

**CHARTER FOR THE NOMINATING AND CORPORATE  
GOVERNANCE COMMITTEE OF THE  
BOARD OF DIRECTORS OF FASTENAL COMPANY  
(Originally Adopted April 2012 and Amended January 2020  
January 2022, and January 2024)**

**I. PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Fastenal Company (the “Company”) is to discharge its responsibilities relating to the nomination of Board appropriate candidates to serve as directors of the Company and provide oversight on corporate governance matters.

**II. MEMBERSHIP**

The Committee shall be composed of two or more directors, each of whom must satisfy the independence requirements under the listing standards of The Nasdaq Stock Market (“Nasdaq”) as in effect from time to time. The Committee members shall be appointed by the Board and may be removed by the Board at its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees consisting of one or more members as the Committee may deem appropriate, provided that the subcommittees are composed entirely of independent directors under the standards described above.

**III. RESPONSIBILITIES**

The Committee, to the extent it deems necessary or appropriate, will:

- (a) Periodically review the composition, skills and qualifications of the members of the Board, and report to the Board regarding suggested changes in size or composition of the Board and any succession planning for the Board.
- (b) Identify, evaluate and recruit candidates to fill any vacant or newly created positions on the Board.
- (c) Recommend to the full Board candidates to be nominated by the Board for election at the annual meeting of shareholders or to be appointed by the Board to fill any vacant or newly created positions on the Board.
- (d) Take other actions as may be required by federal securities laws or other applicable laws or regulations regarding the nomination of directors.
- (e) Consider letters of resignation tendered by any directors and make recommendations to the Board as to actions that should be taken, including whether to accept or reject the tendered resignations.
- (f) Monitor and evaluate the orientation and ongoing training needs of directors and make recommendations to the Board where appropriate.

- (g) Develop procedures for and conduct an annual review of the performance of the Board and the Committee.
- (h) Annually review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
- (i) Review and recommend to the Board any changes to the Company's Articles of Incorporation and Bylaws.
- (j) Review shareholder proposals relating to corporate governance and review the Company's response to such proposals with the Board.
- (k) Evaluate and make recommendations to the Board regarding director independence standards, including considering the effect of any material relationships that may impair independence, in accordance with applicable laws and rules of the Securities and Exchange Commission and Nasdaq.
- (l) Oversee the Company's environmental, social and governance ("ESG") initiatives, including any ESG policies, practices and disclosures.
- (m) Review the Board committee structure and the composition of the standing committees, and recommend to the Board for appointment the directors to serve as members and chairpersons of the standing committees of the Board.
- (n) Review and reassess, on at least an annual basis, the Charter, and recommend any proposed changes to the Board for approval.
- (o) Oversee the Company's Insider Trading Policy, including any practices and disclosures.

#### **IV. AUTHORITY**

The Committee shall have the authority, as and when it shall determine to be necessary or appropriate to carry out its responsibilities, to:

- (a) Retain, at the expense of the Company, (1) internal or external legal, accounting or other advisors to assist in carrying out its responsibilities, or (2) one or more search firms to assist in the identification and recruitment of director candidates.
- (b) Consult with the full Board and members of the Company's management in determining the needs of the Company for new directors and in identifying, evaluating and recruiting director candidates, and use Company personnel to assist the Committee with the performance of its duties.

#### **V. MEETINGS**

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities, but not less frequently than annually.

#### **VI. COOPERATION OF MANAGEMENT**

All members of management of the Company are requested to cooperate with the Committee, and to render assistance to it as it shall request in carrying out its functions.