October 20, 2026

CHARTER

NOMINATION AND GOVERNANCE COMMITTEE

PURPOSE

The primary function of the Nomination and Governance Committee (the "Committee") of the Board of Directors (the "Board") of L.B. Foster Company (the "Company") is to oversee and recommend to the Board for approval the Company's governance policies and objectives.

I. Nominations and Governance.

a. *Nomination of Directors*. The Committee shall:

i. Assist with Board succession planning by identifying individuals qualified to become Board members, and recommending to the Board the director nominees whenever new directors are to be appointed or elected, whether at the next annual meeting of shareholders or otherwise.

ii. Endeavor to create a Board consisting of individuals whose experiences and backgrounds will enable the Board to provide meaningful counsel to and oversight of management including, without limitation, possession of such knowledge, experience, skills, expertise, integrity, financial acumen, ability to make independent analytical inquiries, understanding of the Company's strategies and global business environment and willingness to devote adequate time and effort to Board responsibilities so as to enhance the Board's ability to oversee and direct the affairs and business of the Company, in conformity with applicable legal and regulatory requirements.

iii. Recommend for approval by the Board a candidate for Chairperson of the Board.

iv. Review qualifications of individuals suggested as potential candidates for director of the Company, including candidates suggested by shareholders, and consider for nomination any of such individuals who are deemed qualified.

v. Reviewing the independence of the members of the Board and its various committees on a periodic basis and make any recommendations to the Board that the Committee deems appropriate regarding any recommended changes in the composition or membership of the Board, or any of its committees;

vi. Review formal shareholder nominations for director candidates consistent with the Company's Amended and Restated Bylaws (the "Bylaws"), applicable state law, and applicable federal securities laws.

vii. Recommend to the full Board the slate of directors to be nominated for election at the annual meeting of shareholders or individual directors to be elected to fill vacancies between such annual meetings, consistent with the Company's Bylaws.

viii. Nominate, subject to approval by the Board, candidates for the Board's committees, which nominations shall include proposed Chairpersons of each of the Board's committees.

ix. Periodically shall review the suitability of each directors' continuation on the Board, including a periodic review of director skills, understanding of the issues facing the Company from time to time, background, qualifications, engagement, and tenure.

x. Review requests by directors to accept a seat on any additional company board and refer the matter to the Board with the Committee's recommendation whether exception to such request should be taken.

xi. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such independent counsel, consultants, advisors and search firm and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties.

b. *Corporate Governance Oversight*. The Committee shall:

i. Periodically review the Company's Articles of Incorporation, Bylaws, Corporate Governance Guidelines, this charter, the charters of the other committees of the Board, the Legal and Ethical Conduct Policy and/or other corporate governance documents and, if the Committee deems it appropriate, recommend to the Board suitable changes to such documents. Such review shall consider, without limitation, the structure, duties, size, membership and functions of the Board and its committees.

ii. Consider and advise the Board and the Audit Committee with respect to questions of actual, apparent and possible conflicts of interest of directors and officers of the Company, provided that the Audit Committee retains responsibility for the approval of any related party transactions.

iii. Review and approve, as appropriate, any requests from employee directors and "officers" (as such term is defined in Rule 16a-1(f) of the Securities Exchange Act of 1934 ("Section 16 Officers")), regarding their appointment or election to any outside for-profit boards of directors. Each officer of the Company shall be obligated to bring to this Committee's attention any actual, apparent or possible conflict of interest.

iv. Develop, implement and oversee a process for the annual evaluation of the Board and its committees and, without limitation upon request of the Board, review performance, qualification, and other related issues concerning Board members.

v. Monitor compliance with the stock ownership guidelines for the Company's non-employee directors.

vi. Periodically review executive officer and director indemnification and insurance matters.

vii. Oversee the directors' continuing education, disseminate continuing education materials collected by directors, and provide time for directors to discuss issues and best practices addressed in seminars or programs with the other directors on a regular basis.

viii. Periodically review the compensation arrangements of non-employee directors, and make recommendations to the Board for changes as deemed appropriate.

ix. Annually evaluate the allocation of risk oversight duties among the Board and its committees by reviewing the structure and function of the Board committees.

x. Oversee, through direct work of the Committee or through participation in or cooperation with any *ad hoc*, special, or select committee which may be established by the Board, the Company's policies and strategies submitted to the Committee by management that are related to the Company's corporate social responsibilities that are within the Company's purview and consider related risks.

c. The Committee shall also perform such other responsibilities as may be delegated to it by the Board.

II. Committee Powers.

This Committee shall have the following powers:

a. To retain or terminate any search firm to be used to identify director candidates, including the authority to approve the search firm's fees and other retention terms.

b. To obtain advice and assistance from internal or independent counsel, consultant, advisors or search firm and to have direct access to such advisors without the presence of any officer of the Company.

c. To interview and meet with any employee of the Company without the presence of any officer of the Company.

d. To delegate authority, duties and responsibilities (or functions) to one or more members of the Committee or the Board, and/or to the Company's officers, when appropriate, but no such delegation shall be permitted if the authority is required by law, regulation, or listing standard to be exercised by the Committee as a whole or if such delegation is otherwise prohibited by law, regulation or listing standard.

e. Such other powers as may be necessary or appropriate to fulfill its purposes.

III. Meetings. This Committee shall meet at least two times a year, or more frequently as circumstances dictate. A majority of the members of this Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of this Committee. In lieu of a meeting, the Committee may act by unanimous written consent of its members. Special meetings may be called by either the Chair of the Board or the Chair of the Committee. The agenda of each Committee meeting shall be established by the Chairperson with the assistance of the Corporate Secretary, the Company's Human Resources Department or other persons selected by the Chairperson. In lieu of a meeting, the Committee may act by unanimous written consent of its members.

IV. Members. This Committee will consist solely of three (3) or more independent directors each of whom the Board has affirmatively determined satisfies the independence under applicable Nasdaq Stock Market ("Nasdaq") rules, as then in effect. The Board may remove any member from the Committee at any time with or without cause. Vacancies shall be filled or members removed by the vote of a majority of the full Board. In the event of a vacancy, remaining members may act in a manner consistent with the Bylaws.

V. Committee Evaluation. The annual Board self-evaluation will include an evaluation of the Committee's performance and effectiveness.

VI. Committee Reports. As necessary, the Chairperson of the Committee will report to the full Board on the Committee's activities, findings, recommendations, and any recommended changes to the Committee's charter.

VII. Resources. The Committee will be provided with the necessary resources (both internal and external) to carry out its duties. The Committee also has the authority, in its sole discretion, to: (i) retain and oversee the work of outside advisors, including legal counsel, auditors, or other experts, as it deems appropriate; (ii) approve the fees and expenses of such advisors with funding provided by the Company; and (iii) incur such other ordinary administrative expenses as are necessary or appropriate in carrying out its duties.

VIII. Annual Review of Charter. The Committee shall review and reassess the adequacy of this Charter on an annual basis.

A current copy of this charter shall be posted to the Company's website.