Responsible Manufacturing on the Company and provide insight and guidance with respect to the Company's management of such risks and impacts.

J. **Code of Conduct and Ethics**. The Committee shall receive recommendations from the Compliance Officer or General Counsel, as applicable, regarding any updates to the Code of Conduct and Ethics as the Compliance Officer or General Counsel, as applicable, deems necessary. The Committee shall also receive reports periodically from the Compliance Officer or General Counsel, as applicable, on the implementation and effectiveness of the Code of Conduct and Ethics and other compliance matters.

K. **Other Activities**. The Committee shall perform any other activities consistent with this Charter, the Company's Charter and Bylaws and applicable laws and regulations as the Committee or the Board deems appropriate.

L. **Committee Access and Information; Independent Advisors**. The Committee is authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purpose. The Committee has the authority to conduct any investigation appropriate to fulfilling its

responsibilities and to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

M. **Review of Charter**. The Committee shall, at such times as it deems appropriate, review and reassess the adequacy of this Charter.

N. **Miscellaneous**. Neither the scope of this Charter, the detail of activities contained herein nor the service of a Board member on the Committee shall operate to expand or enhance the degree of care or diminish any protections or limitation of liability otherwise applicable to the duties of a member of the Board of Directors under Tennessee law. Consistent with the Tennessee General Corporation Act, each member of the Committee shall, in the performance of such member'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 of Directors or by any other person as to matters the member 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.