



Charter of the Nominating and Governance Committee

of the Board of Directors of

Core & Main, Inc.

As Adopted by the Board of Directors

Effective as of July 23, 2021

This Charter sets forth, among other things, the purpose, membership, duties and responsibilities of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Core & Main, Inc. (the “Company”). The Board hereby adopts this Nominating and Governance Committee Charter (the “Charter”), to establish the governing principles of the Committee.

1. Purpose

The primary purposes of the Committee are: (i) to identify individuals qualified and suitable to become Board members and recommend to the Board the director nominees for each annual meeting of shareholders; (ii) to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, (iii) to oversee the evaluation of the Board and management, (iv) to oversee the Company’s operations, policies, programs, initiatives, reporting and strategy regarding environmental, social and governance (“ESG”) matters and (v) to otherwise take a leadership role in shaping the corporate governance of the Company.

2. Membership

The Committee shall consist of at least three members. The initial members of the Committee shall be appointed by the Board and thereafter the members of the Committee shall be appointed by the Board on the recommendation of the Committee, which shall recommend for Committee membership such directors as it believes are qualified, subject to the terms of 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”), and may be removed by the Board in accordance with the By-laws. Members of the Committee shall serve at the pleasure of the Board for such term or terms as the Board may determine and any vacancies on the Committee shall be filled by the Board on the recommendation of the Nominating and Governance Committee of the Board.

Each member of the Committee shall satisfy the director independence requirements of the New York Stock Exchange (the “Exchange”); provided, however, during the period in which the Company is a “controlled company” under the Exchange listing standards, the independence requirements shall not apply to membership on the Committee. Once the Company ceases to qualify as a “controlled company,” the

membership of the Committee shall meet the director independence requirements within any applicable phase-in periods or transition rules.

3. Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee chairperson shall supervise the conduct of the meetings and shall have such other responsibilities as set forth herein or as the Committee may determine from time to time. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution. The Committee may create one or more subcommittees and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittees.

The Committee shall meet at least twice a year, at such times and places as shall be determined by the Committee chairperson, and may have such additional meetings as the Committee chairperson or at least two of the Committee's members deem necessary or desirable. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications arrangements by means of which all persons participating in the meeting can hear each other. The Committee may invite such members of management or the Board to its meetings as it may deem desirable or appropriate.

4. Duties and Responsibilities

The Committee's duties and responsibilities shall include each of the items enumerated in this Section 4 and such other matters as may from time to time be delegated to the Committee by the Board.

(a) The Committee shall recommend to the Board appropriate criteria for the selection of new directors and shall periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria.

(b) The Committee shall identify and recommend to the Board candidates the Committee believes are qualified and suitable to become members of the Board consistent with 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 shareholders or, if applicable, at any special meeting of shareholders, subject to the terms of the Stockholders Agreement. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy through appointment by a majority of the Company's directors, subject to the terms of the Stockholders Agreement.

(c) The Committee shall identify Board members qualified to fill vacancies on any committee of the Board (including the Committee), and recommend that the Board

appoint the identified member or members to the respective committee. In recommending a member for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation, the Company's corporate governance guidelines, the consistency of the member's experience with the goals of the committee and the interplay of the member's experience with the experience of the other committee members.

(d) The Committee shall make recommendations to the Board from time to time as to changes in the size of the Board that the Committee believes to be desirable.

(e) The Committee shall oversee the system of corporate governance of the Company, including: (i) developing and recommending to the Board a set of corporate governance guidelines for the Company; (ii) reviewing and reassessing the adequacy of the guidelines at least annually; and (iii) recommending to the Board for approval any such changes to the guidelines as the Committee believes are appropriate.

(f) The Committee shall oversee, assess and provide recommendations to the Board regarding the Company's policies, programs and initiatives related to ESG matters.

(g) The Committee shall review emerging corporate governance and ESG trends and practices, and make recommendations to the Board for any changes to the corporate governance and ESG policies or guidelines of the Company.

(h) The Committee shall periodically review and evaluate the orientation process for new directors on the Board.

(i) The Committee shall ensure that there is appropriate succession planning in place with respect to the chair of the Board, the chair of each committee of the Board, and the Chief Executive Officer of the Company. The Committee shall also provide oversight to ensure that succession planning is effectively administered with respect to other key executives to promote continuity in senior management of the Company.

(j) The Committee shall establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.

(k) The Committee shall periodically report to the Board on all matters for which the Committee has been delegated responsibility.

(l) The Committee shall undertake and review with the Board an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year. The Committee shall conduct such performance evaluation in such manner as the Committee deems appropriate, and may report the results of its performance evaluation through an oral report by the

chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

(m) The Committee shall annually review and reassess the adequacy of this Charter and recommend to the Board for approval such changes as the Committee believes are appropriate.

(n) The Committee shall exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

5. Authority and Resources

The Committee shall have the sole authority, without further approval by the Board, to select, retain and terminate a consultant or search firm to be used to identify director candidates and to approve any compensation payable by the Company to such consultant or search firm, including the fees, terms and other conditions for the performance of such services. In addition, the Committee may, without further approval by the Board, obtain such advice and assistance from outside legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder. Any legal or other advisor retained by the Committee may, but need not, be otherwise engaged by the Company for any other purpose.

The Company shall pay to any consultant or search firm or outside legal or other advisor retained by the Committee pursuant to the preceding paragraph such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee.

6. Miscellaneous

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. Except as otherwise required by exchange rules applicable to the Company, or applicable law, the purposes and responsibilities outlined herein are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter is intended to be consistent with the Company's Corporate Governance Guidelines.