

DIRECTOR INDEPENDENCE CRITERIA
(Vulcan Materials Company)

In accordance with NYSE listing standards, the Board must determine that a director does not have any direct or indirect material relationship with the Company. In making this determination, a director shall be considered independent if he or she:

- (a) has not been an employee of the Company, or any of its consolidated subsidiaries, during the last three years;
- (b) has not received more than \$120,000 per year in direct compensation from the Company, or any of its consolidated subsidiaries, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service) during any twelve-month period within the last three years;
- (c) has not during the last three years personally performed legal or professional services for the Company in an amount more than \$10,000;
- (d) is not a current partner or employee of the Company's independent auditor and has not been employed by the present or former independent auditor of the Company and personally worked on the Company's audit during the last three years;
- (e) during the last three years, has not been part of an interlocking directorate in which an executive officer of the Company, or any of its consolidated subsidiaries, served on the compensation committee of another company that concurrently employs the director;
- (f) is not, and has not been in the past three years, an executive officer or an employee of another company (exclusive of charitable organizations) that makes payments to, or receives payments from, the Company, or any of its consolidated subsidiaries, for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1,000,000 or 2% of the consolidated gross revenues of such other company;
- (g) has no immediate family member who is, or has been within the last three years, an executive officer of the Company, or any of its consolidated subsidiaries;
- (h) has no immediate family member meeting any of the criteria set forth in (b)-(f); except with respect to item (d) in which case an immediate family member may be an employee (not a partner) of the independent auditor so long as such family member does not personally work on the Company's audit; and
- (i) has no other material relationship with the Company, or any of its consolidated subsidiaries, either directly or as a partner, shareholder, director or officer of an

organization that has a material relationship with the Company or any of its consolidated subsidiaries.

In making a determination regarding a director's independence, the Board shall consider all relevant facts and circumstances, including the director's commercial, industrial, banking, consulting, legal, accounting, and charitable relationships, and such other criteria as the Board may determine from time to time.