



## CORE & MAIN, INC. CORPORATE GOVERNANCE GUIDELINES

As Adopted by the Board of Directors

Effective as of July 23, 2021

The Board of Directors (the “Board”) of Core & Main, Inc. (the “Company”) has adopted the following guidelines as a general framework to assist the Board in carrying out its responsibility for the business and affairs of the Company to be managed by or under the direction of the Board and in furtherance of its continuing effort to enhance its corporate governance. These guidelines are in addition to, and are not intended to change or interpret, any federal or state law or regulation, including the Delaware General Corporation Law, as amended (the “DGCL”), the Company’s Amended and Restated Certificate of Incorporation, the Company’s Amended and Restated By-laws (as may be further amended or restated, the “By-laws”) or the Stockholders Agreement, dated as of July 22, 2021, between the Company, CD&R Waterworks Holdings, LLC, CD&R Fund X Advisor Waterworks B, L.P., CD&R Fund X Waterworks B1, L.P. and CD&R Fund X-A Waterworks B, L.P. (collectively, “CD&R”) (the “Stockholders Agreement”). The Board and the Nominating and Governance Committee of the Board will review and amend these guidelines from time to time as they deem necessary and appropriate.

### 1. Board and Director Responsibilities

The business and affairs of the Company will be managed under the direction of the Board. Each director will act in what he or she reasonably believes to be in the best interests of the Company and its stockholders, and must exercise his or her business judgment.

Each director, will, in the performance of such director’s duties, be fully protected in relying in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Company by any of the Company’s officers, employees or associates, or committees of the Board, or by any other person as to matters such director reasonably believes are within such other person’s professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

As a condition of service, each director will maintain the confidential nature of all Board deliberations and discussions and any non-public information about the Company.

### 2. Director Qualification Standards

Pursuant to the exemptions provided to “controlled companies” by the rules of the New York Stock Exchange (the “Exchange”), for such time that the Company qualifies as a “controlled company,” the Company will not be required to have a majority of independent directors. Once the Company ceases to qualify as a “controlled

company,” and after any permissible phase-in period, the Board will have a majority of the members of the Board who will satisfy the independence requirements of the Exchange relating to directors. A director will be deemed independent if the Board has made an affirmative determination that such director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). The Board will review the independence of each director annually, or more frequently if required by applicable law or Exchange regulation, if applicable.

### 3. Size of the Board

Subject to the terms of the Stockholders Agreement, as applicable, the Board will initially consist of 10 directors, which number may be modified by resolution adopted from time to time by the Board, but shall not be less than one. The Board may consider expanding its size to accommodate an outstanding candidate or candidates or in order to meet applicable independence requirements imposed by law or Exchange regulation, or reducing its size if the Board determines that a smaller Board would be more appropriate, subject to compliance with the Stockholders Agreement, applicable law and Exchange requirements. The Nominating and Governance Committee will periodically review the size of the Board and recommend any proposed changes to the Board. In conducting its annual assessment of the composition of the Board, the Nominating and Governance Committee will make recommendations for changes in the size of the Board as appropriate, taking into account the goal of having a Board size appropriate to provide diversity of thought and experience, as well as individual accountability.

### 4. Office of Chair of the Board

For so long as CD&R beneficially holds at least 25% of the total voting power of the outstanding shares of the Company’s common stock, a CD&R Designee (as defined in the Stockholders Agreement) shall serve as the Chair of the Board (“Chair”). Should CD&R cease to hold at least 25% of the total voting power of the outstanding shares of the Company’s common stock, the Chair will be elected by the Board from among its members to preside at all meetings of the Board. Subject to the terms of the Stockholders Agreement, as applicable, it is the policy of the Board that it may choose in its discretion whether to separate or combine the offices of Chair and Chief Executive Officer on a case by case basis. The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chair and Chief Executive Officer in any way that is in the best interests of the Company at a given point in time. If the Board chooses to combine the offices of Chair and Chief Executive Officer, a lead director will be appointed annually by the independent directors.

### 5. Board Membership Criteria

The Nominating and Governance Committee is responsible for reviewing with the Board annually the requisite skills and characteristics of new Board members as well as the Board as a whole. This assessment will take into consideration any requirements of independence, as well as the skills and experience of candidates and the needs of the

Board. Subject to the terms of the Stockholders Agreement, as applicable, the Nominating and Governance Committee will recommend to the Board criteria for the selection of new directors and periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria. Director candidates should demonstrate strong values and discipline, high ethical standards, a commitment to full participation on the Board and its committees, and relevant career experience, along with other skills and characteristics that meet the current needs of the Board.

6. Selection of New Director Candidates

The Board will select new director candidates based on the recommendations of the Nominating and Governance Committee, subject to the terms of the Stockholders Agreement, as applicable. The Nominating and Governance Committee will identify and recommend to the Board candidates the Nominating and Governance Committee believes are qualified and suitable to become members of the Board consistent with the criteria for selection of new directors adopted from time to time by the Board, and recommend to the Board the nominees to stand for election as directors at each annual meeting of stockholders, or, if applicable, at any special meeting of stockholders.

7. Term Limits

There are no established term limits for service on the Board.

8. Directors who Change their Present Job Responsibility or Cease to be Independent

Directors are expected to report changes in their principal business responsibilities, including retirement, to the Chair and the Chair of the Nominating and Governance Committee. A director whose affiliation or position of principal employment changes substantially after election to the Board or an independent director who ceases to qualify as such after election to the Board will be required to tender his or her resignation as a director promptly to the Nominating and Governance Committee. The remaining directors, upon recommendation of the Nominating and Governance Committee, will then determine the appropriateness of continued Board membership.

9. Limitation on Number of Boards a Director may Serve

No director will serve on more than four other public company boards (for the avoidance of doubt, a public company is a company with publicly traded equity) without the prior consent of the Board, and any director who is a chief executive officer, chief financial officer or other senior executive of a public company who is designated as an "officer" of the public company for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, may serve on no more than two other public company boards without the prior consent of the Board. Directors will advise the Chair and the Chair of the Nominating and Governance Committee in advance of accepting an invitation to serve on another public company board.

Service on boards and committees of other organizations should be consistent with the Company's Code of Conduct. If a member of the Company's Audit Committee serves on more than two public company audit committees, the Board will determine whether such simultaneous service impairs the director's ability to serve effectively on the Company's Audit Committee.

10. Number of Meetings; Attendance of Directors at Board Meetings

The Board will hold a minimum of four meetings per year. Additional meetings may be called in accordance with the By-laws. Directors are expected to regularly attend meetings of the Board and the committees of which they are members, and to spend the time needed to properly discharge their responsibilities, including by keeping themselves informed about the business and operations of the Company.

11. Selection of Agenda Items for Board Meeting

The Chair will establish the agenda for each Board meeting. Individual Board members are encouraged to suggest agenda items. The Board will review the Company's financial performance on a regular basis at Board meetings and through periodic updates. The Board will review the Company's strategic plans and the principal issues (including financial, accounting and risk management issues) that the Company is facing or will face in the future during at least one Board meeting each year.

12. Board Materials Distributed in Advance

The Company will distribute meeting agendas and appropriate materials and information pertaining to Board and committee meetings in advance of those meetings to the extent practicable. A director is expected to review all distributed materials prior to any Board or committee meeting that such director attends. The Board recognizes that certain items to be discussed at Board meetings are of an extremely sensitive nature and the distribution of material on these matters prior to a Board or committee meeting may not be appropriate.

13. Ethics and Conflicts of Interest

The Company expects all directors, officers, employees and associates to act ethically and adhere to the Company's Code of Conduct and all other applicable Company policies, including the Related Person Transaction Policy. All finance officers, employees and associates are also subject to the Company's Financial Code of Ethics. Accordingly, each director will avoid taking actions or having interests that might result in a conflict of interest, that is, a situation where a director's private interest interferes in any way—or even appears to interfere—with the interests of the Company as a whole. Each director will ethically handle all actual or apparent conflicts of interest between personal and professional relationships, including promptly informing the Chair, Chair of the Audit Committee or General Counsel if such a conflict arises and recusing himself/herself from any discussion or decision affecting his/her personal interests. The Board will resolve any conflict of interest question involving a non-management director

or the Chief Executive Officer, and the Chief Executive Officer shall resolve any conflict of interest involving any other officer of the Company.

The Company shall not, directly or indirectly, extend or maintain credit or arrange for or renew an extension of credit in the form of a personal loan to or for any director or executive officer.

14. Executive Sessions of Non-Management Directors

The non-management directors will meet at regularly scheduled executive sessions without management not less frequently than once per year. The independent directors will meet at least once a year in an executive session without management. At least once a year, the non-management directors will meet with the Chief Executive Officer without the other executive officers being present. The Chair or the presiding director, as applicable, shall act as chair at such meetings. If the Chair is not an independent director, the Board will either designate an independent director to preside at such meetings or will establish a procedure by which a presiding director is selected for such meetings.

15. Committees of the Board

There are currently three Board committees: Audit Committee, Compensation Committee, Nominating and Governance Committee. The Board may from time to time establish other committees, including standing or special committees, subject to the By-laws and the DGCL. The Board may, by resolution, at any time deemed desirable, discontinue any standing or special committee, subject to the requirements of the By-laws, applicable law and Exchange requirements.

16. Assignment of Committee Members

Committee assignments will be made by the Board based upon recommendations of the Nominating and Governance Committee. Committee assignments and designation of committee chairs should take into account the director's knowledge and expertise. The Board believes experience and continuity are more important than rotation. Board members and committee chairs should be rotated if rotation is likely to increase committee performance and is in compliance with applicable legal, regulatory and Exchange requirements.

17. Frequency of Committee Meetings

Each committee will establish its own rules or procedures, which will be consistent with the provisions of the DGCL, the By-laws and any resolutions of the Board governing such committee and their respective charters. Each committee will meet as provided by such rules and their respective charters.

18. Committee Agendas

The chairperson of each committee will determine the committee's agenda prior to a meeting, giving consideration to management recommendations.

19. Audit Committee

The Audit Committee's duties and responsibilities will be set forth in the Audit Committee Charter and include all of the responsibilities of an audit committee under the Exchange and Securities and Exchange Commission ("SEC") rules and such other matters as may from time to time be delegated to the Audit Committee by the Board. Subject to any permissible phase-in periods, each member of the Audit Committee will satisfy the independence and other requirements of the Exchange and the SEC relating to directors and audit committee members.

20. Compensation Committee

The Compensation Committee's duties and responsibilities will be set forth in the Compensation Committee Charter and include all of the responsibilities of a compensation committee under the Exchange rules and such other matters as may from time to time be delegated to the Compensation Committee by the Board. Once the Company ceases to qualify as a "controlled company" and subject to any permissible phase-in periods, each member of the Compensation Committee will satisfy the independence and other requirements of the Exchange relating to directors and compensation committee members.

21. Nominating and Governance Committee

The Nominating and Governance Committee's duties and responsibilities will be set forth in the Nominating and Governance Committee Charter and include all of the responsibilities of a nominating and corporate governance committee under the Exchange rules and such other matters as may from time to time be delegated to the Nominating and Governance Committee by the Board. Once the Company ceases to qualify as a "controlled company" and subject to any permissible phase-in periods, each member of the Nominating and Governance Committee will satisfy the independence and other requirements of the Exchange relating to directors and nominating and corporate governance committee members.

22. Board Access to Management, Employees and Associates

Directors will have complete access to management, employees and associates of the Company; however, independent directors are expected to keep the Chief Executive Officer informed of such contacts. The Board encourages the attendance of officers in addition to executive officers at Board meetings when matters within their areas of responsibility are discussed.

23. Board Access to Independent Advisors

The Board and each committee will have complete access to the Company's outside advisors as they deem necessary or appropriate. The Board and each of its committees have the authority to retain independent legal, financial or other advisors at the Company's expense as they may deem necessary, appropriate or advisable, without consulting or obtaining advance approval of the Company.

24. Director Compensation

All directors of the Company who are not simultaneously employed as officers by the Company will be properly compensated and reimbursed for their services as a director. Any employee of the Company who is elected a director of the Company will not receive any compensation, expense reimbursement or participation in director benefit programs for his or her services as a director of the Company.

The Board will be responsible for setting director compensation. The Compensation Committee will periodically review the compensation of the Company's directors and make recommendations to the Board with respect thereto based on the criteria set forth in the Compensation Committee Charter. Directors' fees and emoluments should not exceed what is customary for a company of the size and stature of the Company. In making such compensation determinations and in making determinations with respect to a director's independence, the Board and the Compensation Committee will consider and critically evaluate the questions that may be raised if fees and emoluments exceed what is customary or if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or enters into consulting contracts with (or provides other indirect forms of compensation to) a director.

25. Director Orientation and Continuing Education

All new directors will participate in an orientation program shortly after they are elected to the Board. Orientation will include presentations by senior management to familiarize the directors with the Company's business and operations, its financial condition, its policies and procedures, its principal officers, internal and independent auditors, and the duties and responsibilities of its directors.

Management will make presentations from time to time as necessary to ensure that the Board is aware of all business, legal and other developments relating to such matters.

In addition, newly elected and existing directors are strongly encouraged to attend continuing education programs sponsored by third parties to better understand their responsibilities and duties.

26. Formal Evaluation of the Chief Executive Officer

As described further in the Compensation Committee Charter, the Compensation Committee will, at least annually, review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, report the results of such evaluation to the Board and have the authority, together with the other independent directors, to determine and approve the Chief Executive Officer's compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Compensation Committee will consider, among such other factors as it believes relevant, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the chief executive officer in past years.

27. Succession Planning

Every year the Chief Executive Officer will report to the Board on succession planning. The report will include the policies and principles for chief executive officer selection and performance review, as well as plans regarding succession in the case of an emergency or the retirement of the Chief Executive Officer.

28. Assessing the Board's Performance

The Board will conduct an annual self-evaluation in order to determine whether it and its committees are functioning effectively. The Nominating and Governance Committee will establish procedures to oversee the Board's annual self-evaluation and report findings to the Board.

29. Amendments and Waivers

The Board may amend, waive, suspend or repeal any of these Corporate Governance Guidelines at any time, with or without public notice (subject to compliance with applicable law and stock exchange regulations), as it determines necessary or appropriate, in the exercise of the Board's judgment or fiduciary duties.