

MASTEC, INC.

**NOMINATING, SUSTAINABILITY AND
CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
AMENDED AND RESTATED CHARTER**

(March 2023)

1. PURPOSE

The Nominating, Sustainability and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of MasTec, Inc. (the “Company”) shall assist the Board to (i) identify individuals qualified to serve as directors of the Company consistent with criteria approved by the Board; (ii) select, or to recommend that the Board select, director nominees for the next annual meeting of shareholders of the Company; (iii) appoint or recommend to the Board that it appoint directors to committees of the Board, including the designation of each chairperson for each committee; (iv) develop, recommend to the Board, and maintain a set of corporate governance guidelines applicable to the Company; (v) assist the Board on matters relating to corporate governance responsibility and sustainability, including environmental, social, and governance matters, as well as climate-related matters, affecting the Company (collectively, “ESG”); and (vi) conduct annually a review of the effectiveness and performance of the Board, its committees and members, and management.

2. ORGANIZATION AND MEMBERSHIP

The Committee shall consist of three or more directors, each of whom must be independent as determined in accordance with the standards set forth in the Company’s Board of Directors’ Governance Principles.

Members of the Committee shall be appointed by the Board and, unless otherwise directed by the Board, shall serve one-year terms. Members may be removed by the Board at any time with or without cause. Upon the removal or resignation of a member, the Board may appoint a successor to serve the remainder of the unexpired term. The Board will appoint one member of the Committee as chairperson. If the Board fails to appoint a chairperson, the Committee will appoint one member of the Committee as chairperson. The Committee shall have the power to create subcommittees with such powers as the Committee shall from time to time confer.

3. MEETINGS

The Committee will hold at least two meetings per year or more frequently as circumstances dictate. The chairperson of the Committee will establish the agenda for each Committee meeting. Each meeting should include an executive session of the Committee without management present. The Committee shall also meet with such persons as designated by the Chief Executive Officer at each meeting to review compliance with the code of business conduct and ethics.

4. RESPONSIBILITIES AND DUTIES

Understanding the importance of Board composition for effective oversight, the Committee strives to maintain an appropriate balance of tenure, diversity, skills and experience on the Board. In identifying qualified candidates for the nomination to the Board, including women and minority candidates, who shall be included in the initial pool of candidates for any new or replacement Board positions, the Committee will consider prospective candidates based on merit, having regard to those competencies, expertise, skills, background and other qualities identified from time to time by the Board as being important in fostering a diverse and inclusive culture, which solicits multiple perspectives and views and is free of conscious or unconscious bias and discrimination.

To fulfill its responsibilities and duties, the Committee will:

1. Identify and screen individuals qualified to serve as directors, consistent with the criteria approved by the Board, which shall include, at a minimum, the following requirements:
 - (a) a majority of the directors must be independent as determined in accordance with the standards set forth in the Company's Board of Directors' Governance Principles;
 - (b) three directors must meet the enhanced standards of independence set forth in the Company's Board of Directors' Governance Principles for Audit Committee members;
 - (c) three directors must meet the enhanced standards of independence set forth in the Company's Board of Directors' Governance Principles for Compensation Committee members;
 - (d) compliance with applicable New York Stock Exchange and Securities and Exchange Commission requirements; and
 - (e) the ability to contribute to the effective oversight and management of the Company, taking into account the needs of the Company and such factors as the individual's diversity of experience, perspective, skills and knowledge of the industry in which the Company operates. In furtherance of its commitment to diversity, the Committee shall endeavor to ensure a broad range of skills and expertise, experience, diversity of race, ethnicity, gender, age, sexual orientation and independence, among others, are represented on the Board and its committees.
 - (f) The Committee shall consider nominations of director candidates validly made by shareholders in accordance with applicable laws, rules and regulations and the provisions of the Company's Amended and Restated Bylaws.

2. Select, or recommend to the Board that it select, the director nominees for the next annual meeting of the shareholders of the Company.
3. Appoint or recommend to the Board that it appoint members of each committee of the Board, including the designation of each chairperson for each committee of the Board.
4. If a vacancy on the Board and/or any Board committee occurs, identify and select and approve, or make recommendations, as the Committee may deem appropriate, to the Board regarding the need for, selection and approval of, candidates to fill such vacancy either by election by shareholders or appointment by the Board.
5. Review any director resignation letter tendered in accordance with the Company's director resignation policy set out in the Company's Governance Principles, and evaluate and recommend to the Board whether such resignation should be accepted.
6. Have sole authority, without requiring action by the Board, to retain, compensate, and terminate outside advisors to the Committee, such as search firms, counsel and other advisors to assist the Committee in identifying director candidates and in carrying out its other responsibilities.
7. Monitor and safeguard the Board's independence.
8. Devise and propose to the Board corporate governance guidelines setting forth:
 - (a) standards regarding director qualifications;
 - (b) responsibilities of directors;
 - (c) guidelines regarding director access to management and, as necessary and appropriate, independent advisors;
 - (d) guidelines regarding director compensation matters;
 - (e) guidelines regarding director orientation and continuing education;
 - (f) standards for the selection of the Chief Executive Officer and succession planning;
 - (g) requirements that the Board conduct an annual self-evaluation to ensure that the Board and its committees are conducting themselves in an efficient manner; and
 - (h) such other matters as the Committee deems necessary or appropriate.
9. Monitor compliance with and review annually the corporate governance guidelines and recommended any changes to the Board.

10. Oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.
11. Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process.
12. Devise and propose to the Board a code of business conduct and ethics for directors, officers and employees addressing, at a minimum, conflicts of interest and compliance with applicable laws, rules and regulations, including compliance and enforcement mechanisms.
13. Monitor compliance with and investigate as it shall deem appropriate any alleged breach or violation of the code of business conduct and ethics, review and approve all requests by directors or officers for waivers of the code, unless such waiver request has already been approved by the Board's independent directors or another Committee of the Board which is composed of independent directors, and annually review the code of business conduct and ethics.
14. Oversee and periodically review the Company's integration of ESG principles into its business strategy and decision making, including oversight of climate-related risks and opportunities that could affect the Company, and the Company's approach to considering, evaluating and integrating such risks and opportunities into its business strategy and decision-making processes.
15. Periodically review, monitor and discuss the Company's procedures, policies, practices, public reporting and communications with respect to corporate responsibility and ESG programs, including program development objectives.
16. Review and provide input to the Board and senior executives regarding the Company's management of current and emerging ESG matters.
17. Annually undertake performance evaluations of the Board committees and the Board and prepare reports to the Board regarding the evaluations.
18. Report to the Board on a regular basis and submit minutes of all meetings to the Board.
19. Annually review and evaluate the performance of the Committee and update this Charter as necessary.
20. Perform any other activities consistent with this Charter, the Company's Amended and Restated Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.