

U.S. CONCRETE, INC.
LEAD DIRECTOR CHARTER

(Approved by the Board on December 11, 2018)

I. Background

In the event that the Chairman of the Board (the “Chairman”) is not an independent director, the Board of Directors (the “Board”) of U.S. Concrete, Inc. (the “Company”) considers it to be useful and appropriate to designate a non- employee, independent Director (the “Lead Director”) to serve in a lead capacity to coordinate the activities of the other non-employee, independent Directors and to perform such other duties and responsibilities as the Board may determine. The Board supports the role of Lead Director as an enhancement of, rather than a substitution for, the responsible functioning of each Director in carrying out his or her fiduciary obligations to the Company and its stockholders.

II. Responsibilities

The specific responsibilities of the Lead Director are:

1. Preside over meetings of the Board in the absence or at the request of the Chairman.
2. Preside over all executive meetings of non-employee directors and independent directors and report to the Board, as appropriate, concerning such meetings.
3. Review Board agendas in collaboration with the Chairman/CEO and recommend matters for the Board to consider and information to be provided to the Board.
4. Serve as a liaison and supplemental channel of communication between directors and the Chairman/CEO without inhibiting direct communications between the Chairman/CEO and other directors.
5. Serve as the supplemental liaison for consultation and communication between directors and stockholders as requested by the Board or the CEO after consultation with the Board.
6. Advise the Chairman concerning the retention of advisors and consultants who report directly to the Board; provided, however, that the Lead Director may also retain advisors and consultants to report to the Board
7. Lead the Board in putting forth its expectations for “tone at the top.”
8. Coordinate the work of the Board and its committees.
9. In coordination with the Chairman of the Nominating and Corporate Governance Committee,
 - work to ensure implementation of the Company’s corporate governance principles, including the execution of a meaningful Board self-evaluation process;
 - assist in the Board’s process for hiring the CEO;
 - evaluate the Board education program; and
 - include Board and committee succession planning as a Board agenda item.

10. Mentors new directors.
11. In coordination with the Compensation Committee,
 - assist in the Board's process for compensating and evaluating the CEO; and
 - ensure the CEO development and succession planning process is robust.
12. Spend more time than other members of the Board with management below the CEO level to aid better communications from the Board to management, and from management to the Board.

III. Appointment of Lead Director

The Lead Director shall be elected by a majority of the non-employee/independent directors of the Board for renewable one (1) year terms and until such earlier time as she or he ceases to be a director, resigns as Lead Director, or is replaced as Lead Director by a majority of the non-employee/independent directors.

IV. Qualifications of Lead Director

The Lead Director must:

- be available to work effectively and closely with and in an advisory capacity to the Chairman;
- be available to discuss effectively with other directors any concerns about the Board or the Company and to relay those concerns, where appropriate, to the Chairman of the Board; and
- be familiar with Board governance and related procedures through experience as an independent director or as a Committee Chair or related positions.

V. Absence of Lead Director

If the Lead Director is not present at any meeting of the Board, a majority of the non-employee/independent directors present shall select a director to act as Lead Director for the purpose and duration of such meeting.

VI. Disclosure of Lead Director

The name of the Lead Director shall be disclosed in the Proxy Statement for the Company's Annual Meeting and otherwise as shall be determined by the independent directors.