



## **BMC STOCK HOLDINGS, INC.**

### **CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

**Revised on February 22, 2018**

#### **I. Membership**

The Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of BMC Stock Holdings, Inc. (the “Company”) shall consist of at least three directors from the Company’s Board. All Committee members shall meet the applicable independence requirements of the Nasdaq Stock Market (“Nasdaq”). Committee members shall be appointed by the Board in accordance with the Company’s Certificate of Incorporation (the “Certificate”) and Bylaws, and may be removed by the Board at any time for any reason with or without cause. Each member of the Committee shall serve on the Committee until such member’s successor is duly elected and qualified or until his or her earlier death, resignation or removal.

#### **II. Purpose**

The Committee’s primary purposes are to:

- engage in succession planning for the Board;
- identify and assess persons qualified to become Board members, consistent with the qualification standards and criteria approved by the Board;
- recommend to the Board a slate of director nominees for election at the annual meeting of stockholders;
- recommend to the Board the structure and membership of Board committees;
- recommend to the Board persons to fill Board and committee vacancies;
- oversee annual evaluations of the Board and committees of the Board;
- review periodically, but no less than annually, a set of Corporate Governance Guidelines applicable to the Company and amendments thereto; and
- perform a leadership role with respect to the Company’s corporate governance and make recommendations to the Board relative to corporate governance issues.

### **III. Structure and Operations**

The Board shall designate one of the members of the Committee to serve as Chair of the Committee. The Committee shall meet periodically (but no less frequently than once yearly) at such times as it determines to be necessary or appropriate and shall periodically report to the Board regarding any issues, recommendations or findings as it deems appropriate. The Chair of the Committee or any two Committee members shall have the power to call a meeting of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The action of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members in lieu of a meeting. The Committee may invite members of management or others to attend all or a portion of its meetings. The Committee may designate a non-voting Secretary or Acting Secretary of the Committee, who shall assist in the administration of the Committee's meetings and prepare the minutes of such meetings, as requested by the Committee. The Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management. The Committee may delegate any of its responsibilities to one or more subcommittees as it may deem appropriate to the extent allowed by applicable law and Nasdaq rules.

### **IV. Authority and Resources**

The Committee shall have the sole authority to select, retain and terminate any search firm engaged to assist in identifying director candidates and to approve the search firm's fees and other retention terms. In addition, the Committee may engage outside legal or other advisors as the Committee determines to be necessary or advisable in carrying out its responsibilities. The Company shall pay to any search firm or outside legal or other advisor retained by the Committee such compensation, including without limitation usual and customary expenses and charges, as shall be determined by the Committee. The Company also shall pay such ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties as shall be determined by the Committee.

### **V. Responsibilities**

The responsibilities of the Committee shall include the following, along with any other matters as the Board may delegate to the Committee from time to time:

**1. Engage in Succession Planning for the Board.** The Committee shall engage in succession planning for the Board and key leadership roles on the Board and its committees. The Committee shall evaluate the composition of the Board annually to assess the skills, qualifications and experience that are currently represented on the Board as a whole, and in individual directors, as well as the skills, qualifications and experience that the Board may find valuable in the future.

**2. Recommend Criteria for Selection of Directors.** The Committee is responsible for developing the criteria for the requisite skills and characteristics of new Board members as well as for the size and composition of the Board as a whole. The Committee shall periodically review and, if desirable, recommend changes to the criteria for the selection of new directors as adopted by the Board from time to time as set forth in the Corporate Governance Guidelines.

**3. Recommend Director Candidates.** The Committee shall identify, review the qualifications of, and recruit candidates for election to the Board. The Committee shall recommend to the Board a slate of director nominees for election at each annual meeting of stockholders. The Committee shall identify, recruit and recommend to the Board only those candidates that the Committee believes are qualified to become directors consistent with the criteria for selection of new directors adopted from time to time by the Board and shall consider the performance of incumbent directors in determining whether to recommend them for reelection. The Committee shall establish procedures for the consideration of director candidates recommended by stockholders. The Committee uses the same criteria for evaluating candidates regardless of the source of the referral.

**4. Recommend Committee Members.** The Committee shall recommend to the Board directors to serve as members and Chairs of each of the Board's committees in accordance with the terms of the Company's Certificate and Bylaws. In recommending a director for committee membership, the Committee shall take into consideration the factors set forth in the charter of the applicable committee, if any, as well as any other factors it deems appropriate, including without limitation, the Corporate Governance Guidelines, the consistency of the director's experience and qualifications with the goals of the committee and the interplay of the director's experience and qualifications with the qualifications and experience of the other committee members.

**5. Fill Board and Committee Vacancies.** The Committee shall recommend to the Board candidates to fill vacancies on the Board and directors to fill vacancies on Board committees, as advisable, in accordance with the terms of the Company's Certificate and Bylaws.

**6. Review Committee Structures.** The Committee shall periodically review and, if desirable, recommend to the Board changes in the number, responsibilities, operation and membership of the Board committees, and recommend that the Board establish any special committees as necessary from time to time.

**7. Review Changed Circumstances of Directors.** The Committee shall review the appropriateness of a director's continued Board and committee membership in light of a substantial change in a director's principal occupation or business association, and shall recommend to the Board the action, if any, to be taken with respect to the offer to resign.

**8. Review Corporate Governance Matters.** The Committee shall periodically, but no less than annually, review and reassess the adequacy of the Corporate Governance Guidelines, and recommend to the Board any changes deemed appropriate. The Committee shall review policies relating to meetings of the Board and the Board committees, which may include schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings. The Committee shall review periodically the Company's Regulation FD policy and insider trading policy and shall review, and may adopt, similar policies and procedures designed to encourage exemplary corporate conduct by the Board, the Company and its officers, employees and agents. The Committee shall stay abreast of developments in the area of corporate governance generally to ensure that the Company remains current in its governance policies.

**9. Other Directorships.** The Committee shall review and approve directorships at other organizations offered to directors of the Company.

**10. Evaluate Stockholder Proposals.** The Committee shall evaluate and make recommendations to the Board regarding stockholder proposals.

**11. Stockholder Engagement.** The Committee shall assist the Board in overseeing the Company's stockholder engagement efforts, other than with respect to executive compensation matters.

**12. Annual Director Independence Evaluation.** The Committee shall conduct periodically (but at least once a year) an evaluation of the independence of each director.

**13. Director Orientation and Education.** The Committee shall oversee the orientation process for new directors and ongoing education for directors.

**14. Compliance.** The Committee shall oversee and evaluate the compliance of the Board with the Corporate Governance Guidelines.

**15. Annual Performance Evaluations.** The Committee shall oversee the annual performance evaluations of the Board and its committees, including conducting a review of this Committee by its members, and see that these evaluations are presented to the Board.

**16. Review Committee Charter.** The Committee shall review and reassess the adequacy of this Charter at least once a year, and recommend any proposed changes to the Board.

**17. Other Activities.** Perform any other activities consistent with this Charter as the Committee or the Board deem necessary or appropriate.

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