October 20, 2026

CHARTER

COMPENSATION COMMITTEE

I. PURPOSE

The primary function of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of L.B. Foster Company (the "Company") is to approve and oversee and, recommend, as deemed appropriate or advisable, to the Board for approval, the Company's compensation policies and practices for officers[1] as described below.

II. COMPENSATION

The Committee shall have the following authority and responsibilities with respect to compensation:

a. Review for reasonableness, and determine and approve the compensation of all the executive officers of the Company, including, without limitation, salary adjustments, bonus and equity incentive compensation and all other material matters relating to the compensation and employment conditions of executive officers and, with respect to the compensation and employment conditions of the Chief Executive Officer ("CEO"), present such matters together with its recommendation for ratification by the Board. The Committee shall also approve all material components of executive officers' compensation and terms of employment prior to the extension of any offer. The CEO will not be present during voting or deliberations on his or her own compensation;

b. In evaluating compensation, consider the results of the most recent shareholder advisory vote on executive compensation ("say-on-pay" vote) required by Section 14A of the Exchange Act.

c. Establish the goals for, and evaluate the performance of, the CEO and other officers of the Company;

d. At periodic intervals (but at least annually), compare the competitive position of the Company's salaries, bonuses, equity incentive compensation and employee benefits for officers with similar companies' compensation programs and determining what, if any, changes may be appropriate;

e. Approve the grant of stock options and/or other stock-based awards to officers of the Company pursuant to the Company's incentive compensation plans and equity-based plans;

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[1] For purposes of this charter, the term "officer" or "executive officer" means any officer of the Company within the meaning of Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), by the Committee and/or the Board.

f. Delegate to the CEO, in a manner consistent with the Company's plans and applicable law, the authority to review and grant equity awards to eligible employees who are not officers of the Company;

g. Review and make recommendations to the Board with respect to the Company's policies and practices related to the timing of incentive compensation and stock-based awards;

h. Oversee management's responses to any shareholder proposal relating to executive compensation;

i. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommending to the Board that the CD&A and related executive compensation information be included in the Company's proxy statement and/or Annual Report on Form 10-K and prepare the Compensation Committee Report that is required to be included in the Company's proxy statement and/or Annual Report on Form 10-K;

j. Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, reviewing and discussing at least annually the relationship between risk management policies and practices and compensation, and evaluating compensation policies and practices that could mitigate any such risk;

k. Monitor the applicable officers' compliance with the Stock Ownership Policy of the Company;

l. Review, 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, matters relating to human capital resources, including any human capital measures or objectives that management focuses on to address the attraction, development, and retention of personnel, and provide guidance to the Board and management on these matters as the Committee deems appropriate;

m. Review and determine the comparator group(s) and criteria used for benchmarking executive compensation levels;

n. Administer the Company's Amended and Restated Executive Recoupment Policy ("Clawback Policy") and make all determinations, interpretations and reports with respect to the recoupment of executive compensation in case of a financial restatement as contemplated by the Clawback Policy and as required by SEC and Nasdaq Stock Market ("Nasdaq") rules; and

o. Assist the Board in its oversight of the Company's Anti-Hedging and Anti-Pledging Policy applicable to executive officers and directors.

III. COMMITTEE POWERS

This Committee shall have the following powers:

a. To select, retain and obtain, in its sole discretion, the advice of any compensation consultant, independent legal counsel and/or other compensation advisers (collectively, "Advisers") to assist the Committee in its responsibilities hereunder. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such Advisers retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Advisers retained by the Committee.

b. Except as otherwise provided by applicable law or rule, the Committee may select, or receive advice from, any Adviser only after taking into consideration all factors relevant to that person's independence from management, including the factors set forth in applicable Nasdaq rules, such other criteria as determined by the Committee, or otherwise required by law or regulation.

c. The Committee shall have no obligation to implement or act consistently with the advice or recommendations of any Adviser retained by the Committee. The Committee shall exercise its own best judgment in fulfilling its duties described herein;

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

e. 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 is otherwise prohibited by law, regulation or listing standard;

f. To delegate to management, to the extent permitted by applicable laws, rules and regulations and the terms of the Company's incentive compensation plans and equity-based compensation plans, the administration of such plans with respect to persons who are not subject to the reporting requirements of Section 16 of the Exchange Act; provided that any such delegation shall not limit or restrict the Committee's authority with respect to any delegated matter, and no action taken by the Committee with respect to any such matter shall limit or restrict the Committee's authority to take future action with respect thereto; and

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

IV. MEETINGS

This Committee shall meet at least three (3) 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 Chair with the assistance of the Corporate Secretary, the Company's Human Resources Department or other persons selected by the Chair. In lieu of a meeting, the Committee may act by unanimous written consent of its members.

V. MEMBERS

The members of the Committee shall be appointed by the Board based on recommendations from the Nomination and Governance Committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove or replace any member from the Committee at any time with or without cause.

The Committee will consist of at least two (2) directors, each of whom shall be an "independent director" as provided by the listing rules of Nasdaq, including standards specifically applicable to Committee members, the rules of the Securities and Exchange Commission and any other applicable regulatory authority, as determined by the Board. The Board shall affirmatively determine that each independent director has no relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. A director may not serve on the Committee unless the director is a "non-employee" director within the meaning of Rule 16b-3 under the Exchange Act.

VI. COMMITTEE EVALUATION

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

VII. COMMITTEE REPORTS

As necessary, the Chair 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.

VIII. 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.

IX. 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.