

## **DISCLOSURE COMMITTEE CHARTER**

### **I. Purpose**

It is the policy of Vulcan Materials Company (the “Company”) that all disclosures made by the Company to its security holders or the investment community should be accurate and complete and fairly present the Company’s financial condition and results of operations in all material respects, and should be made on a timely basis as required by applicable laws and stock exchange requirements.

The Disclosure Committee (the “Committee”) shall have responsibility for oversight of the accuracy and timeliness of the disclosures made by the Company by being responsible for the following tasks:

- Design and establish controls and other procedures (which may include procedures currently used by the Company) that are designed to ensure that (1) information required by the Company to be disclosed to the Securities and Exchange Commission (“SEC”) and other written information that the Company will disclose to the investment community is recorded, processed, summarized and reported accurately and on a timely basis, and (2) information is accumulated and communicated to management, as appropriate to allow timely decisions regarding such required disclosure (“Disclosure Controls”).
- Monitor the integrity and effectiveness of the Company’s Disclosure Controls.
- Review and supervise the preparation of the Company’s (i) periodic and current reports, proxy statements, information statements, registration statements and any other information filed with the SEC, (ii) press releases containing financial information, earnings guidance, information about material acquisitions or dispositions or other information material to the Company’s securities holders, and (iii) correspondence containing financial information broadly disseminated to shareholders (collectively, the “Disclosure Statements”) and review disclosure policies for financial information displayed on the Company’s corporate/investor relations website.
- Evaluate the effectiveness of the Company’s Disclosure Controls prior to the filing of the Company’s Annual Report on Form 10-K and each Quarterly Report on Form 10-Q (collectively, the “periodic reports”).
- Report to and consult with the Company’s Board of Directors and its Audit Committee as needed.

In discharging its duties, the Committee shall have full access to all Company books, records, facilities and personnel, including the internal auditors.

## **II. Organization**

The membership of the Committee shall initially consist of the Company's Chairman and Chief Executive Officer, Chief Financial Officer, Senior Vice President and General Counsel, Senior Vice President, Business Development, and Controller, or in their absence, their designated representatives. Such members may be replaced, or new members added, at any time and from time to time. The Committee may designate two or more officers, at least one of whom shall be an attorney knowledgeable about SEC rules and regulations with respect to disclosure and at least one of whom shall be either the Chief Financial Officer or Controller, who can, acting together, approve Disclosure Statements (other than periodic reports) when time does not permit the full Committee to meet.

The Chairman and Chief Executive Officer shall be the Chair of the Committee, and the Senior Vice President and General Counsel shall be the Secretary of the Committee. The Chair shall be responsible for scheduling and presiding over meetings and preparing agendas. Any question of interpretation of this charter or the Committee's procedures shall be determined by the Chair. The Committee shall meet at least quarterly in conjunction with the quarterly Financial Certification Meeting, or more often as determined by the Committee. The Secretary shall prepare minutes of such meetings and provide the minutes to the Audit Committee on a quarterly basis.

## **III. Other Responsibilities**

The Committee shall review and reassess this Charter periodically and recommend any proposed changes to the Board of Directors for approval.