

ADVANCED DRAINAGE SYSTEMS, INC.

Nominating and Corporate Governance Committee Charter

I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of Advanced Drainage Systems, Inc. (the “Company”) is appointed by the Board of Directors (the “Board”) to assist the Board in: (i) reviewing the qualifications and independence of the members of the Board and its various committees on a periodic basis as well as the composition and structure of the Board as a whole; (ii) evaluating the annual performance of the Board and its committees and the performance of incumbent directors in determining consideration for re-election; (iii) identifying and recommending to the Board nominees for election as directors; (iv) administering the Company’s Related Person Transactions Policy; and (v) providing guidance on Board and corporate governance issues.

II. Membership and Qualification

Membership: The Committee shall consist of no fewer than three (3) members, the number of which shall be determined by a majority of the total number of Directors then in office; provided, however, that the Committee may operate with fewer than three (3) members as long as such composition complies with applicable laws, rules, regulations and securities exchange listing standards. The Committee members shall be elected by the Board.

Qualification: Each member of the Committee shall meet the independence and experience requirements of the New York Stock Exchange or any successor thereto (“NYSE”) and shall have no material relationship with the Company and shall otherwise satisfy the independence requirements of the Company and the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Chairman: Unless the Chairman of the Committee (the “Chairman”) is elected by the full Board, the Committee members may designate a Chairman. The Committee may delegate to its Chairman, to a subcommittee of at least two Committee members, or to management of the Company, such power and authority as the Committee deems to be appropriate, except such powers and authorities required by law or regulation to be exercised by the whole Committee.

Resignation, Removal and Replacement: Any member of the Committee may resign from the Committee at any time by submitting an electronic transmission or by delivering written notice of such resignation to the Chairman of the Board, the Chief Executive Officer or the Secretary of the Company. A member who ceases to be independent under the listing standards shall promptly resign from the Committee to the extent required for the Company to comply with applicable laws, rules and regulations.

The Board shall have the power pursuant to the Second Amended and Restated Bylaws of the Company (as may be amended, supplemented or otherwise modified from time to time, the “Bylaws”), at any time to remove a member of the Committee with or without cause, to fill all vacancies, and to designate alternate members, to replace any absent or disqualified members, so long as the Committee shall at all times have at least three members (or such other number so as to be in compliance with applicable laws, rules, regulations and securities exchange listing standards) and be composed solely of independent Directors.

III. Meetings and Other Actions

1. The Committee shall meet as often as it deems appropriate; provided, however, that the Committee shall meet at least twice per year. The Committee meetings may be attended by any officer or employee of the Company, the Company’s outside counsel, independent auditor or other advisors, as the Committee deems appropriate. The Committee may meet in executive session without members of management in attendance as often as deemed appropriate. The Chairman shall have the sole authority to call the Committee into executive session; provided, that, any member of the Committee may request that the Chairman call an executive session, subject to the Chairman’s discretion.

IV. Goals, Responsibilities and Authority

The following are the general goals, responsibilities and authority of the Committee and are set forth only for its guidance. The Committee, however, may diverge from these responsibilities and/or may assume such other responsibilities as the Board may delegate from time to time and/or as the Committee may deem necessary or appropriate from time to time in performing its functions in accordance with the Bylaws and other governance documents of the Company and in accordance with applicable law.

Nothing in this Nominating and Corporate Governance Committee Charter (this “Charter”) shall be interpreted as diminishing or derogating the duties, responsibilities or obligations of the Board. Subject to the requirements of the Bylaws, the Committee shall:

2. As it relates to directors:
 - a. Review the qualifications and independence of the members of the Board and its various committees, as well as the composition and structure of the Board.
 - b. Review and make recommendations as to the Board’s committee structure.
 - c. Annually review and recommend: (i) to the Board, the composition of Board committees; and (ii) to each Board Committee, the chair of such committee.
 - d. Assist the Board in identifying and reviewing qualifications of prospective directors of the Company, as well as assist the Chief Executive Officer and the Board in reviewing the Company’s succession plans relating to directors. The Committee shall select individuals with diverse skills and characteristics who demonstrate the highest personal and professional integrity, have demonstrated

exceptional ability and judgment and who will be the most effective in serving the long-term interest of the Company's shareholders.

- e. Nominate directors for election by shareholders at the annual meeting of shareholders, or at a special meeting of shareholders.
 - f. In connection with the nomination process, the Committee shall establish appropriate policies and procedures for determining director nominees, including the procedure for shareholders' submissions of recommendations in accordance with the Company's Bylaws, Corporate Governance Guidelines, Director Nomination Policy and applicable law and regulation.
 - g. Oversee the annual evaluation of the Board and its committees.
 - h. Monitor the Board's skills and training program and any other director orientation and continuing education programs.
3. As it relates to Corporate Governance:
- a. Administer the Company's Related Person Transactions Policy.
 - b. Annually review and recommend to the Board any changes to the Company's Certificate of Incorporation, Bylaws and Corporate Governance Guidelines, as deemed appropriate.
 - c. Periodically review, recommend changes, consider exceptions, and monitor compliance with the Code of Ethics and other written corporate governance policies.
4. The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain any search firm in order to assist in identifying director candidates and legal, accounting or other advisors and shall have the sole authority to approve the search firm's and advisors' fees and other retention terms, including the authority to limit the amount of fees the search firm or an advisor may earn from other services provided to the Company. The Company shall provide appropriate funding, as determined by the Committee, to allow the Committee to perform its functions, including for the fees and expenses of any search firm and outside advisors to the Committee.
5. The Chairman shall report periodically to the Board on the Committee's activities. The Committee shall maintain minutes of its meetings.
6. The Committee shall annually review and assess the adequacy of its Charter and recommend to the Board any changes to this Charter. The Committee shall annually review its own performance, assessing the skills and resources required to meet its obligations under this Charter, and shall recommend to the Board such enhancements as the Committee deems prudent.

7. The Committee shall carry out such other duties as may be delegated to it by the Board from time to time.

V. Amendments

Any amendments to this Charter must be approved or ratified by a majority vote of the Board, including a majority of independent Directors.

VI. Disclosure of Charter

This Charter will be made available on the Company's website.

Effective Date: This Charter was adopted by the Board of Directors on May 7, 2014, effective July 30, 2014.