

**NORTHWEST PIPE COMPANY**  
**ANNUAL MEETING OF SHAREHOLDERS**

**JUNE 4, 2020**

**RULES OF CONDUCT AND PROCEDURES**

Welcome to the Annual Meeting of Shareholders of Northwest Pipe Company. It is our desire to conduct an orderly and constructive Annual Meeting. We ask you to kindly observe the following Rules of Conduct and Procedures.

1. The Chair of the meeting has the authority to preside over and make determinations with respect to the conduct of the meeting. Any action taken by the Chair with respect to the Annual Meeting will be final and binding on all persons.

2. Shareholders of the Company as of the close of business on April 9, 2020 will be able to attend the Annual Meeting, vote your shares electronically and submit questions during the live webcast of the meeting by entering the 16 digit control number you received with your proxy materials. If you have voted your shares prior to the start of the Annual Meeting, your vote has been received by the Company's inspector of elections and there is no need to vote those shares during the Annual Meeting, unless you wish to revoke or change your vote.

3. Because this is a meeting of our shareholders, only our shareholders are permitted to make comments or ask questions during the Annual Meeting. You need to have held your stock as of the close of business on the Record Date to submit comments or questions while participating in the Annual Meeting.

4. The only business to be conducted at the Annual Meeting consists of the three proposals set forth in the Notice of Annual Meeting of Shareholders and described in the Proxy Statement dated April 16, 2020 (the "Proxy Statement"). Proposals will be taken up in the sequence indicated in the Proxy Statement.

5. We will strictly follow the agenda as we conduct the meeting.

6. Following adjournment of the formal business portion of the Annual Meeting and a presentation by our Chief Executive Officer, the Company will address appropriate general questions from shareholders regarding the Company. Such questions may be submitted in the field provided in the web portal.

7. To allow us to answer questions from as many shareholders as possible, we will limit each shareholder to one question and one follow-up question. It will help us if questions are succinct and cover only one topic per question. Questions from multiple shareholders on the same topic or that are otherwise related may be grouped, summarized and answered together.

8. Conducting the formal business of the Annual Meeting for the benefit of all shareholders will be paramount. The Company does not intend to address any comments or questions that are, among other things:

- irrelevant to the business of the Company or to the business of the Annual Meeting;
- related to general economic, political or other views that are not directly related to the business of the Annual Meeting;
- related to material non-public information of the Company;
- related to personal grievances;
- derogatory references to individuals or that are otherwise in bad taste;
- repetitious statements already made by another shareholder;
- in furtherance of the shareholder's personal or business interests; or
- out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Chair or Secretary in their reasonable judgment.

9. If there are any matters of individual concern to a shareholder and not of general concern to all shareholders, or if a question posed was not otherwise answered, such matters may be raised separately after the Annual Meeting by contacting [investors@nwpipe.com](mailto:investors@nwpipe.com).

10. Recording of the Annual Meeting is prohibited. A webcast playback will be available for 60 days on [www.nwpipe.com](http://www.nwpipe.com) 24 hours after the completion of the meeting.

**Thank you for your cooperation and for joining the Annual Meeting.**