

**CHARTER OF THE COMPENSATION COMMITTEE**  
**OF**  
**THE BOARD OF DIRECTORS**  
**OF**  
**BUILDERS FIRSTSOURCE, INC.**  
**Amended October 26, 2022**

**I. Purpose**

The purpose of the Compensation Committee (the “Committee”) is to:

**A.** Review and approve on an annual basis the corporate goals and objectives relevant to Chief Executive Officer compensation, evaluate the Chief Executive Officer’s performance in light of such goals and objectives and determine and approve the compensation to be paid by the Company to the Chief Executive Officer based on such evaluation.

**B.** Review and oversee management’s annual process for evaluating the performance of the Company’s Senior Officers and review and approve on an annual basis the compensation to be paid by the Company to the Company’s Senior Officers. The term “Senior Officers” means (i) the Company’s executive officers (other than the Chief Executive Officer) as such term is defined under Rule 3b-7 under the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (ii) those other senior officers of the Company and its subsidiaries selected for such review and approval from time to time by the Committee in consultation with the Chief Executive Officer.

**C.** Review and evaluate the Company’s overall compensation philosophy, consider how the Company’s compensation arrangements may affect risk-taking behavior, and oversee the Company’s equity and other compensation and benefit plans.

**D.** Review and discuss the annual compensation discussion and analysis (“CD&A”) required to be included in the Company’s proxy statement and prepare the Compensation Committee Report required by the Securities and Exchange Commission (“SEC”) to be included in the proxy statement.

**E.** Oversee the Company’s human capital management efforts and results.

**II. Composition**

**A. Members; Qualifications**

The Committee shall consist of three or more directors as determined from time to time by the Board of Directors of the Company (the “Board”), each of whom shall be “independent” as defined under the rules of the applicable exchange on which the Company’s common stock is then listed (the “Stock Exchange”) and at least two members of the Committee shall also qualify as “non-employee” directors within the meaning of Exchange Act Rule 16b-3. The members of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the Stock Exchange and any additional requirements that the Board deems appropriate.

**B. Appointment, Removal and Replacement**

The members of the Committee shall be appointed by the Board. 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. One such meeting shall be held at a time when the Committee can review, and recommend to the Board for its approval, annual base salary and incentive awards as described herein. 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 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.

- Annually review and approve (and, if desired, recommend to the Board 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 approve (and, if desired, recommend to the Board 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 approve (and, if desired, recommend to the Board for its approval) the base salary level, incentive compensation levels and perquisites and other personal benefits of the other Senior Officers of the Company;
- Review and make recommendations to the Board regarding any new or materially amended employment, severance or termination arrangements to be made with any current or prospective executive officer of the Company;
- Review and approve the implementation or revision of any clawback policy allowing the Corporation to recoup compensation paid to senior executive officers and other employee;
- Establish and monitor compliance with any stock ownership and holding guidelines of the Corporation that are applicable to executive officers or directors;
- Assess the results of the Corporation's most recent advisory vote on executive compensation ("Say on Pay") and any other feedback garnered through the Corporation's ongoing shareholder outreach that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the Corporation should respond to Say on Pay vote outcomes and other shareholder feedback;
- Review and make recommendations to the Board with respect to management development and succession plans for the CEO and, as the Committee deems appropriate, other Senior Officers;
- Periodically review and make recommendations with respect to the Company's general employee compensation philosophy and practices to ensure that they are competitive within the market and closely related to personal and corporate performance. The Committee shall also consider how the Company's compensation arrangements may affect risk-taking behavior in the Company's operations and the extent to which risks arising from such overall compensation policies may have a material adverse effect on the Company;
- When appropriate, and after consultation with the CEO, recommend to the Board any changes to the design of those incentive compensation and equity-based plans that are subject to Board approval, oversee such plans' administration and discharge any responsibilities such plans may impose on the Committee. The Committee shall approve grants of any equity-based awards for directors, officers and employees. The Committee may delegate any such authority to the CEO if and as authorized in such plans;
- Oversee significant matters pertaining to the Company's human capital management strategy, including diversity and inclusion and recruitment, retention and engagement of employees;
- Make regular reports to the Board concerning the activities of the Committee;
- Evaluate the adequacy of this Charter on an annual basis and recommend any changes to the Board for its approval.

- Perform an annual performance evaluation of the Committee; and
- Perform any other activities delegated to it by the Board 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 to the extent permitted under the Delaware General Corporation Law.

#### **V. Compensation Consultant and Compensation Studies**

The Committee shall have the sole authority to retain, at the expense of the Company, any compensation consultant, independent legal counsel, or other advisor ("Advisor") to assist in the evaluation of non-executive director compensation and Chief Executive Officer or Senior Officer compensation, as the Committee deems necessary or appropriate to carry out its responsibilities. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any Advisor retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Advisor retained by the Committee. Prior to selecting any Advisor (other than in-house counsel), the Committee shall undertake an independence assessment, taking into consideration all factors relevant to the Advisor's independence from management, including:

- the provision of other services to the Company by the Advisor's firm (the "Firm");
- the amount of fees received from the Company by the Firm, as a percentage of the Firm's total revenue;
- the policies and procedures of the Firm designed to prevent conflicts of interest;
- any business or personal relationship of the Advisor or the Firm with a member of the Committee;
- any stock of the Company owned by the Advisor; and
- any business or personal relationship of the Advisor or the Firm with a Senior Officer of the Company;

provided, however, that this independence assessment is not required with respect to: (i) in-house legal counsel of the Company; and (ii) any Advisor whose role is limited to the following activities for which no disclosure is required under Item 407(c)(3)(iii) of Regulation S-K: (1) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees thereof; or (2) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the Advisor and about which the Advisor does not provide advice.

#### **VI. 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.

## **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 shall work with the Nominating and Corporate Governance Committee or the Board to determine a process for the annual evaluation of the performance of the Committee and annually review the Committee's performance pursuant to such process.