

BMC STOCK HOLDINGS, INC.

**CHARTER FOR THE ORGANIZATION
AND COMPENSATION COMMITTEE**

Amended as of December 16, 2015

1. Purpose

The purpose of the Organization and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of BMC Stock Holdings, Inc. (the “Company”) is to (a) see that the officers of the Company are compensated in a manner consistent with the Company’s compensation philosophy and competitive with the Company’s peers; (b) review and monitor management succession planning and development; and (c) oversee the preparation, and authorize the filing, and prepare the compensation committee report required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual Form 10-K and annual proxy statement. The Committee shall also have the responsibility to (1) appoint, remove, and replace members of any employee benefit plan-related committees of the Company; and (2) have settlor and administrative powers over any such plans. The Committee’s settlor powers shall include, without limitation, the authority to amend, modify, or terminate the plans for any reason and at any time unless the plan(s) expressly provide to the contrary.

2. Members

The Committee must have at least three members. All Committee members must have been determined by the Board to be independent, as defined and to the extent required in the applicable Nasdaq listing standards, as they may be amended from time to time. In addition, Committee members must qualify as “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities and Exchange Act of 1934, as amended. Committee members and the Committee Chair shall be appointed by and may be removed by the Board on the recommendation of the Board’s Governance Committee.

3. Powers

The Committee has all powers necessary to carry out its purpose and discharge its responsibilities. These include the power to set the compensation of officers and, after taking into consideration factors relevant to the advisor’s independence from management, including as specified in Nasdaq Listing Rule 5605(d)(3), the power to retain directly outside legal counsel, consultants and other advisors as the Committee determines necessary to perform its responsibilities, without additional approval from the Board, and the power to investigate any matter within the scope of its duties, with full access to books, records, facilities and personnel necessary to do so. The Company shall provide for appropriate funding, as determined by the Committee, for payment of

compensation to any advisors retained by the Committee. Without limiting the foregoing, these powers and duties shall include, without limitation, the following:

(a) Organizational

1. Review the Company's processes to recruit, retain and develop management resources, including its executive personnel appraisal, development and selection processes, with a focus on the Company's commitment to diversity.
2. Review management succession plans and monitor development of qualified backup candidates for principal positions in the Company.
3. Review performance and promotability of all officers (except the Chief Executive Officer (the "CEO")) with the CEO at least annually and summarize such reviews for the Board.
4. Review the structure, staffing and operational processes of the Company's organization to ensure they are aligned to achieve the Company's strategic objectives.
5. Review the results of periodic assessments of the Company's employees' morale, opinions and internal culture.
6. Review the employee benefit plans and make any amendments that it deems necessary and appropriate with respect to a plan's design and administration. This power to amend may be delegated to various administrative committees with the Committee overseeing any amendments proposed and made.

(b) Compensation

1. Periodically review the compensation system and structure to evaluate whether the cash compensation, stock-based compensation and benefit plans will attract, retain, and motivate officers and other executives to build shareholder value effectively.
2. Review corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and recommend to the independent directors of the Board the CEO's compensation. In evaluating and making recommendations regarding CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation (the "Say on Pay Vote") required by Section 14A of the Exchange Act. The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation.
3. Set annual base compensation and approve incentive compensation for all officers. In evaluating and determining officer compensation, the Committee shall consider the results of the most recent Say on Pay Vote.
4. Administer the Company's equity and non-equity incentive compensation plans for officers and other executives and managers, including the delegation of routine or ministerial activities to management.

5. Review and approve employment agreements and severance agreements for officers, except for the CEO, which will be subject to seeking input from the Board when appropriate, including change in control provisions, plans or agreements.
6. Review developments in corporate benefit plans for employees to evaluate their equity, soundness and adequacy.
7. Receive periodic confirmation that no personal loans to directors or executive officers, or other inappropriate compensation under applicable law, are made.
8. Review and discuss with management the Compensation Discussion and Analysis and other executive compensation-related disclosures required by the SEC to be included in the Company's annual Form 10-K and annual proxy statement and recommend to the Board whether the Compensation Discussion and Analysis should be included in the Company's annual Form 10-K and annual proxy statement.
9. Review and discuss with management, the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including the desired frequency of conducting the shareholder advisory vote on executive compensation required by the SEC to be included in the Company's annual proxy statement and recommend to the Board the desired frequency of such vote, and the requirement under the Nasdaq rules that, with limited exceptions, stockholders approve equity compensation plans.
10. Review and discuss issues relating to any benefit plan committees' activities, as the Committee may desire from time to time.

(c) Governance

1. Periodically review director compensation and recommend appropriate adjustments to the Governance Committee for submission for approval to the Board, including, without limitation, evaluating all compensation to be paid to members of the Audit Committee for compliance with applicable law.
2. Monitor compliance by executives and directors with the Company's stock ownership guidelines.
3. Review and reassess the adequacy of this charter at least annually.
4. Conduct an annual performance review of the Committee.
5. Produce a compensation committee report as required by the SEC to be included in the Company's annual Form 10-K and annual proxy statement.
6. Conduct an advisor independence assessment at least annually. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

4. Meetings

The Committee shall meet at least four times per year, either in person, telephonically, or via video conference, at such times and places as the Committee shall determine. The Committee may request any members of management, employees, outside counsel, consultants, or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee shall report regularly to the full Board with respect to its activities, but not less frequently than quarterly. A majority of the Committee members shall constitute a quorum. The Committee Chairman shall preside at each meeting. In the event the Committee Chairman is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.