

# Corporate Governance Guidelines

(Amended Effective July 26, 2024)

The Board of Directors (the “Board”) of Simpson Manufacturing Co., Inc. (the “Company”) has adopted these Corporate Governance Guidelines (the “Guidelines”) and, along with the charters and key practices of the Board and its committees, assist the Board in fulfilling its responsibilities to the Company's stockholders. These Guidelines reflect the Board's commitment to monitor the effectiveness of policy-making and decision-making both at the Board and management level, and provide the framework for the governance of the Company. While these Guidelines are intended as a component of the flexible framework within which the Board, assisted by its Committees, directs the affairs of the Company, and should be interpreted in the context of applicable laws, regulations and listing requirements, as well as in the context of the certificate of incorporation and bylaws of the Company, each as amended, they are not intended to establish by their own force any legally binding obligations. The Nominating and ESG Committee reviews these Guidelines annually and recommends changes to the Board as appropriate based on the best interests of the Company and its stockholders or as required by applicable laws and regulations. In addition, the Board has adopted and oversees the enforcement of the Company's Code of Business Conduct and Ethics (the “Code”) that governs the conduct of the Company's business and affairs and requires strict compliance with applicable laws by all employees and management, including the members of the Board. The Company's management is responsible for, and the Board is committed to, ensuring that the Company and its employees operate in a legal and ethically responsible manner and in conformance with the Code.

## BOARD MATTERS

### Role and Responsibility of the Board

The business and affairs of the Company are conducted by management, under the direction of the Board. The members of the Board are elected by the Company's stockholders to oversee the Company's management for the benefit of the stockholders. The Board has ultimate responsibility for risk oversight, including ESG related risks, and has delegated to each of its committees responsibility for the oversight of specific risks that fall within the committee's areas of responsibility. In addition to its general oversight of management of the Company, the Board establishes broad corporate policies, sets strategic direction, assesses the opportunities facing the Company, and ensures that processes are in place to maintain the integrity of the Company.

All members of the Board have a fiduciary responsibility to represent the best interests of the Company and all of its stockholders by overseeing the management of the Company's business and affairs and are expected to spend the time and effort necessary to properly discharge their responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of non-management directors and the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting is expected to notify the Chairman of the Board or the Chairman of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference or other electronic means.

## Independence of Directors

The Board will have a majority of directors who are “Independent Directors” as defined by the listing requirements of the New York Stock Exchange (“NYSE”). A director who meets all of the following categorical standards of the NYSE shall be presumed to be “independent”:

- The director is not, and has not been within the last three years, employed by the Company and has no immediate family member who is or has been an executive officer of the Company within the last three years.
- During any 12-month period within the last three years, the director has not received, nor have his or her immediate family members received, more than \$120,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service). Compensation received by an immediate family member for service as an employee of the Company (other than as an executive officer) need not be considered in determining independence under this test.
- The director is not a current partner or employee of a firm that is the Company's internal or external auditor. If the director was within the last three years a partner or employee of such firm, the director did not personally work on the Company's audit during that time. Furthermore, the director has no immediate family member who (i) is a current partner of such firm; (ii) is a current employee of such firm and personally works on the Company's audit; or (iii) was within the last three years a partner or employee of the firm and personally worked on the Company's audit during that time.
- Neither the director nor his or her immediate family member is or has been within the last three years, employed as an executive officer by a company where a current Company executive officer at the same time serves or served on that company's compensation committee.
- The director is not a current employee, nor is his or her immediate family member a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues. The Company will also apply this standard to contributions made by the Company to tax-exempt organizations in which the director serves as an executive officer.

“Immediate family member” includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home. The term does not include individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or become incapacitated.

Although a director who meets all of the above standards will be presumed to be independent, the Board will consider all relevant facts and circumstances which may give rise to a material relationship with the Company and, based upon such review, may determine in its discretion that a director is not independent.

Each year, the Nominating and ESG Committee will review the relationships between the Company and each director and will report the results of its review to the Board, which after due

deliberation will make an affirmative determination regarding the independence of each director.

Following the annual review, only those directors whom the Board affirmatively determines have no material relationship with the Company will be considered Independent Directors.

#### Annual Election of Directors

The Nominating and ESG Committee recommends to the Board and the Board then nominates a slate of director nominees for stockholders to vote on at the annual meetings of stockholders. Directors will be elected annually for a one-year term or until their successor is elected and qualified. Generally, each director is elected by a vote of the majority of the votes cast with respect to the nominee's election (i.e., if the votes cast "for" such nominee's election exceed the votes cast "against" such nominee's election) provided a quorum is present. If there are more nominees for election than the number of directors to be elected, however, nominees shall be elected by a plurality of the votes cast in such election (i.e., the nominees receiving the highest numbers of affirmative votes of the shares entitled to be voted for them up to the number of directors to be elected by such shares are elected as directors).

#### Director Resignation Policy Relating to Majority Voting

At or before an annual meeting of the stockholders at which directors are to be elected by a majority vote, each nominee for election at such meeting, who is an incumbent director, shall tender to the Board his or her resignation as a director, which resignation shall become effective only if such nominee does not receive at such meeting the majority vote required and the Board accepts such resignation within ninety days after such meeting. The Nominating and ESG Committee shall promptly consider such resignation and make a recommendation to the Board as to whether to accept or reject such resignation. The Board may accept or reject such resignation after due consideration of the facts and circumstances it considers relevant. Such director shall not participate in the consideration of the acceptance or rejection of his or her resignation.

#### Board Size and Selection of New Directors

The Company's Bylaws provide that the Board decides its size from time to time by at least a majority of the directors then in office. The Nominating and ESG Committee periodically assesses the appropriate size and composition of the Board, which could be increased or decreased if determined to be appropriate by the Board and whether any vacancies are anticipated as a result of retirement or otherwise.

The Board is responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and ESG Committee is responsible for identifying, screening and recommending candidates to the Board for consideration for Board membership. In performing its responsibilities for identifying, screening and recommending candidates to the Board, the Nominating and ESG Committee is committed to including in each search qualified candidates who reflect diverse backgrounds, including diversity in race, ethnicity and gender. When formulating its Board membership recommendations, the Nominating and ESG Committee shall also consider advice and recommendations from others as it deems appropriate.

To fulfill its responsibility to recruit and recommend to the full Board nominees for election as directors, the Nominating and ESG Committee considers all qualified candidates who may be identified by any one of the following sources, including: current or former Board members, a third-party professional search firm retained by the Nominating and ESG Committee, management and stockholders.

In evaluating candidates for the Board, the Nominating and ESG Committee reviews each candidate's biographical information and credentials, educational and professional background; personal accomplishment; and geographic, gender, age, and ethnic diversity and assesses each candidate's independence, skills, experience and expertise based on a variety of factors, including the extent to which a prospective candidate contributes to the range of talent, skill and experience appropriate for the Board. Members of the Board should have the highest professional and personal ethics, integrity and values, consistent with the Company's values. The Board is committed to actively seeking highly qualified women and individuals from minority groups to include in the pool from which Board nominees are selected.

The Nominating and ESG Committee will consider whether the candidate has had a successful career that demonstrates the ability to make the kind of important and sensitive judgments that the Board is called upon to make, and whether the nominees' skills are complementary to the existing Board members' skills.

Board members must consider and balance the legitimate interests and concerns of all of the Company's stockholders and other stakeholders, and may not represent the interests of any particular stockholder or group to the detriment of the Company's total corporate interests, and must be able to devote sufficient time and energy to the performance of his or her duties as a director. The Board may consider and make a determination as to whether the candidate or director's primary employment and other commitments might impair the candidate's or directors' ability to do so.

Stockholders who wish to propose a director candidate for consideration by the Nominating and ESG Committee may do so by submitting the candidate's name, resume and biographical information and qualifications, together with other materials and information required by the Company's Bylaws, to the attention of the Chair of the Nominating and ESG Committee, Corporate Secretary's Office, 5956 W. Las Positas Blvd, Pleasanton, CA 94588 within the time period specified in the Company's latest proxy statement. All proposals for nomination received will be presented to the Nominating and ESG Committee for its consideration. In considering whether to nominate any person suggested by a stockholder, the Nominating and ESG Committee will evaluate such candidate in the same way as it evaluates director candidates identified by itself. In addition, if eligible, a stockholder may request the Company to include such stockholder's director nominee in the Company's proxy materials.

The Nominating and ESG Committee will interview those candidates that meet the criteria, and recommend nominees for the Board's consideration that best suit the Board's needs.

#### Director Tenure

The Board does not have a fixed retirement age for directors and believes that a robust board evaluation process - one focused on the assessment and alignment of director skills with

company strategy and priorities - is more effective than relying solely on age or tenure limits to achieve board refreshment. No current outside director will be nominated for re-election after 20 years of board service, and after 2016, the Board will not nominate outside directors who come on Board for re-election after 15 years of board service.

#### Directors Who Change Their Present Job Responsibility

Directors shall notify the Board and offer to tender their resignations for consideration by the Nominating and ESG Committee when they change employment or the major responsibilities they held when they joined the Board. The Nominating and ESG Committee will recommend to the Board the action, if any, to be taken with respect to an offer to tender a resignation.

Directors who are officers of the Company also shall tender their resignations upon retirement or other termination of active employment with the Company.

#### Board Leadership

The roles of CEO and the Company's Chairman of the Board (the "Chairman") may be separate or combined, and the Chairman may be either an employee or non-employee director. This flexibility allows the Board to select the Company's CEO and Chairman in the manner that it determines to be in the best interests of the Company's stockholders. The Board is responsible for appointing the Chairman. If the Chairman is not an Independent Director, a Lead Independent Director will be appointed by a majority of Independent Directors. The Board should make its selections in a manner that it believes is best for the Company under all of the circumstances present at the time of such selection.

The Chairman shall preside at all meetings of the stockholders and of the Board as a whole, and shall perform such other duties, and exercise such powers, as from time to time shall be prescribed in the Company's Bylaws or by the Board.

If appointed, the Lead Independent Director shall: preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors; have the authority to call meetings of the independent directors; serve as liaison between the Chairman and the independent directors; approve information sent to the Board; approve meeting agendas for the Board; approve meeting schedules to assure that there is sufficient time for discussion of all agenda items; have the authority to retain independent advisors and consultants who report directly to the Board on board-wide issues; serve as a liaison for consultation and direct communication with stockholders; and perform such other duties as deemed necessary by the Board from time to time.

#### Financial Expert

The Board shall determine which, if any, of the members of the Audit and Finance Committee: (i) qualify as a "financial expert" and (ii) shall be designated in the Company's annual report as an "audit committee financial expert", based on whether such person or persons possess the appropriate degrees of knowledge, experience and independence to so qualify, as set forth in the applicable rules of the Securities and Exchange Commission.

## Other Board Memberships

Without the approval of the Board, no director should serve on more than 4 public company boards (including the Company's Board). No member of the Audit and Finance Committee may serve on over 3 public company audit committees (including the Company's Audit and Finance Committee). In addition, directors who serve as CEOs or in equivalent positions generally should not serve on over two public company boards (including the Company's Board) besides their employer's board.

## Board Compensation

The Company believes that compensation for non-employee directors should be competitive. For their services, directors receive an annual cash retainer and certain meeting fees and expenses. The Chairman and Committee Chairs also receive an additional annual retainer. Directors also receive an annual grant of stock-based compensation. The Nominating and ESG Committee will annually review the level and form of the Company's director compensation and, if it deems appropriate, recommend to the Board changes in director compensation.

The only compensation a member of the Audit and Finance Committee may receive from the Company is compensation in his or her capacity as a member of the Board or any committee of the Board.

A director who is also an officer of the Company shall not receive additional compensation for such service as a director.

## Director Stock Ownership

The Board believes that, to align the interests of directors and stockholders, directors should have a significant financial stake in the Company. To that end, the Board has adopted Stock Ownership Guidelines for non-employee directors pursuant to which such directors are expected to own shares of the Company's common stock equal to 5 times the annual board retainer within 5 years of joining the board.

## Board Access to Management

Board members shall have complete access to the Company's management and, as appropriate, to the Company's independent advisors. Board members will use reasonable judgment to assure that this access is not distracting to the business operations of the Company.

## Board Interaction with Institutional Investors, Analysts, Press and Customers

The Board believes that it is the role of the CEO, and management team as required, to represent the Company with all outsiders (investors, analysts, the press or customers, etc.). In addition, the Chairman, or Lead Independent Director, has a role to discuss governance matters with the investment community, and represent the Board in such discussions. Upon request to the CEO, the Chairman, or Lead Independent Director, may also agree to speak with an individual investor about issues/concerns that investor might have. All other directors shall not interact with outsiders in their capacity as a Company Director, and should refer all inquiries from institutional

investors, analysts, the press or customers to the CEO and Chairman, or Lead Independent Director, for

consideration.

#### Board Orientation and Continuing Education

The Company shall provide new directors with a director orientation program to familiarize such directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate governance guidelines, principal officers, internal auditor(s) and independent auditors. The Company will make appropriate opportunities for continuing education available to directors to enable them to maintain the necessary level of expertise to perform their responsibilities as directors.

#### Board and Committee Evaluations

The Nominating and ESG Committee will oversee the annual performance evaluation of the Board. In addition, each committee of the Board shall conduct an annual self-assessment of its performance and review a report on the self-assessment with the full Board. The Board evaluation and each committee self-assessment should include a review of any areas in which the Board, the committee or management believes the Board or committee can make a better contribution to the Company.

#### Communications with the Board

Stockholders and other interested parties may communicate with any of the directors by addressing their correspondence to the Board member or members, c/o the Corporate Secretary Simpson Manufacturing Co., Inc., 5956 Las Positas Blvd. Pleasanton, CA 94588. The Board has instructed the Corporate Secretary, prior to forwarding any correspondence, to review such correspondence and, in his or her discretion, not to forward certain items if they are not relevant to or consistent with the Company's operations, policies and philosophies, are deemed to be of a commercial or frivolous nature or otherwise inappropriate for the Board's consideration.

#### Separate Sessions of Independent Directors

The Independent Directors shall meet in executive session without management on a regularly scheduled basis and when called by the Chairman. The CEO shall be present at such times and to such extent during any executive session as the Chairman deems appropriate in order to answer questions and provide information relevant to the matters then under consideration. After the CEO provides such answers and information, the Independent Directors will complete their executive session without any management present. Each such executive session will generally include a subsequent discussion between the Independent Directors and the CEO.

The Chairman establishes the agenda for each executive session, and also determines which, if any, other individuals, including members of management and independent advisors, should attend each such meeting.

## Selection of Agenda Items for Board Meetings

In preparation for meetings of the Board, the Chairman, with support from the Corporate Secretary, shall prepare and disseminate to directors on a timely basis a meeting agenda together with briefing materials regarding matters to be included on the meeting agenda, as well as minutes from prior meetings. Each Board member may suggest inclusion of items on the agenda and may also raise at any Board meeting subjects that are not specifically identified on the agenda for that meeting.

## Meetings

The Board has 6 regularly scheduled meetings per year. The Chairman shall consider both the overall annual meeting calendar and the schedules of the individual meetings for the purpose of assuring, to the extent reasonably foreseeable, that issues of importance to the Company are included in the Board's annual calendar and, with respect to agenda items for individual meetings, given sufficient time for discussion. Directors are expected to regularly attend meetings of the Board and committees on which they sit, and to review prior to meetings material distributed in advance for such meetings. Directors are also expected to attend the annual meeting of stockholders. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chairman or the chair of the appropriate committee in advance of such meeting. Directors meet their responsibilities not only by attending Board and committee meetings, but also through communication with management on matters affecting the Company.

On any occasion when the Chairman is not in attendance at a meeting of the Board or the stockholders, the members of the Board who are present, acting by majority vote, shall select one of their number or an officer of the Company to preside at such meeting.

The Board encourages the CEO to bring members of management from time to time into Board meetings to (i) provide management insight into items being discussed by the Board because of management involvement in these areas; (ii) make presentations to the Board; and (iii) bring managers with significant potential into contact with the Board. Attendance of such management personnel at Board meetings is at the discretion of the Board.

Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the directors. Sensitive matters may be discussed at the meeting without written materials being distributed in advance or at the meeting. Similarly, matters may be discussed at a meeting called on short notice or in the event of a pressing need without written material being made available. The Company makes all committee meeting agendas and minutes of meetings available to all members of the Board.

## COMMITTEE MATTERS

### Board Committees: Composition

The Company currently has four standing committees: the Audit and Finance Committee, the

Compensation and Leadership Development Committee, the Nominating and ESG Committee and the Corporate Strategy and Acquisitions Committee. The purpose and responsibilities for each of these committees shall be delineated in committee charters approved and adopted by the Board. The Board may want, from time to time, to form a new committee, to re-allocate responsibilities of one committee to another committee or to disband a current committee depending on circumstances. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

Each of the Audit and Finance Committee, the Nominating and ESG Committee and the Compensation and Leadership Development Committee shall be composed entirely of Independent Directors satisfying applicable legal, regulatory and stock exchange requirements necessary for an assignment to any such committee. All other standing Board committees formed by the Board shall be chaired by Independent Directors, except where the Board, pursuant to the recommendation of the Nominating and ESG Committee, determines otherwise.

The Chairman, in consultation with the Nominating and ESG Committee, will recommend to that Committee the assignment of Board members to serve on or chair Board committees, and the Nominating and ESG Committee will make its recommendations to the Board.

Board judgment and individual Board member preferences will be the final guidelines in the Nominating and ESG Committee's annual review of Board committee structure.

Committee assignments for directors will include no more than three standing committees at any one time, with the exception of the Chairman who may be a member of more than three standing committees

## CEO AND SENIOR MANAGEMENT

### Selection of the Chief Executive Officer

The Board shall be responsible for identifying potential candidates for, and selecting, the CEO. In identifying potential candidates for, and selecting, the CEO, the Board shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

### Evaluation of Chief Executive Officer

The CEO develops and provides to the Compensation and Leadership Committee/Board an annual self-evaluation against previously established goals and objectives, and the Chair of the Compensation and Leadership Committee leads the Committee's/Board's annual evaluation of the CEO. The Compensation and Leadership Development Committee incorporates the Board's review of the CEO's performance in connection with that committee's annual review and setting of CEO compensation.

### Succession Planning

The Chairman will lead the Board, in an annual review of CEO succession. In addition, the Board, in consultation with the CEO, shall engage in an annual review of senior management

succession. The reviews shall include an examination of potential permanent and interim candidates for the

CEO and senior management positions. In addition, the Board shall approve and maintain a process regarding CEO succession in the event of an emergency or the retirement or other temporary or permanent absence of the CEO. To assist the Board with CEO succession planning, the CEO shall create and periodically assess (at least annually) a list of potential successors who may be able to perform the CEO's duties on an interim basis.

#### Management Development

The Board shall engage in a review to determine whether a satisfactory system is in effect for education, development, and orderly succession of senior officers and managers throughout the Company.

#### OTHER

##### Corporate Culture

The Board's role with respect to the Company's culture is to ensure that management is forging a culture aligned with the Company's stated purpose, its core values and current business strategy.

##### Corporate Social Responsibility

The Board shall periodically review the Company's corporate social responsibility practices, including environmental sustainability.

##### Anti-Hedging and Anti-Pledging

The Board has adopted an anti-hedging and anti-pledging policy.

##### Compensation Recovery

The Board has adopted a compensation recovery

policy. Related-Party Transactions

The Board has adopted a related-party transaction policy.

##### Audit and Finance Committee Complaint Reporting Procedures

The Audit and Finance Committee has adopted formal procedures to govern the receipt, retention, and treatment of complaints regarding the Company's accounting, internal controls, or auditing matters, and to protect the confidential, anonymous reporting of employees.

##### Independent Advisors

The Board and each committee have to power to retain, at the expense of the Company, consultants, legal counsel, and other independent advisors as they each may deem necessary. The Board shall approve the fees and other retention terms of such advisors. The Company shall provide for appropriate funding, as determined by the Board, for payment of compensation to any such advisors employed by the Board.

## Indemnification

The Company provides reasonable directors' and officers' liability insurance for the directors and will indemnify the directors to the fullest extent permitted by law and the Company's Certificate of Incorporation and Bylaws.