

CHARTER

NOMINATION AND GOVERNANCE COMMITTEE

PURPOSE

The primary function of the Nomination and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of L.B. Foster Company (the “Corporation”) is to oversee and recommend to the Board for approval the Corporation’s governance policies and objectives.

I. Nominations and Governance.

This Committee's goals and responsibilities with respect to the nomination of directors and corporate governance shall be:

- a. *Identification of individuals with the requisite skills and characteristics to be qualified to serve as members of the Board.* As part of this process, this Committee shall endeavor to create a Board consisting of individuals who are financially literate and whose experiences and backgrounds will enable the Board to provide meaningful counsel to and oversight of management including, without limitation, possession of such knowledge, experience, skills, diversity, expertise, integrity, ability to make independent analytical inquiries, understanding of the Corporation’s strategies and global business environment and willingness to devote adequate time and effort to Board responsibilities so as to enhance the Board’s ability to oversee and direct the affairs and business of the Corporation. This Committee shall recommend for approval by the Board, nominees who will create or maintain a Board that satisfies applicable legal and regulatory requirements. The Committee also shall recommend for approval by the Board, a candidate for Chairperson of the Board.

The Committee shall recommend to the full Board the slate of directors to be nominated for election at the annual meeting of shareholders or individual directors to be elected to fill vacancies between such annual meetings, consistent with the Corporation’s Bylaws.

The Committee shall nominate, subject to approval by the Board, candidates for the Board’s committees, which nominations shall include proposed Chairpersons of each of the Board’s committees.

The Committee shall consider any director nominees recommended by the Corporation’s shareholders, provided that such nominations are made pursuant to the procedures set forth in the Corporation’s Bylaws and the

applicable provisions of the Securities Exchange Act of 1934, as amended. This Committee will conduct appropriate inquiries into the background and qualification of possible candidates, and shall actively recruit qualified individuals.

The Committee periodically shall review the suitability of each directors' continuation on the Board. In connection with its oversight and focus on director refreshment, the Committee shall periodically review director skills, diversity, and tenure in order to confirm that the directors possess the ability to effectively address such issues, identify any gaps, and formulate plans to address the same.

Oversight of the corporate governance of the Corporation, advising the Board and its committees on effective management and leadership. In this regard, this Committee shall:

- b.
 - i. Periodically review the Corporation's Articles of Incorporation, Bylaws, Corporate Governance Guidelines, this Charter, the charters of the other committees of the Board, the Legal and Ethical Conduct Policy and/or other corporate governance documents and, if the Committee deems it appropriate, recommend to the Board suitable changes to such documents. Such review shall consider, without limitation,
 - a. the structure, duties, size, membership and functions of the Board and its committees; and
 - b. the format and frequency of meetings of the Board and its committees.
 - ii. Consider and advise the Board and the Audit Committee with respect to questions of actual, apparent and possible conflicts of interest of directors and officers of the Corporation. Such activities shall include a review of the outside activities of directors and officers. Each director and officer of the Corporation shall be obligated to bring to this Committee's attention, any actual, apparent or possible conflict of interest.
 - iii. Develop, implement and oversee a process for the periodic evaluation of the Board and its committees and, without limitation upon request of the Board, review performance, qualification, and other related issues concerning Board members.

- iv. Monitor compliance with the stock ownership guidelines for the Corporation's non-employee directors.
 - v. Periodically review executive officer and director indemnification and insurance matters.
 - vi. Oversee the directors' continuing education, disseminate continuing education materials collected by directors, and provide time for directors to discuss issues and best practices addressed in seminars or programs with the other directors on a regular basis.
 - vii. Periodically review the compensation arrangements of non-employee directors, and make recommendations to the Board for changes as deemed appropriate.
 - viii. Annually evaluate the allocation of risk oversight duties among the Board and its committees by reviewing the structure and function of the Board committees.
 - ix. Oversee, through direct work of the Committee or through participation in or cooperation with any *ad hoc*, special, or select committee which may be established by the Board, the Corporation's policies and strategies submitted to the Committee by management that are related to matters of the environmental impact of the Corporation's operations, the Corporation's sustainability practices, and corporate responsibility initiatives undertaken by the Corporation and consider related risks.
- c. *Regularly reporting its activities to the Board.*
 - d. *Performing such other responsibilities as may be delegated to it by the Board.*

II. Committee Powers.

This Committee shall have the following powers:

- a. To retain or terminate any search firm to be used to identify director candidates, including the authority to approve the search firm's fees and other retention terms.
- b. To obtain advice and assistance from internal or external legal, accounting or other advisors and to have direct access to such advisors without the presence of any officer of the Corporation.

- c. To interview and meet with any employee of the Corporation without the presence of any officer of the Corporation.
 - d. To delegate authority, duties and responsibilities (or functions) to one or more members of the Committee or the Board, and/or to the Corporation's officers, when appropriate, but no such delegation shall be permitted if the authority is required by law, regulation, or listing standard to be exercised by the Committee as a whole or is otherwise prohibited by law, regulation or listing standard.
 - e. Such other powers as may be necessary or appropriate to fulfill its purposes.
- III. Meetings.** This Committee shall meet at least two times a year, or more frequently as circumstances dictate. A majority of the members of this Committee shall constitute a quorum for the transaction of business. The agenda of each Committee meeting shall be established by the Chairperson with the assistance of the Corporate Secretary, the Corporation's Human Resources Department or other persons selected by the Chairperson.
- IV. Members.** This Committee will consist of at least three (3) independent directors, as determined by the Board, each of whom shall satisfy the independence and other membership requirements under applicable Nasdaq Stock Market ("Nasdaq") rules, as then in effect, and any applicable Securities and Exchange Commission rules or regulations. The Board shall affirmatively determine that each independent director has no relationship with the Corporation that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board may remove any member from the Committee at any time with or without cause.