

**BUILDERS FIRSTSOURCE, INC.**  
**NOMINATING COMMITTEE CHARTER**  
Adopted as of February 14, 2012

**A. Purpose**

The purpose of the Nominating Committee of the Board of Directors (the “Board”) of Builders FirstSource, Inc. (the “Company”) is to:

- evaluate potential Board members, consistent with criteria approved by the Board;
- recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board;
- recommend to the Board the directors to be appointed to each committee of the Board; and
- evaluate and make recommendations to the Board regarding (i) the eligibility criteria for receipt of compensation as a director, and (ii) the appropriate compensation to be paid to eligible members of the Board and to members of Board committees.

**B. Structure and Membership**

1. Number. The Nominating Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by the applicable rules of NASDAQ, each member of the Nominating Committee shall be an “independent director” as defined by such rules.
3. Chairman. The chairman of the Committee shall be designated by the Board; provided, however, that if the Board does not designate a chairman, the Committee shall elect a chairman by majority vote.
4. Selection and Removal. Members of the Nominating Committee shall be appointed by the Board. The Board may remove members of the Nominating Committee from such Committee, with or without cause.

**C. Authority and Responsibilities**

1. Selection of Director Nominees. Except where the Company is legally required by contract, corporate charter, bylaw or otherwise to provide third parties with the right to nominate directors, the Nominating Committee shall be responsible for recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on

the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.

2. Criteria for Selecting Directors. The criteria to be used by the Nominating Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's Policy on the Director Nomination Process, as established by the Committee. The Committee shall adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
3. Search Firms. The Nominating Committee shall have the sole authority to retain and terminate any search firm to be used to identify director nominees, including sole authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee. The Committee shall notify the Chief Executive Officer upon the retention of a search firm.
4. Selection of Committee Members. The Nominating Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.
5. Compensation of Board and Committee Members. The Nominating Committee shall be responsible for evaluating and recommending to the Board (i) the eligibility criteria for receipt of compensation as a director, and (ii) the appropriate compensation to be paid to eligible members of the Board and to members of Board committees.

#### **D. Procedures and Administration**

1. Meetings. The Nominating Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Nominating Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.
3. Charter. The Nominating Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
4. Independent Advisors. The Nominating Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent

advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

5. Investigations. The Nominating Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
6. Funding. The Nominating Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Nominating Committee that are necessary or appropriate in carrying out its duties.