

**MARTIN MARIETTA MATERIALS, INC.**

**MANAGEMENT DEVELOPMENT AND  
COMPENSATION COMMITTEE CHARTER**

The Management Development and Compensation Committee will, except when such powers are by statute or the Corporation's Articles of Incorporation or the Bylaws reserved to the full Board or delegated to another committee of the Board, possess and may exercise the powers of the Board as follows:

Purposes of the Committee

The purposes of the Management Development and Compensation Committee are the following:

- Establish an overall strategy with respect to compensation for officers and management to enable the Corporation to attract and retain highly qualified employees
- Oversee executive succession and management development plans
- Discharge the Board's responsibilities relating to compensation of the Corporation's directors and elected officers
- Administer the Corporation's equity and other compensation plans, as amended from time to time
- Review, discuss and make a recommendation to the Board regarding inclusion in the Corporation's annual meeting proxy statement of the Corporation's Compensation and Disclosure Analysis required by the Securities and Exchange Commission to be included in the annual meeting proxy statement, and produce a report with respect thereto for inclusion in the Corporation's annual meeting proxy statement.

Authority and Responsibilities

In furtherance of the Committee's purposes, the Committee will have the following authority and responsibilities:

1. Compensation Philosophy. Establish a corporate philosophy and long-term strategies governing executive compensation to ensure the attraction, retention and appropriate reward of officers and to motivate their performance to achieve the Corporation's business objectives.
2. CEO Performance Goals. Review and approve the Corporation's goals and objectives relevant to the Corporation's Chief Executive Officer compensation; evaluate the Chief Executive Officer's performance in light of those goals and objectives; and determine and approve the Chief Executive Officer's compensation level based on the Committee's evaluation. The Board of Directors will meet in executive session to discuss the performance goals and compensation of the Chief Executive Officer, and the Committee will take into consideration any input it receives from the independent directors of the Board of Directors. The

Committee will discuss the Chief Executive Officer's compensation at the executive sessions of the Board of Directors at least annually.

3. Factors in CEO Compensation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee will consider all relevant factors, including but not limited to the Corporation's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, the awards given to the Corporation's chief executive officer in past years and the total compensation to the Chief Executive Officer.
4. Other Executive Officers. Other than the Chief Executive Officer, compensation for whom is addressed in Paragraphs 2 and 3 above, review management's assessment of the performance of elected officers, and review and approve the salary, bonus and other compensation for elected officers of the Corporation, and those employees with base salaries in excess of the amount specifically delegated to the Chief Executive Officer.
5. Executive Compensation Plans.
  - Review and make recommendations to the Board of Directors with respect to the adoption, material change requiring shareholder approval, or termination of cash-based incentive compensation plans and equity-based compensation plans.
  - Determine, approve and/or ratify awards under cash-based incentive compensation plans and equity-based compensation plans, including amendments to the plans or awards made under any such plans, and review and monitor the administration of awards under such plans, including the granting of awards to executive officers of the Corporation.
6. Annual Report. Provide such information to management of the Corporation to permit the preparation of the Corporation's Compensation Disclosure and Analysis as required by the Securities and Exchange Commission to be included in the Corporation's annual proxy statement or annual report on Form 10-K. Review, discuss, and, if deemed appropriate, make a recommendation to the Board of Directors regarding inclusion in the annual meeting proxy statement of the Corporation's Compensation Disclosure and Analysis and produce a report with respect thereto for inclusion in the Corporation's annual meeting proxy statement.
7. Succession Planning. Review with management at least annually plans for the orderly development and succession of executive management of the Corporation.
8. Director Compensation. Recommend to the Board, fees, compensation and benefits for Directors.
9. Employee Benefit Plans. Provide oversight (except as to asset management) of the Corporation's employee pension, retirement, other defined benefit or contribution plans and welfare plans.

10. Annual Performance Review. Participate in an annual evaluation of the Board and the Committees sponsored by the Nominating and Corporate Governance Committee.
11. Other Duties. Perform such other activities required by applicable law, rules or regulations, including the rules of the Securities and Exchange Commission and the New York Stock Exchange, and perform such other activities as the Board deems necessary or appropriate.
12. Charter. Review and reassess the adequacy of this Charter from time to time as appropriate.
13. Engagement of Consultants. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser to assist in the evaluation of the compensation of the Company's Chief Executive Officers, other officers or Directors. In such case, the Committee will have the sole authority on behalf of the Corporation to engage and terminate such compensation consultant, independent legal counsel or other adviser, including the authority to approve fees and terms of such retention. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Corporation shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, independent legal adviser or other adviser engaged by the Committee.

The Committee may select a compensation consultant, independent legal counsel or other adviser to the Committee only after taking into consideration all relevant factors, including the following:

- The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

14. Additional Items.

- The Committee will consist of not less than three members.
- Each member of the Committee will be an “independent director” within the meaning of the New York Stock Exchange and other applicable law or rules with respect to the determination of a director’s status as an “independent director” for the purpose of serving on a compensation committee, as well as such other standards as may be established by the Board of Directors or the Corporation’s Nominating and Corporate Governance Committee. Additionally, all members will meet the definition of “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the definition of “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended.
- The members of the Committee and the Chair of the Committee will be elected by the Board to serve at the pleasure of the Board of Directors and until their successors are duly elected and qualified.

15. Delegation. The Committee has authority to delegate any of its duties under this Charter, including to the Chair of the Committee, as it deems appropriate.

16. Reporting. The Committee will report its actions and recommendations to the Board.