



## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **Appointment**

The Nominating and Corporate Governance Committee (the "Committee") of The Greenbrier Companies, Inc. (the "Company") is appointed by and serves at the discretion of the Board of Directors (the "Board"). The Committee will be composed of two or more non-management directors each of whom meet the requirements of independence under the New York Stock Exchange listing standards and Securities and Exchange Commission rules.

### **Purpose and Responsibilities**

The Committee is designed to exercise general oversight of the Company's corporate governance functions. The purpose and responsibilities of the Committee are to:

1. Develop and recommend to the Board corporate governance guidelines and periodically review and recommend changes to these as appropriate.
2. Identify and recommend to the Board for its review qualified candidates to fill vacancies on the Board and recommend director nominees to be presented for election at the next annual meeting of shareholders consistent with standards set by the Board.
3. Review the composition, size and structure of the Board and its committees. Review the incumbency of, and recommend directors to be appointed to, each Board committee and recommend directors to serve as Board committee chairs.
4. Recommend to the Board the process and protocols regarding succession plans for the Company's CEO, including plans in the event of an emergency, unexpected resignation or retirement of the CEO.
5. Develop and provide oversight of annual evaluations and programs for education and orientation for the Board, its members, and its committees.
6. Review and make recommendations to the Board concerning the functions, and titles of, executive officers, including evaluations and succession plans for executive officers (other than for the Company's CEO which is covered in paragraph 4 above).
7. Review the Company's shareholder voting policies and processes including shareholder proposals and suggested responses to shareholder proposals.
8. Regularly review the Articles of Incorporation and Bylaws of the Company and recommend any changes to the Board.
9. Review any director resignation letter tendered in accordance with the Company's director resignation policy, and evaluate and recommend to the Board whether such resignation should be accepted.
10. Recommend to the Board the procedures to be used to select the Lead Director, if any, and the term and duties of the Lead Director.
11. Periodically review the Company's takeover defenses and recommend modifications or updates to the Board.

12. Provide oversight, and make recommendations with respect to, the Company's policies and programs relating to environmental and social responsibility concerns.
13. Provide oversight, and make recommendations with respect to, the Company's policies and programs relating to significant human resource concerns, such as discrimination and sexual harassment.
14. Provide oversight, and make recommendations with respect to, the Company's risk management function, including the Company's insurance programs.
15. Monitor and recommend any modifications to the Company's Human Rights Policy to the Board.
16. Monitor and recommend any modifications to the Company's Policy Regarding Trading in Company Securities to the Board.
17. Establish policy regarding employee and director hedging of Company stock.
18. Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. Conduct an annual performance evaluation of this Committee.
19. Report regularly to the Board on actions taken and significant matters reviewed by the Committee.
20. Undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.

### **Committee Authority**

The Committee has authority to engage outside advisors as it deems appropriate, including sole authority to retain and terminate any search firm used to identify director candidates. The Committee also has sole authority to approve the fees or other retention terms of such advisors or firms. The Company will provide the resources and assistance necessary for the Committee to discharge its responsibilities, including appropriate funding for payment of compensation to any attorney, advisor or search firm engaged by the Committee. The Committee may delegate any of its responsibilities to subcommittees of independent directors as the Committee deems appropriate.

### **Meetings**

The Committee will meet as often as it deems necessary to perform its responsibilities. A majority of the members of the Committee will constitute a quorum. Concurrence of a majority of the quorum (or, in case a quorum at the time consists of two members of the Committee, both members present) will be required to take formal action of the Committee. Written minutes will be kept for all formal meetings of the Committee. As permitted by the Oregon Business Corporation Act, the Committee may act by unanimous written consent, and may conduct meetings via conference telephone or similar communication equipment. Members of the Committee may also meet informally with officers or employees of the Company and its subsidiaries, and may conduct informal inquiries and studies without the necessity of formal meetings.

***Charter last amended by the Board March 2021***

***Charter last reviewed by the Committee March 2021***