

CORPORATE GOVERNANCE GUIDELINES
OF
BUILDERS FIRSTSOURCE, INC.
Revised October 26, 2023

The following Corporate Governance Guidelines (these “Guidelines”) have been adopted by the Board of Directors (the “Board”) of Builders FirstSource, Inc. (the “Company”), to assist the Board in the exercise of its duties and responsibilities. These Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision-making, both at the Board and management level, with a view to enhancing long-term stockholder value. The Board intends for these Guidelines to serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations. Accordingly, these Guidelines should be interpreted in the context of, but are not intended to change, applicable federal and state laws, rules and regulations, including but not limited to the General Corporation Law of the State of Delaware, the listing rules and requirements of the New York Stock Exchange (the “Stock Exchange”), and the Company’s Certificate of Incorporation (“Certificate”) and By-laws (“By-laws”), each as amended and in effect from time to time. These Guidelines are subject to modification by the Board.

A. Board Structure, Membership and Service

1. Board and Director Responsibilities.

The business and affairs of the Company will be managed under the direction of the Board. Each director will act in what he or she reasonably believes to be in the best interests of the Company and its stockholders, and must exercise his or her business judgment.

Each director, will, in the performance of such director’s duties, be fully protected in relying in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Company by any of the Company’s officers or employees or committees of the Board, or by any other person as to matters such director reasonably believes are within such other person’s professional or expert competence or who has been selected with reasonable care by or on behalf of the Company.

2. Size of the Board. The Board, with the assistance and recommendations of the Nominating and Corporate Governance Committee (the “Nominating Committee”), will periodically review the size of the Board to determine whether any changes are appropriate, with the goal of maintaining a Board membership that provides the necessary expertise and independence but that is not too large to function efficiently. Any change to the size of the Board, however, must be made in accordance with the Certificate and the By-laws.

3. Independent Directors. At all times, at least a majority of the members of the Board will be independent directors as such term is defined by the rules of the Stock Exchange. In determining independence, the Board will consider the definition of “independent” in the corporate governance standards of the Stock Exchange. Because it is not possible to anticipate or explicitly provide for all circumstances that might signal potential conflicts of interest or bear on the materiality of a director’s relationship with the Company, the Board, when making its independence determinations, will broadly consider all relevant facts and circumstances. The Board makes an affirmative determination regarding the independence of each director annually, or more frequently if required by applicable law or stock exchange regulation, based upon the recommendation of the Nominating Committee.

4. Board Membership Criteria. The Nominating Committee will recommend to the Board criteria for the selection of new directors and periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria.

The Board and Nominating Committee believes that the minimum qualifications for serving as a director of the Company are that a nominee demonstrate, by significant accomplishment in his or her field,

an ability to make a meaningful contribution to the Board's oversight of the business and affairs of the Company and have a record and reputation for honest and ethical conduct in both his or her professional and personal activities. Nominees for director shall be those people who, after taking into account their skills, expertise, integrity, character, judgment, age, independence, corporate experience, length of service, diversity of background and experience, conflicts of interest and commitments, including, among other things, service on the boards (or comparable governing bodies) of other public companies, private companies, charities, civic bodies or similar organizations and other qualities, are believed to enhance the Board's ability to manage and direct, in an effective manner, the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation or listing requirements of the Stock Exchange.

In general, nominees for director generally should have an understanding of the workings of large business organizations such as the Company as well as the ability to make independent, analytical judgments, the ability to be an effective communicator, and the ability and willingness to devote the time and effort to be an effective and contributing member of the Board. In addition, the Nominating Committee will examine a candidate's specific experiences and skills, time availability in light of other commitments, potential conflicts of interest and independence from management and the Company.

5. Selection of New Director Candidates. The Nominating Committee will identify potential nominees by asking current directors and executive officers to notify the Nominating Committee if they become aware of persons meeting the criteria described above. The Nominating Committee may also, from time to time, engage firms that specialize in identifying director candidates. As described further below, the Nominating Committee will also consider candidates recommended by stockholders.

Once a person has been identified by the Nominating Committee as a potential candidate, the Nominating Committee may collect and review publicly available information regarding the person to assess whether the person should be considered further. If the Nominating Committee determines that the candidate warrants further consideration, the chair of the Nominating Committee or another member of the Nominating Committee will contact the person. Generally, if the person expresses a willingness to be considered and to serve on the Board, the Nominating Committee will request information from the candidate, review the person's accomplishments and qualifications, including in light of any other candidates that the Nominating Committee might be considering, and conduct one or more interviews with the candidate. In certain instances, Nominating Committee members may contact one or more references provided by the candidate or may contact other members of the business community or other persons that may have greater first-hand knowledge of the candidate's accomplishments. The Nominating Committee evaluation process does not vary based on whether or not a candidate is recommended by a stockholder, although the Nominating Committee may take into consideration the number of shares held by the recommending stockholder and the length of time that such shares have been held.

6. Stockholder Recommendations for Director Candidates. The Nominating Committee will consider candidates for director recommended by stockholders in accordance with the Company's By-laws, these Guidelines and the Policy on Stockholder Recommendations for Director Candidates.

7. Individual Director Responsibilities. All directors are expected to set aside sufficient time in their schedules to fulfill their duties to the Company and its stockholders. All directors are expected to comply with the Company's policies, procedures, practices and codes of conduct, including the Company's Code of Business Conduct and Ethics, Policy on Insider Trading and any and all guidelines for the avoidance of conflicts of interest.

8. Board Tenure. The Board does not believe that it should establish term limits with respect to service on the Board or any committee of the Board (each a "Committee"), as it believes there is a significant advantage in maintaining the experience and insight into the Company and its operations that directors gain over time. As an alternative to term limits, the Nominating Committee, in conjunction with the chair of the Board and the Chief Executive Officer, will evaluate, subject to any applicable provisions set forth in the Certificate or By-laws, each director in connection with whether such director should be re-

nominated to the Board, and at such other times as may be appropriate. This will also allow each director the opportunity to confirm his or her desire to continue as a member of the Board.

9. **Limits on Public Company Boards.** Ordinarily, directors may not serve on the boards of more than four public companies, including the Company's Board. Directors who are chief executive officers of public companies may not serve on the boards of more than two other public companies, in addition to the Company's Board. No member of our Audit Committee may serve on more than three public company audit committees (including our Audit Committee).

Service on the boards of subsidiary companies with no publicly traded stock (or that issue only debt), non-profit organizations and private companies is not included in this calculation.

To enable the Nominating Committee to review other directorships and assess potential conflicts of interest, if any, or potential interlocking directorships, each director must notify and receive approval from the Nominating Committee in advance of accepting an invitation to serve as a member on another board of directors.

10. **Majority Voting in Director Elections and Director Resignation Policy.** In accordance with the Company's By-laws, each nominee for director in an uncontested director election must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board.

The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. As a result, director nominees shall be required to tender irrevocable resignations that will be effective only upon (i) the failure to receive the required vote at a stockholder meeting at which they face re-election and (ii) acceptance of such resignation by the Board. In addition, the Board shall fill director vacancies and new directorships only with candidates who tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with this policy.

If an incumbent director fails to receive the required vote for re-election, the Nominating Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the recommendation of the Nominating Committee and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the director election results. The Nominating Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation.

11. **New Director Orientation.** The Company has an orientation process for Board members that is designed to familiarize new directors with various aspects of the Company's business, including the Company's strategy, operations, finances, risk management processes, compliance program and governance practices.

12. **Director Education.** The Company shall provide appropriate information to directors regarding changes in the Company's business and industry as well as the responsibilities of directors in fulfilling their duties. The Board also encourages directors to participate in education programs to assist them in performing their responsibilities as directors.

13. **Change in Principal Occupation.** When a director's principal occupation or business association changes substantially during the director's tenure on the Board, the director must submit an offer to resign for consideration by the Nominating Committee. The Nominating Committee recommends to the Board the action, if any, to be taken with respect to the offer to resign. Furthermore, officers who also serve as directors must tender their resignations from the Board at the same time that they retire or resign from the Company, unless otherwise approved by the Board.

B. Board Leadership

1. **Role of Chair of the Board.** The chair of the Board shall chair each Board meeting. In his or her absence, the By-laws shall govern who will chair the Board meeting.

2. **Executive Sessions of Non-Management Directors.** The non-management directors will meet separately, in executive session, without management directors as often as they deem necessary or appropriate, but not less than quarterly, to discuss such matters as they deem appropriate. The chair of the Board will chair such executive sessions of the non-management directors and lead such discussions. The non-management directors may request that Company personnel, consultants and other advisors make presentations or participate in discussions at any such executive sessions.

C. Board Policies and Procedures

1. **Access to Information, Management and Employees.** The directors shall have complete access to the Company's executive officers, senior management and other employees and any information about the Company necessary or appropriate to carry out their duties, in each case subject to reasonable advance notice and reasonable efforts to avoid disruption to the Company's business and operations.

2. **Access to Advisors.** The Board and its Committees shall have complete access to the Company's outside legal, accounting, financial and other advisors. In addition, the Board and its Committees shall have the authority, at the expense of the Company, to retain such independent legal, accounting, financial and other advisors as they deem appropriate without management approval.

3. **Conflicts of Interest.** A director's other relationships, including business, family or those with non-profit entities, may occasionally give rise to the perception that the director has a material, personal interest in a particular issue involving the Company. If a director becomes involved in activities or interests that conflict or appear to conflict with the interests of the Company and these activities result in an actual or potential conflict of interest, then the director is required to disclose such conflict promptly to the Board and the Company's General Counsel. The Board will determine an appropriate resolution on a case-by-case basis. Directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests. Whenever possible, directors should avoid conflicts of interest between the director and the Company.

4. **Corporate Opportunities.** A director must not use an opportunity that is discovered through the use of Company information or his or her position with the Company for the director's own personal benefit or for the benefit of any person or entity outside the Company, unless the Company has already been given the opportunity and has determined that it will not pursue that opportunity, and then only after notifying the chair of the Board and the Company's General Counsel of the director's intended actions in order to avoid an appearance of a conflict of interest.

5. **No Loans or Personal Services.** The Company will not make any personal loans or extensions of credit to directors or executive officers in accordance with applicable law. No director (other than management directors) or family member may provide personal services to the Company for compensation.

6. **Self-Evaluation.** The Board and each Committee will perform a self-evaluation on an annual basis. In accordance with the terms of its charter (as may be amended from time to time), the Nominating Committee is responsible for overseeing the evaluation process, as well as for reporting annually to the Board an assessment of the Board's performance. The assessment will include a review of the Board's overall effectiveness and the areas in which the Board or management believes the Board can make an impact on the Company.

7. **Compensation.** The Nominating Committee annually reviews the compensation of directors. Director compensation is set by the Board based upon the recommendation of the Committee. Compensation consists of a combination of cash and equity. Management directors do not receive compensation for service on the Board. The Company believes that compensation for non-employee directors should be competitive in order to attract and maintain a qualified Board. Independent directors may not receive consulting, advisory or other compensatory fees from the Company in addition to their Board compensation, except as permitted under by the rules of the Stock Exchange.

8. **Confidentiality.** The proper functioning of the Board requires a candid and open exchange of information, ideas and opinions among directors in an atmosphere of trust, confidence and mutual respect. Directors have an affirmative duty to protect and hold confidential all non-public information obtained in the role of a Board or committee member. Accordingly:

- no director shall use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company; and
- no director shall disclose Confidential Information to any person or entity outside the Company (which, for the avoidance of doubt, also prohibits a director designated by any other person or entity from disclosing Confidential Information to such person or entity), either during or after his or her service as a director of the Company, except with express prior authorization of the Company's General Counsel or the chair of the Board or as may be otherwise required by law (in which event a director shall promptly advise the General Counsel and the chair of the Board of such anticipated disclosure and take all reasonable steps to minimize the disclosure of such Confidential Information). In considering whether to permit a director to share Confidential Information, the General Counsel or chair of the Board may consider, among other things, whether sharing the information would give rise to a conflict and/or potential harm, including whether the information is protected by attorney-client privilege.

For purposes of these Guidelines, "Confidential Information" shall mean all non-public information (whether or not material to the Company) entrusted to or obtained by a director by reason of his or her position as a director of the Company. In addition to information regarding Board and committee meetings, discussions, deliberations and decisions, Confidential Information includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company, its customers, suppliers or other stakeholders if disclosed, including:

- non-public information about the Company's financial condition, forecasts, prospects or plans, its marketing and sales programs and research and development information, as well as information relating to mergers and acquisitions, divestitures, share repurchases and dividends;
- non-public information concerning possible transactions with other companies or information about the Company's customers, suppliers or joint venture partners; and
- non-public information about discussions, deliberations and decisions relating to business issues between and among Company employees, officers and directors.

D. Board and Committee Meetings

1. **Attendance and Preparation.** All directors are expected to attend and actively participate in all meetings of the Board (and of any Committees on which they serve) either in person, telephonically or by any other electronic means unless exigencies prevent them from attending. Directors are expected to prepare for each meeting by reviewing materials provided to them in advance of the meeting.

2. **Schedule.** The Board and each Committee will meet as frequently and for such duration as needed for the directors to properly discharge their responsibilities. The Board believes that regular meetings of the Board and its Committees at appropriate intervals are desirable for the performance of their responsibilities. The Board shall have regularly scheduled meetings at least quarterly, and each Committee shall set up regularly scheduled meetings as appropriate and in accordance with its charter. The Board and each Committee shall annually prepare a schedule of regular Board and Committee meetings and timely notify the Board or Committee members of any changes in the schedule.

3. **Agendas and Minutes.** The chair of the Board, with the recommendations and assistance of the Chief Executive Officer, shall establish the agenda for each Board meeting and distribute the agenda in advance of the meeting to each member of the Board. Board members are encouraged to suggest to the chair items to be included on the agenda for any meeting and may raise at any meeting subjects that are not on the agenda for that meeting.

The chair of each Committee shall establish and arrange for the distribution of an agenda to each Committee member in advance of a Committee meeting. Committee members are encouraged to suggest to the chair items to be included on the agenda for any meeting of their respective Committee and may raise at any meeting subjects that are not on the agenda for that meeting, provided that such items or subjects must be consistent with the purpose, duties and responsibilities of such Committee.

Minutes shall be kept of each meeting of the Board and each Committee. The chair of the Board and the chair of each Committee shall designate a person to act as secretary of each meeting upon the commencement of such meeting; in the absence of such designation, the Secretary of the Company shall act as the secretary of each meeting of the Board and the Committees.

4. **Advance Materials.** To the extent practicable, the Company shall deliver to each member of the Board or any Committee, in advance of each meeting of the Board or such Committee, all materials and information relating to the matters to be considered at that meeting.

5. **Attendance of Senior Management Personnel.** Senior management personnel, and other non-directors, may attend meetings, or portions of meetings, of the Board or any Committee at the invitation of the chair of the Board or the Chief Executive Officer, or the chair of that Committee, as appropriate. The Board encourages the chair of the Board and the Chief Executive Officer to bring managers into Board meetings who can provide additional insights into the items being discussed and will enhance the flow of meaningful financial and business information to the directors.

E. Committees

1. **Standing Committees.** The Board currently has three standing Committees: the Audit Committee, the Compensation Committee and the Nominating Committee. The Audit, Compensation, and Nominating Committees consist solely of independent directors. In addition, directors who serve on the Audit Committee and the Compensation Committee must meet additional, heightened independence criteria applicable to directors serving on these committees under Stock Exchange listing standards. The Board may establish and maintain additional committees as it deems necessary and appropriate from time to time to facilitate and assist in the execution of its responsibilities. These additional committees shall generally address issues that, because of their complexity, technical nature, time requirements or corporate governance principles, cannot be adequately or appropriately addressed at meetings of the entire Board.

2. **Responsibilities of Committees.** Each Committee shall regularly inform the Board of the actions taken or issues discussed at its meetings. This will generally take place at the next Board meeting following a committee meeting. The purposes, duties and responsibilities of each Committee shall be as set forth in the charter for such committee approved by the Board. Each Committee assesses the adequacy of its charter from time to time as it deems appropriate and recommends changes to the Board as appropriate. These charters, along with these Corporate Governance Guidelines, will be posted on the Company's website at <https://investors.blr.com/corporate-governance>.

3. **Assignment of Committee Members.** The Nominating Committee recommends candidates to the Board to serve as members of each of the Board's committees and the Board appoints the members and chairs of each committee based on the Nominating Committee's recommendations.

F. Responsibilities of the Board

1. **Generally.** The Company's business is conducted by its employees, officers and managers, under the management and direction of the Chief Executive Officer. The primary responsibilities of the Board are to exercise its business judgment to act in what it reasonably believes to be the best interests of the Company and its stockholders through the oversight of the Company's management and the monitoring of the Company's business for the enhancement of the long-term interests of the Company and its stockholders. In addition, the Board performs a number of specific functions, including:

- reviewing and, where appropriate, approving the Company's fundamental long-term business and financial objectives and strategies and major business and operating plans, and monitoring the implementation and execution thereof;
- providing advice and counsel to management regarding significant issues facing the Company, and reviewing and, where appropriate, approving significant actions and transactions by the Company;
- nominating directors, reviewing the structure and operation of the Board, and overseeing and shaping effective corporate governance;
- selecting, appointing, assessing the performance of, and, if necessary, replacing the Chief Executive Officer and the other officers of the Company in accordance with the By-laws;
- selecting, evaluating and approving, through the Compensation Committee, the compensation of the Company's Chief Executive Officer and the other executive officers;
- ensuring, through the Compensation Committee, that the Company and its executive officers comply with the Company's Compensation Recoupment Policy;
- planning for CEO, senior management and director succession and overseeing senior management development;
- selecting, evaluating and compensating the Company's independent auditors and pre-approving the engagement terms and the provision of any audit and non-audit services provided by such firm for the Company, through the Audit Committee;
- assuring processes are in place for maintaining the integrity of the Company, including the integrity of its financial statements and other public disclosures and compliance with law, regulations and ethics;
- overseeing the Company's processes for assessing and managing risk; and
- considering the impact of Company actions and Board decisions on the Company's long-term stockholder value, including impacts to stakeholders such as customers, employees, suppliers and the communities where it operates.

2. **Management Succession.** The Board plans for succession to the positions of the Chief Executive Officer as well as certain other senior management positions. The succession planning process includes consideration of both ordinary course succession, in the event of planned promotions and retirements, and planning for situations where the Chief Executive Officer or another member of senior management unexpectedly become unable to perform the duties of their positions. To assist the Board,

the Compensation Committee reviews the Company's succession plans, monitors development of qualified candidates for principal positions in the Company, and reviews succession planning and management development at least annually with the Board.

3. **Annual Meeting Attendance.** Directors are encouraged to attend the annual meeting of stockholders of the Company. A director who is unable to attend the annual meeting of stockholders (which it is understood will occur on occasion) is expected to notify the chair of the Board in advance of such meeting.

4. **Stock Ownership Guidelines.** In order to align the interests of directors and executive officers with the long-term interests of the Company's stockholders, the Board has adopted stock ownership guidelines, which are set forth in a separate policy. The Nominating Committee annually reviews compliance by executives and directors with the Company's stock ownership guidelines.

5. **Communications by Stockholders.** Stockholders and other interested parties may contact any member (or all members) of the Board (including the non-management directors as a group, any Board committee or any chair of any such committee) in writing by mail or overnight service or electronically. To communicate with the Board, any individual directors or any group or committee of directors, correspondence should be addressed to the Board of Directors or any such individual directors or group or committee of directors by either name or title. All such correspondence should be sent "c/o Corporate Secretary" at 2001 Bryan Street, Suite 1600, Dallas, Texas 75201.

All communications received as set forth in the preceding paragraph will be opened by the office of our General Counsel for the sole purpose of determining whether the contents represent a message to our directors. Any contents that legitimately relate to the business and operation of the Company and that are not in the nature of advertising, promotions of a product or service, patently offensive material, charitable requests, repetitive materials, or designed to promote a political or similar agenda will be forwarded promptly to the addressee.

6. **Communications with Institutional Investors, Analysts, Press and Customers.** The Board believes that management has the primary responsibility to communicate with investors, the press, employees, stockholders and other constituencies that are involved with the Company, and to set policies for those communications. From time to time, in coordination with the chair or management, individual directors may meet or otherwise communicate with stockholders and other constituencies on issues where Board-level involvement is appropriate. In addition, the Board oversees the Company's stockholder engagement efforts, with assistance from the Nominating Committee, and the Compensation Committee, which oversees stockholder engagement on the subject of executive compensation.

G. Review of These Guidelines

The Nominating Committee shall periodically, but no less than annually, review these Guidelines and recommend appropriate changes to the Board.

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