



## GRANITE CONSTRUCTION INCORPORATED BOARD OF DIRECTORS NOMINATION POLICY

### I. Evaluation Criteria and Procedures

Members of the Board of Directors of Granite Construction Incorporated are divided into three classes and are nominated for election for three-year terms. The Board of Directors, its members, its committee structure and performance are reviewed on an annual basis. Included in this review is a careful evaluation of the mix of skills and experience of the directors weighed against the Company's current and emerging operating and strategic challenges and opportunities. These evaluations are generally made on the basis of observations and responses to surveys, questionnaires and evaluation forms circulated to directors annually.

Current directors whose performance, capabilities, and experience meet the Company's expectations and needs are nominated for reelection in the year of their term's completion. In accordance with the Company's Corporate Governance Guidelines, (1) for any individual who became a director before 2021, no individual will be re-nominated if the nominee's 72<sup>nd</sup> birthday occurs prior to the annual meeting of stockholders in the year of re-nomination or (2) for any individual who became a director during or after 2021, no individual will be re-nominated and no proposed candidate will be nominated if the nominee's 75<sup>th</sup> birthday occurs prior to the annual meeting of stockholders in the year of re-nomination or nomination.

Each member of the Board of Directors must meet a set of core criteria, referred to as the "three C's": Character, Capability, and Commitment. The Company was founded by persons of outstanding character, and it is the intention of the Company to ensure that it continues to be governed by persons of high integrity and worthy of the trust of its stockholders. Further, the Company intends to recruit and select persons whose capabilities, including their educational background, their work and life experiences, their diversity of experiences and perspectives, and their demonstrated records of performance will have the balance of expertise and judgment required for the Company's long-term performance and growth. Finally, the Company will recruit and select only those persons who demonstrate that they have the commitment to devote the time necessary to appropriately discharge their responsibilities and to prepare for and, to the extent possible, attend and participate in all meetings of the Board of Directors and committees on which they serve.

In addition to the three C's the director recruitment and selection process assures that the composition of the Board of Directors meets all of the relevant standards for independence and specific expertise. For each new recruitment process, a set of specific criteria is determined by the Nominating and Corporate Governance Committee with the assistance of the Chairman of the Board of Directors and, in certain circumstances, a search firm. These criteria may specify, for example, the type of industry or

geographic experience that would be useful to maintain and improve the balance of skills and knowledge on the Board of Directors. After the search criteria are established, appropriate candidates are sought out, including through contacts of the current directors and officers and in certain circumstances the use of a search firm. The credentials of a set of qualified candidates provided by the search process are submitted for screening by the Nominating and Corporate Governance Committee, the Chairman of the Board of Directors and the Chief Executive Officer. Based on this review, the Nominating and Corporate Governance Committee invites the top candidates for personal interviews with the Committee and others as appropriate.

Normally, the search, review, and interview process results in a single nominee to fill a specific vacancy. However, a given search may be aimed at producing more than one nominee and the search for a single nominee may result in two candidates of such capability and character that both might be nominated.

It is the Company's intention that this search and nomination process consider qualified candidates referred by a wide variety of sources, including all of the Company's constituents – its customers, employees, stockholders, and members of the communities in which it operates. The Nominating and Corporate Governance Committee is responsible for assuring that relevant sources of potential candidates have been canvassed.

## **II. Stockholder Recommendation and Direct Nomination of Director Candidates**

The Company will review and consider for nomination any candidate for membership to the Board of Directors recommended by a stockholder of the Company, in accordance with the evaluation criteria and selection process described above. Stockholders wishing to recommend a candidate for consideration in connection with an election at a specific annual meeting should notify the Company well in advance of the meeting date to allow adequate time for the review process and preparation of the proxy statement, and in no event later than the date specified below with respect to direct nominations.

In addition, the Company's bylaws provide that any stockholder entitled to vote in the election of directors may directly nominate a candidate or candidates for election at a meeting provided that timely notice of his or her intention to make such nomination is given. To be timely, a stockholder nomination for a director to be elected at an annual meeting must be received by the Company not less than 120 days in advance of the date that the proxy statement for the previous year's annual meeting was released to stockholders and must contain the information and comply with the requirements specified in the bylaws.