

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF  
THE BOARD OF DIRECTORS  
OF  
BUILDERS FIRSTSOURCE, INC.  
Amended July 19, 2021**

**I. Purpose**

The primary purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Builders FirstSource, Inc. (the “Company”) is to: (a) develop and implement policies and procedures that are intended to ensure that the Board will be appropriately constituted and organized to meet its fiduciary obligations to the Company and its stockholders; (b) identify individuals qualified to become members of the Board, and to select, or to recommend that the Board select, the director nominees for the next annual meeting of shareholders; and (c) develop and recommend to the Board a set of corporate governance principles applicable to the Company.

**II. Composition**

**A. Members; Qualifications**

The Committee shall consist of such number of directors as the Board shall determine from time to time. Except as otherwise permitted by the applicable rules of the exchange on which the Company’s common stock is then listed (the “Stock Exchange”), each member of the Committee shall be “independent” as defined by Stock Exchange rules.

**B. Appointment, Removal and Replacement**

The members of the Committee shall be appointed by the Board of Directors. Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

**C. Chair**

The chair of the Committee shall be designated by the Board; *provided, however*, that if the Board does not so designate a chair, the members of the Committee, by a majority vote, may designate a chair.

**D. Subcommittees.**

The 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.

**III. Meetings and Procedures**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. 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 chair 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 teleconference, videoconference 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.

#### **IV. Duties and Responsibilities**

The Committee is granted the authority and responsibilities enumerated below and such other authority and responsibilities as may be delegated from time to time to the Committee by the Board.

- A. 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 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.
- B. Criteria for Selecting Directors.** The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's Corporate Governance Guidelines. The Committee shall adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
- C. Search Firms.** The 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.
- D. Selection of Committee Members.** The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board. In recommending a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
- E. Compensation of Board and Committee Members.** The 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.
- F. Assistance with Committee and Board Effectiveness Self-Assessments.** The Committee shall oversee and assist the Board and its committees with the development and implementation of their annual evaluation processes.
- G. Corporate Governance Recommendations.** The Committee shall advise and make recommendations to the Board on corporate governance, board leadership structure and all matters pertaining to the role of the Board and the practices and the performance of its directors,

including the development of the corporate governance policies and guidelines and the periodic review of the Company's governance documents, policies and procedures (including the charter, by-laws and committee charters). Among other things in this regard, the Committee shall, from time to time, make appropriate determinations of the factors and circumstances (in general and in any specific case) pursuant to which the offices of chair and chief executive officer should be separated or may be held simultaneously by the same person. Additionally, the Committee will review, and make recommendations to the Board with regards to, stockholder proposals and the annual stockholders' meeting.

- H. **Review and Analyze Tendered Resignations.** The Committee shall review and analyze the resignation tendered by a director where a director fails to receive a majority vote as specified under the Company's By-laws and the Company's Corporate Governance Guidelines and recommend to the Board whether to accept or reject such director resignation or take other action.
- I. **Independence Determinations.** The Committee shall consider possible conflicts of interests of directors and executive officers and review the institutional and other affiliations of directors and nominees and determine whether a director has a relationship that would impair his or her independence, and shall make recommendations to the Board with respect to the determination of director independence.
- J. **Corporate Social Responsibility and Sustainability.** The Committee shall provide oversight of management's efforts on significant issues relating to corporate social responsibility and sustainability, which may include issues relating to the environment, human rights, labor, diversity and inclusion, health and safety, supply chain, community and governmental relations, charitable and political contributions, and similar matters, in order to enhance shareholder value and protect the Company's reputation.

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.

- V. **Charter.** The 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.
- VI. **Independent Advisors.** The 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.
- VII. **Investigations.** The 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.
- VIII. **Funding.** The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- IX. **Annual Performance Evaluation.** The Committee or the Board shall annually review the Committee's performance in such manner as it deems appropriate.