



COMPENSATION AND MANAGEMENT DEVELOPMENT COMMITTEE CHARTER

Purpose

The Compensation and Management Development Committee (the "Committee") of Acuity Brands, Inc. (the "Corporation") is appointed by the Board of Directors (the "Board") (1) to oversee and administer the Corporation's Chief Executive Officer's executive compensation policies, plans and practices, (2) to assist the Board in discharging its responsibilities relating to the fair and competitive compensation of the executives and other key employees (the "Management") of the Company, (3) review and approve goals and objectives relevant to the Chief Executive Officer's compensation, (4) evaluate the Chief Executive Officer's performance in light of such goals, (5) evaluate Management's performance, and (6) review the qualifications of Management candidates and provide recommendations to the Board.

Committee Membership

The Committee shall consist of not fewer than three directors, all of whom shall be "independent" directors as defined by the Corporate Governance Guidelines and Section 303A.02 of the New York Stock Exchange Listed Company Manual (including any additional independence requirements applicable to Committee members). In addition, the Committee members shall be "non-employee directors" for purposes of Rule 16b-3 of the Exchange Act. The members of the Committee shall be appointed by the Board on the recommendation of the Governance Committee. Committee members may be replaced by the Board at will.

Committee Meetings

The Committee will meet at least two times a year, with further meetings to occur when deemed necessary or desirable by the Committee. A majority of the Committee members will constitute a quorum. All matters will be determined by a majority vote of the members present. The Committee may invite such members of Management and other persons to its meetings as it may deem desirable or appropriate; provided, however, that the Corporation's Chief Executive Officer shall not be present during any voting or deliberations related to the Chief Executive Officer's compensation. The Committee shall report regularly to the Board.

Committee Authority and Responsibilities

The authority and powers of the Committee shall include, without limitation, (a) the authority to engage in its sole discretion legal counsel, compensation consultants, and other advisors at the Corporation's expense without seeking approval from the Board or Management and (b) the authority to delegate to subcommittees. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee. The Committee shall have access to appropriate funding from the Corporation, as

determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other advisor retained by the Committee. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel or other adviser to the Committee and the Committee shall exercise its own judgment in fulfillment of its duties.

The Board and the Governance Committee have delegated to the Committee the responsibility for the evaluation of Management. The Committee, in consultation with the Chairman of the Board and the Chief Executive Officer, as appropriate, shall review matters pertaining to the selection, development, compensation of Management and the compensation of the Board.

- (1) With respect to the selection and development of Management:
 - (a) Review the qualifications of Management's candidates for election as officers of the Corporation and make recommendations to the Board as to the persons to be elected as officers and the terms and conditions of their employment;
 - (b) Review the Corporation's plan for Management development and succession;
 - (c) Review the performance of the Chief Executive Officer in consultation with non-management members of the Board; and
 - (d) Review with the Chief Executive Officer the performance of the other officers of the Corporation as defined in Rule 16a-1(f) promulgated under the Exchange Act, as amended (each, a "Section 16 Officer"), and any business unit president of the Corporation if such business unit president is not designated as a Section 16 Officer.
- (2) With respect to compensation of the Board and Management:
 - (a) Review and recommend to the Board the amount of fees, benefits, and other direct and indirect compensation to be paid to directors who are not employees of the Corporation;
 - (b) Review the Corporation's compensation programs and in furtherance thereof:
 - (i) Review and recommend for approval by the independent directors of the Board, the salary, bonus, and long-term incentives payable to the Chairman of the Board and Chief Executive Officer, including review and approval of corporate goals and objectives related to the compensation of the Chairman of the Board and Chief Executive Officer and evaluation of performance in relation to those goals and objectives;
 - (ii) Review and approve the salary, bonus, and long-term incentives payable to each Section 16 Officer of the Corporation other than the Chairman of the Board and Chief Executive Officer (the determining

of compensation for all other employees of the Corporation having been delegated to Management);

- (iii) Review all proposals with respect to incentive compensation plans, benefit plans, or perquisites in which a Section 16 Officer may participate and recommend appropriate action by the Board and otherwise make recommendations to the Board with respect to non-CEO compensation, incentive compensation plans and equity-based plans;
- (iv) Review the Corporation's incentive compensation arrangement to confirm that incentive pay does not encourage excessive risk taking, and periodically consider the relationship between risk management and incentive compensation;
- (v) Administer incentive compensation or other benefit plans to the extent provided in the plans and/or to the extent otherwise prescribed by the Board;
- (vi) Oversee the preparation of the Compensation Discussion and Analysis in accordance with SEC rules and regulations for inclusion in the Corporation's annual proxy statement and annual report on Form 10-K, review and discuss the Compensation Discussion and Analysis with Management each year and prepare a report as to the review of the compensation discussion and analysis, as required by the SEC, for inclusion in the Corporation's annual proxy statement; and
- (vii) Interpret, administer and make appropriate determinations under any incentive-based compensation recoupment policy adopted by the Corporation.

(3) With respect to the Committee:

- (a) Perform an annual self-assessment;
- (b) Review and assess annually the adequacy of the Committee's charter and submit any recommend changes to the charter to the Board for approval, and publish the charter in accordance with the requirements of the New York Stock Exchange and the SEC; and
- (c) Select a compensation consultant, legal counsel or other advisor to the Committee only after taking into consideration all factors relevant to that person's independence from Management, including the following:
 - (i) the provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other advisor;
 - (ii) the amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that

- employs the compensation consultant, legal counsel or other advisor;
- (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
 - (iv) any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;
 - (v) any stock of the Corporation owned by the compensation consultant, legal counsel or other advisor; and
 - (vi) any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Corporation.

Miscellaneous

The Committee shall be designated as provided in the By-Laws of the Corporation and shall conduct meetings and other activities in accordance with the rules and procedures set forth in the Corporation's By-Laws.

The Committee is delegated such authority and powers as may be necessary or appropriate to fulfill such responsibilities and perform such duties. However, such authority and powers shall not extend to authorizing action proposed to be taken by or on behalf of the Corporation except to the extent it is expressly empowered herein below to approve any such action.

Revised and effective: October 6, 2020