

U.S. CONCRETE, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(As amended February 2015)

I. Statement of Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of U.S. Concrete, Inc., a Delaware corporation (the “Company”), shall (a) identify individuals qualified to become Board members (consistent with criteria approved by the Board); (b) select director nominees; (c) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and (d) oversee the evaluation of the Board and management.

II. Organization and Membership

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the Company’s corporate governance guidelines, the Nasdaq Stock Market and any other regulatory requirements. At least one member of the Committee shall have experience in matters relating to corporate governance, either as a professional or as a business executive.

The members of the Committee shall be appointed by the Board. Members of the Committee may be removed at any time by action of the Board. The Committee’s chairperson shall be designated by the Board or, if it does not do so, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees when appropriate, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the Company’s corporate governance guidelines and the Nasdaq Stock Market.

III. Meetings

The Committee shall meet as often as it deems appropriate, but not less frequently than once each year. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically to the extent permitted by the Company’s Certificate of Incorporation and Bylaws and applicable Delaware law.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Periodically review and make recommendations regarding the size, composition and organization of the Board in order to ensure that the Board has an appropriate breadth of expertise and its membership consists of persons with sufficiently diverse and independent skill sets and backgrounds.

2. Develop and recommend to the Board and periodically review specific criteria for the selection of directors.
3. With respect to director nominees, (i) identify individuals qualified to become members of the Board (consistent with criteria approved by the Board), (ii) review the qualifications of any such person submitted to be considered as a member of the Board by any stockholder or otherwise and (iii) select the director nominees for the next annual meeting of stockholders or to fill in vacancies or newly created directorships on the Board. In identifying and reviewing qualifications of candidates for membership on the Board, the Committee shall evaluate all factors which it deems appropriate, including the requirements of the Company's corporate governance guidelines and the other criteria approved by the Board.
4. Develop and periodically review policies and procedures with respect to the consideration of any director candidate recommended by stockholders or otherwise.
5. Periodically review and make recommendations to the Board with respect to the size, composition and organization of the committees of the Board (other than this Committee) to ensure that such committee has an appropriate breadth of expertise and its membership consists of persons with sufficiently diverse and independent skill sets and backgrounds, including making recommendations to the Board with respect to members and chairpersons of such committees.
6. Recommend procedures for the smooth functioning of the Board, including the calendar, agenda and information requirements for meetings of the Board, meetings of committees of the Board, executive sessions of non-management directors and executive sessions of independent directors only.
7. Assist the Board in determining whether individual directors have material relationships with the Company that may interfere with their independence, as provided under applicable requirements and listing standards. If appropriate, develop and recommend to the Board categorical standards for determining whether individual directors are independent and periodically reassess these standards and make recommendation to the Board with respect to any change the Committee deems appropriate.
8. Oversee the Board's annual self-evaluation process. Receive comments from all directors as to the Board's performance and report annually to the Board with an assessment of the Board's performance.
9. Develop, review and assess the adequacy of the Company's corporate governance principles and guidelines annually and recommend to the Board any changes deemed appropriate by the Committee.
10. Develop and maintain the orientation program for new directors and continuing education programs for directors.

11. Review and discuss as appropriate with management the Company's public disclosures and its disclosures to stock exchanges relating to independence, governance and director nomination matters, including in the Company's proxy statement.
12. Oversee the Company's corporate governance practices and procedures.
13. Review proposals submitted by Company stockholders for inclusion in the Company's proxy materials and recommend appropriate action to the Board.
14. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
15. Review its own performance annually.
16. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems appropriate.

The foregoing responsibilities and duties set forth in this Charter should serve as a guide only, with the express understanding that the Committee may carry out additional responsibilities and duties and adopt additional policies and procedures as may be necessary in light of any changing business, legislative, regulatory, legal or other conditions.

V. Resources

The Committee shall have the sole authority to retain and terminate a search firm to be used to identify director candidates and the authority to retain other professionals to assist it in carrying out its duties. The Chair of the Committee, at the request of any member of the Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary for payment of compensation to counsel, advisors, accountants, consultants, search firms or other professionals retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

VI. Limitation of Committee's Role

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. The purposes and responsibilities outlined in this Charter 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.