

CONSTRUCTION PARTNERS, INC. CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of Construction Partners, Inc. (the “**Company**”) has adopted these corporate governance guidelines to promote the effective functioning of the Board and its committees.

Role of the Board

The Board’s fundamental responsibility is to promote the best interests of the Company and its stockholders by overseeing the management of the Company’s business and affairs. Directors must exercise their business judgment and act in what they reasonably believe to be the best interests of the Company and its stockholders.

The Company’s business is conducted by its employees, managers and officers, under the direction of the Chief Executive Officer (the “**CEO**”) and the oversight of the Board. The Board is elected by the stockholders to oversee management and to assure that the long-term interests of the stockholders are being served. Directors must fulfill their responsibilities consistent with their fiduciary duties to stockholders and in compliance with applicable laws and regulations.

Board Composition and Selection; Director Qualifications

1. **Board Size.** The Board believes six to twelve members is an appropriate size based on the Company’s current business and operations. The Board periodically evaluates whether a larger or smaller number of directors would be preferable.

The Board will determine the appropriate size of the Board within the requirements set forth in the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws (the “**Bylaws**”).

2. **Selection of Board Members.** Directors may be nominated by the Board or by stockholders in accordance with the Company’s Bylaws. The Nominating and Corporate Governance Committee will review all nominees for the Board, including proposed nominees of stockholders, in accordance with its charter. In evaluating the suitability of candidates, the Board and the Nominating and Corporate Governance Committee take into account many factors, including the nominee’s judgment, experience, independence, character, business acumen and such other factors as the Nominating and Corporate Governance Committee concludes are pertinent in light of the current needs of the Board. The Board believes that its membership should reflect a diversity of experience, gender, race, ethnicity and age. The Nominating and Corporate Governance Committee will select qualified nominees and review its recommendations with the Board, which will decide whether to invite the nominees to join the Board. When evaluating the suitability of an incumbent director for nomination or re-election, the Board and the Nominating and Corporate Governance Committee also consider the director’s past performance, including attendance at meetings and participation in and contributions to the activities of the Board. The Chairman of the Board should extend the Board’s invitation to join the Board.

3. **Determination of Independence.** The Board will annually review and determine the independence of each director. In making its determination, the Board will carefully consider all facts and circumstances it deems relevant to the determination. Board members have an affirmative obligation to promptly inform the Board of changes in their circumstances or any transactions or relationships that may impact their designation by the Board as “independent.”
4. **Selection of Chairman and CEO; Lead Independent Director.** The Board believes that whether to have the same person occupy the offices of Chairman of the Board and CEO should be decided by the Board from time to time, in its business judgment after considering relevant circumstances.

If the positions of CEO and Chairman of the Board are combined, the independent members of the Board will annually select an independent director to serve as Lead Director. The Lead Director has the authority to call meetings of the independent directors. The Lead Director’s duties include presiding at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions of the independent directors, serving as a liaison between the Chairman of the Board and the independent directors, approving the agenda, the supporting materials to be sent to the Board in preparation for meetings and the scheduling of Board meetings to ensure that there is sufficient time for discussion of all agenda items, and serving as a liaison between the Board and stockholders on investor matters. The Lead Director shall also be available for consultation and direct communication with major stockholders as appropriate.

5. **Term Limits.** The Board does not believe it should limit the number of terms for which an individual may serve as director. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with, and understanding of, the Company’s history, policies and objectives. However, to ensure that the Board remains composed of experienced and effective members, the Nominating and Corporate Governance Committee will evaluate the qualifications and performance of each incumbent director before recommending the nomination of that director for an additional term.
6. **Retirement.** Employee directors, including the CEO, must retire from the Board at the time of a change in their status as an officer of the Company, unless the policy is waived by the Board.
7. **Other Directorships.** Due to the substantial time commitment required of directors, directors may serve on the boards of other public companies only to the extent that, in the judgment of the Board, such services do not detract from the director’s ability to devote the necessary time and attention to the Company. A director should advise the Chairman of the Board and the chairperson of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company’s board.

Without specific approval from the Board, no director may serve on more than five public company boards (including the Company's Board) and no member of the Audit Committee may serve on more than three public company audit committees (including the Company's Audit Committee). Any Audit Committee member who serves on more than three public company audit committees will be subject to the Board's determination that the member is able to effectively serve on the Company's Audit Committee.

8. **Committees of the Board.** The Board has three standing committees: an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The Board may add new committees or remove existing committees as it deems advisable in the fulfillment of its responsibilities. Each committee will perform its duties as assigned by the Board in compliance with the Company's Bylaws and such committee's charter.

Each of the standing committees will have its own written charter. The charter will set forth the responsibilities, duties and authorities of each committee, the qualifications and procedures of each committee and how the committee will report to the Board. Each committee member must satisfy the membership requirements set forth in the relevant committee charter. At least annually, each committee will conduct an evaluation of its performance and effectiveness.

The chairperson of each committee will determine the frequency of committee meetings, consistent with the committee's charter and the Company's needs.

Board Observer Rights

1. **Voting.** Board observers are not permitted to vote on any matter.
2. **Dismissal.** Board observers may be dismissed at any time from meetings of any committee or subcommittee of the Board, including executive sessions of the Board, at the discretion of the chairperson of such meeting.

Board Meetings; Director Responsibilities

1. **Board Meetings and Agenda.** The Board will hold regularly scheduled meetings at least 4 times a year and will hold additional meetings as necessary. The Chairman of the Board will set the agenda for each Board meeting, taking into account suggestions from other members of the Board. Any director may raise a subject that is not on the agenda at any meeting.

Information relevant to a director's understanding of matters to be addressed at a Board or committee meeting will be provided sufficiently in advance of meetings to the extent practicable to allow directors to prepare for discussion of the items at the meeting.

Directors are expected to prepare for and attend all meetings of the Board and the committees on which they serve. Directors are encouraged to attend the Company's annual stockholder meeting.

2. **Access to Management and Advisors.** Directors shall have complete access to the officers, employees and books and records of the Company, as needed to fulfill their oversight responsibilities. The Board may establish a protocol for such access. Any meetings that a director wishes to initiate with officers or employees outside of regularly scheduled meetings should be coordinated through the Chairman of the Board or the Secretary of the Company.

The Board welcomes the regular attendance of senior management of the Company at Board meetings. The Board encourages senior management to, from time to time, invite Company personnel to Board meetings where their presence and expertise would help the Board have a full understanding of matters being considered.

3. **Executive Sessions.** Independent directors will meet in regular executive sessions without management present.
4. **Director Orientation and Education.** All new directors must participate in an orientation program, which should be conducted as soon as reasonably practicable after the meeting at which such new director is elected. The orientation will include presentations by senior management to familiarize new directors with the Company's business and strategic plans, significant financial, accounting and risk management issues, compliance programs, Code of Business Conduct and Ethics, Board procedures, principal officers and internal and independent auditors. The orientation program may also include visits to certain of the Company's facilities, to the extent practical. The Company will facilitate the participation of directors in relevant continuing education programs. All directors are invited to participate in the orientation and continuing education programs.
5. **Annual Performance Evaluations.** At least annually, the Board and its committees will evaluate their performance and effectiveness.

The Nominating and Corporate Governance Committee will lead the Board through an annual self-evaluation process to determine whether the Board and its committees are functioning effectively. As soon as practicable following completion of each annual self-evaluation, the Nominating and Corporate Governance Committee will report the results of the self-evaluation process to the Board.

Each committee will conduct an annual self-evaluation and report the results to the Nominating and Corporate Governance Committee for further report to the Board. Each committee's evaluation should compare the performance of the committee with the requirements of its written charter.

6. **Succession Planning.** The Board will regularly review leadership development initiatives and short- and long-term succession plans for the CEO and other senior management positions, including in the event of unanticipated vacancies in those offices.
7. **Director Compensation.** The form and amount of director compensation shall be determined by the Compensation Committee in accordance with the policies and principles set forth in its charter and then recommended to the Board for action. In determining compensation, the Compensation Committee will take into consideration the responsibilities of the directors and the fees and other forms of compensation being paid by other corporations comparable to the Company. Stock in the Company should be a significant portion of director compensation.

Directors who are also employees of the Company or its subsidiaries receive no separate compensation for serving as directors or as members of Board committees.

8. **Shareholder Communications with the Board.** Interested parties may contact an individual director, the Board as a group, or a specified Board committee or group, including the independent directors as a group, by any one of the following means:

- Mail: Construction Partners, Inc., 290 Healthwest Dr., Dothan, Alabama 36303
- E-mail: bbruce@suntx.com

Each communication should specify the applicable addressee(s) to be contacted, as well as the general topic of the communication. The Secretary of the Company will initially receive and process communications before forwarding them to the addressee.

9. **Board Communications with Third Parties.** The Board believes that management speaks for the Company. Individual Board members may from time to time, at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board.
10. **Confidentiality.** The Board recognizes the need to maintain the confidentiality of, and protect from disclosure, all non-public information entrusted to or obtained by a director by reason of his or her position as a director of the Company (“*Confidential Information*”). Confidential Information includes, but is not limited to:
 - non-public information about the Company’s financial condition, prospects or plans, its marketing and sales programs and research and development

information, as well as information relating to mergers and acquisitions, stock repurchases and divestitures;

- non-public information concerning possible transactions with other companies or information about the Company's customers, suppliers or joint venture partners that the Company is under an obligation to maintain as confidential; and
- non-public information about discussions and deliberations relating to business issues and decisions between and among employees, officers and directors, as well as individual comments and observations by employees, officers and directors and information relating to Board dynamics and relationships.

Safeguarding Confidential Information and protecting it against unauthorized disclosure is consistent with the Board's fiduciary duties of care and loyalty.

Except when disclosure is legally required or specifically authorized by the Board, a director shall not, either during or after his or her service as a director:

- disclose Confidential Information to any person or entity outside the Company (including, without limitation, the principals or employees of any entity that employs the director or that has sponsored the director's election to the Board); or
- use Confidential Information for the personal benefit of a director, employee or any person or entity outside of the Company.