

Purpose

The Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Acuity Brands, Inc. (the "Corporation") (1) to identify individuals qualified to become directors of the Corporation, (2) to recommend to the Board director candidates to fill vacancies on the Board or to stand for election by the shareholders of the Corporation, (3) to recommend to the Board committee assignments for directors, (4) to periodically assess the performance of the Board, and (5) to review and recommend to the Board appropriate corporate governance policies and procedures for the Corporation.

Committee Membership

The Committee shall consist of not fewer than three directors who are appointed by the Board and who will serve at the Board's discretion, all of whom shall be "independent" directors as defined by the Corporate Governance Guidelines and Section 303A.2 of the New York Stock Exchange Listed Company Manual. Committee members may be removed by the Board at any time, with or without cause.

Committee Meetings

The Committee shall meet at least three 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.

Committee Authority and Responsibilities

The authority and powers of the Committee shall include, without limitation, (a) the sole authority to engage an outside director search firm at the Corporation's expense and to approve the associated fees and other retention terms and (b) the authority to delegate to subcommittees. The Committee, in consultation with the Chairman of the Board and Chief Executive Officer, as appropriate, shall review matters pertaining to the composition, organization, and practices of the Board. The Committee shall report to the Board concerning its activities and, within the areas of the Corporation's affairs for which it is responsible.

In carrying out its responsibilities, the Committee shall:

- (1) Identify candidates for the Board and periodically review potential candidates, consistent with criteria as approved by the Board;
- (2) Recommend to the Board nominees for election and re-election as directors;
- (3) Recommend to the Board director nominees for Board committee assignments;

- (4) Review and make recommendations to the Board with respect to nominees for director proposed by stockholders;
- (5) Review and make recommendations to the Board with respect to stockholder proposals appropriately presented to the Company;
- (6) Oversee the annual self-evaluation of the Board;
- (7) Review qualifications and performance of the incumbent Board annually and prior to re-election;
- (8) Review and recommend to the Board policies relating to the size, composition and structure of the Board, including policies with respect to: the size of the Board; the desired qualifications of directors; the diversity of the Board (as set forth in the “Board Diversity Policy”); the types, functions, size, and membership of Board committees; service on other boards; and the retirement and tenure of directors;
- (9) Review and recommend to the Board the processes and practices through which the Board conducts its business, including the adequacy of the number of meetings and the appropriateness and adequacy of information supplied to directors prior to and during meetings;
- (10) Oversee the administration of the Corporation’s Code of Ethics and Business Conduct;
- (11) Perform an annual self-assessment;
- (12) Review and assess annually the adequacy of the Committee’s charter and submit 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;
- (13) Periodically review and make recommendations to management regarding: (a) the Corporation’s sustainability (environmental, social and governance) strategy, policies and procedures to encourage long-term sustainable performance, and (b) the effective communication or disclosure of such sustainability initiatives to stakeholders or regulatory agencies, as the Committee may deem appropriate.
- (14) Develop and recommend for adoption to the Board a set of Corporate Governance Guidelines in accordance with requirements established by the New York Stock Exchange and the SEC;
- (15) Oversee compliance with the Corporate Governance Guidelines and review and assess annually the adequacy of the Corporate Governance Guidelines in accordance with requirements established by the New York Stock Exchange and the SEC and submit any recommended changes to the Board for approval; and
- (16) Review other issues of corporate governance and make such recommendations to the Board with regard thereto as the Committee may deem appropriate.

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