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AMS Industries, Inc.

ESG Steering Committee & Sub Committees (Working Groups)

Purpose

The purpose of the Environmental, Social and Governance (ESG) Steering Committee is to support the company's on-going commitment to environmental, health & safety, corporate social responsibility, corporate governance, sustainability, and other relevant policy matters.

The ESG Steering Committee will assist the Chief Executive Officer (CEO) in (a) setting general strategy relating to ESG matters, (b) developing, implementing, and monitoring initiatives and policies based on that strategy, (c) crafting communications to the board of directors, corporate leadership, employees, clients and vendors with respect to ESG matters, and (d) monitoring and assessing developments relating to, and improving the company's understanding of ESG matters.

Committee Membership

The CEO will approve the members of the ESG Steering Committee, the committee Chairperson and as needed a Co-chairperson. The ESG Committee will include officers and employees the CEO deems appropriate, taking into account such employee's expertise in relevant and varied disciplines, including but not limited to environmental, health & safety, operations, legal, government affairs, corporate governance, finance, human resources, training & development and communications.

To the extent practical, membership shall include representatives from corporate, construction, client services, shop operations and field operations. Both ESOP and CBA employees shall be invited to participate.

Identified members shall agree to serve an initial term of not less than 18 months with some serving an initial term of 24 months. When a term concludes, members that do not wish to continue shall be excused from the committee and the CEO & Chairperson shall solicit new members.

Committee Meeting

The ESG Steering Committee shall meet as often as it determines necessary or appropriate to meet its objectives, but no less frequent than monthly. The Chairperson of the committee, in consultation with other committee members, shall determine the frequency and length of the committee meetings. The Chairperson of the committee, or his or her designee, is responsible for scheduling and setting the meeting agendas.



The CEO shall be invited to committee meetings on a quarterly basis, the focus of these meetings shall be specific to reviewing CEO strategies, expectations, information needs for Board of Directors reporting and to update the CEO on committee progress.

The ESG Steering Committee may ask other officers and employees of the company to attend meetings to provide pertinent information as required.

Sub Committees (Working Groups)

Periodically, the ESG Steering Committee will require assistance with specific projects required to meet short and long-term objectives. To facilitate this, the committee shall form sub committees (working groups) that will have a specific charter and term. These sub committees shall be chaired by a member of the ESG Steering Committee, and its members shall be comprised of officers and employees of the company that are not directly affiliated with the ESG Steering Committee.

Other Duties & Responsibilities

1. The ESG Steering Committee Chairperson, in conjunction with the CEO shall facilitate the making of regular reports to the Board of Directors.
2. Assist the CEO in overseeing internal and external communications regarding the Company's position or approach to ESG matters.
3. Consider and bring to the attention of the CEO, current and emerging ESG matters that may affect the business, operations, performance or public image of the company or are otherwise pertinent to the company and its stakeholders. Make recommendations on how the company's policies, practices and disclosures can adjust to or address current ESG matters.
4. Advise the CEO on ESOP members or CBA field employee concerns relating to ESG matters.
5. Review and assess this Charter annually and recommend any proposed changes for approval.
6. The ESG Steering Committee shall be granted authority to enlist the services of third party consulting firms as it deems necessary.