

MARTIN MARIETTA MATERIALS, INC.
Guidelines for Director's Independence

For a director to be considered independent, the Board of Directors must affirmatively determine that such director has no material relationship with Martin Marietta Materials, either directly or indirectly. This determination must comply with the rules of the New York Stock Exchange. The Board will broadly consider all relevant facts and circumstances in making its determination.

A director cannot be considered independent until three years after the end of any of the following relationships with Martin Marietta Materials:

- A director who is employed by Martin Marietta Materials or has an immediate family member employed as an executive officer (which, for the purpose of these *Guidelines for Director's Independence*, has the meaning ascribed to it in Section 16(a) of the Securities Exchange Act of 1934) of Martin Marietta Materials.
- A director who receives, or has an immediate family member who receives, more than \$120,000 during any 12-month period within the last three years in direct compensation from Martin Marietta Materials, other than director and committee fees, pension or other forms of deferred compensation for prior service (provided that such compensation is not in any way contingent on continued service) and other than compensation received by an immediate family member as a non-executive employee of Martin Marietta Materials.
- A director who is a current partner or employee of a firm that is the internal or external auditor of Martin Marietta Materials, or who has an immediate family member who is a current partner of such auditor or who is employed by such auditor and who personally works on the audit of Martin Marietta Materials; or if the director or family member has within the last three years (but is no longer) a partner or employee of such auditor, and he or she personally worked during that time on the audit of Martin Marietta Materials.
- A director who is employed, or has an immediate family member who is employed, as an executive officer of another company where any of Martin Marietta Materials's present executives serves on that company's compensation committee.
- A director who is currently employed, or has a family member currently employed as an executive officer, by a for-profit company that makes payments to, or receives payments from, Martin Marietta Materials for property or services in an amount that exceeds, in any of the last three fiscal years, the greater of \$1 million or 2% of the other company's consolidated gross revenues.

In addition, Audit Committee members must meet the independence requirements set out in the Audit Committee Charter, and members of the Management Development and Compensation

Committee must meet the independence requirements set out in the Charter of the Management Development and Compensation Committee.

There is a presumption that the existence of any of the following relationships or interests is not a material relationship that would impair a director's independence. Notwithstanding this presumption, the Board will look at the totality of this relationship and other material relationships when determining independence. If a Board member has a relationship that exceeds the standards described below, or has another significant relationship with the Company or its management that is not described below, or there are special circumstances relating to the standard below, then the independent members of the Board will determine whether that member's relationship would affect the Board member's independence.

- (a) A director whose affiliation is with an outside law firm, consultant or other advisor doing business with the Corporation where the business for the prior fiscal year accounts for less than the greater of \$1 million of the outside firm's revenues or 2% percent of the outside firm's gross revenues.
- (b) A director who serves on the Board of Trustees or is employed by or derives income from a charitable organization or other tax-exempt organization to which the Corporation has made in the prior fiscal year a contribution of \$100,000 or less. The Corporation will disclose in its annual proxy statement any contributions made by the Corporation to any tax-exempt organization in which a director serves as an executive officer if, within the preceding three years, contributions in any single fiscal year exceeded the greater of \$1 million or 2% of such tax-exempt organization's consolidated gross revenues.
- (c) A relationship arising solely from a director's position as a director or advisory director (or similar position) of another for-profit or not-for-profit corporation or organization that engages in a transaction with Martin Marietta Materials or receives contributions from Martin Marietta Materials.
- (d) Ownership of securities of Martin Marietta Materials where the director does not receive any special benefit not shared by securities holders on a pro rata basis.
- (e) Ownership of less than 10% equity interest in another corporation that has a relationship with or is a party to a transaction with Martin Marietta Materials that is at arm's length terms.

Any determination of independence for a director that does not meet the standards enumerated above will be disclosed by the Board of Directors in the Corporation's annual proxy statement.