

BUILDERS FIRSTSOURCE, INC.
COMPENSATION COMMITTEE CHARTER
Amended effective as of November 19, 2019

PURPOSE AND RESPONSIBILITIES

The Compensation Committee (the “Committee”) shall be responsible for:

- Advising the Board of Directors regarding the compensation of Builders FirstSource, Inc. (the “Company”) executive officers; and
- Reviewing and discussing the annual compensation discussion and analysis (“CD&A”) required to be included in the Company’s proxy statement and annual report on Form 10-K in accordance with applicable rules and regulations and, based on such review and discussion, determining whether to recommend to the Board that the CD&A be so included.
- Preparing the Compensation Committee Report required under Item 407(e)(5) of Securities and Exchange Commission (“SEC”) Regulation S-K.

COMPOSITION OF THE COMMITTEE

The members of the Committee shall be appointed by the Board of Directors. The Committee shall consist of three or more directors as determined from time to time by the Board, each of whom shall be independent as defined under the stock exchange listing rules of The NASDAQ Stock Market, Inc. (“NASDAQ”). The members of the Committee shall be qualified to serve on the Committee pursuant to the requirements of NASDAQ and any additional requirements that the Board deems appropriate. The Chairman of the Committee shall be designated by the Board of Directors. In the absence of the Chairman, the members of the Committee may designate a chairman by majority vote. The Board of Directors may at any time remove one or more directors as members of the Committee with or without cause, at its discretion and may fill any vacancy on the Committee. The Committee may form and delegate authority to subcommittees when appropriate.

DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall:

- Annually review and recommend to the Board of Directors for its approval all Company goals and objectives relevant to the Chief Executive Officer’s compensation;
- Annually evaluate the Chief Executive Officer’s performance in light of the Company’s goals and objectives;
- Annually review and recommend to the Board of Directors for its approval

the Chief Executive Officer's base salary, incentive compensation levels, and perquisites and other personal benefits based on the Committee's evaluation of the Chief Executive Officer's performance relative to the Company's goals and objectives (the CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation);

- Annually review, evaluate and recommend to the Board of Directors for its approval the base salary level, incentive compensation levels and perquisites and other personal benefits of the other executive officers of the Company;
- Review and make recommendations to the Board of Directors regarding any new or materially amended employment, severance or termination arrangements to be made with any current or prospective executive officer of the Company;
- Make recommendations to the Board of Directors with respect to awards under, the Company's incentive-compensation plans and equity-based compensation plans;
- Make regular reports to the Board of Directors concerning the activities of the Committee;
- Evaluate the adequacy of this Charter on an annual basis and recommend any changes to the Board of Directors for its approval.
- Perform an annual performance evaluation of the Committee; and
- Perform any other activities delegated to it by the Board of Directors or as determined to be appropriate by the Committee, provided that such activities are consistent with this Charter, the Company's Certificate of Incorporation and By-laws and governing law.

In fulfilling the responsibilities that are delegated to the Committee under this Charter, the Committee shall have and may exercise all the powers and authority of the Board of Directors to the extent permitted under the Delaware General Corporation Law.

MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. One such meeting shall be held at a time when the Committee can review, and recommend to the Board of Directors for its approval, annual base salary and incentive awards as described above. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

The Chairman of the Committee shall chair all sessions of the Committee and set the agenda for each Committee meeting in consultation with the other members of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and communicate with each other shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act by unanimous written consent in lieu of a meeting as permitted by law and the Company's By-laws.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

INVESTIGATIONS AND STUDIES

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and may retain, at the Corporation's expense, such independent counsel or other consultants or advisers as it deems necessary.

The Committee shall have the sole authority to retain or terminate any compensation consultant, legal counsel or other adviser to assist the Committee in carrying out its responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee. Prior to selecting or receiving advice from any compensation consultant, legal counsel (other than in-house counsel) or other adviser, the Committee shall evaluate all factors relevant to that person's independence from management, including each of the independence factors under NASDAQ Listing Rule 5605(d)(3).

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable Federal or state law.