

BMC STOCK HOLDINGS, INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

(Revised on December 16, 2015)

I. Membership

The Corporate Governance and Nominating Committee (the “Committee”) of BMC Stock Holdings, Inc. (the “Company”) shall consist of at least three directors from the Company’s board of directors (the “Board”). All Committee members shall (1) meet the applicable independence requirements of the Nasdaq Stock Market and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), provided however that the Company may avail itself of any exemption or grace period from such requirement available to it under the Exchange Act, regulations of the Securities and Exchange Commission (“SEC”) and rules of the Nasdaq Stock Market, including the “controlled company” exemption and the “initial public offering” grace period, and (2) otherwise meet the membership qualification requirements contained in this Charter. Committee members shall be appointed by the Board annually and when a vacancy exists, in each case, in accordance with the Company’s certificate of incorporation and any applicable agreement to which the Company is a party regarding the nomination of directors (a “Director Nomination Agreement”), 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 the annual meeting of stockholders is concluded for the year in which such member’s term expires and a 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:

- 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 or reelection 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 the Code of Conduct and Ethics applicable to the Company and amendments thereto, and evaluate the Company’s related compliance procedures;
- review periodically a set of Corporate Governance Guidelines applicable to the Company and amendments thereto; and

- make other recommendations to the Board relative to corporate governance issues.

III. Structure and Operations

The Board shall designate one of the members as Chair of the Committee. The Committee shall meet periodically (but not 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 Committee may also act only upon approval of a majority of its members. The action of the Committee 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 to attend all or a portion of its meetings. The Committee may designate a non-voting Secretary or Acting Secretary for the Committee, who shall assist in the administration of 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 the rules of the Nasdaq Stock Market.

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 connection with the discharge of its responsibilities hereunder. 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, provided, however, that to the extent the Company's certificate of incorporation and bylaws set forth procedures governing the nomination of directors to the Board and any committee thereof, the Committee shall act in accordance with any such provisions in selecting and nominating directors. In addition, notwithstanding the following, the Committee shall not be responsible for recommending directors to the Board for election or reelection or to fill any vacancy or recommending candidates for any committee of the Board to the extent the right to nominate a director to fill any position on the Board or any committee of the Board has been granted by the Company to another party, including pursuant to a Director Nomination Agreement.

1. 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 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 Company's Corporate Governance Guidelines.

2. Recommend Director Candidates. The Committee shall recommend to the Board a slate of director nominees for election or reelection 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 Board members 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 consider director candidates timely submitted by the Company's stockholders in accordance with the notice provisions and procedures set forth in the Company's bylaws, and shall apply the same criteria to the evaluation of those candidates as the Committee applies to other director candidates.

3. Recommend Committee Members. The Committee shall recommend to the Board candidates to serve as members and Chairs of each of the Board's committees in accordance with the terms of the Company's certificate of incorporation 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 Company's 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.

4. Fill Board and Committee Vacancies. The Committee shall propose to the Board director candidates to fill vacancies on the Board or on Board committees in the event of a director's resignation, death or retirement, a change in Board or committee composition requirements, or the expansion of the Board or committee in accordance with the terms of the Company's certificate of incorporation and bylaws.

5. 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 to properly address ethical, legal or other matters that may arise from time to time.

6. Review Changed Circumstances of Directors. The Committee shall review the appropriateness of a director's continued Board and committee membership in light of any change in the director's employment, relationship with the Company or any other changed circumstance that could affect the director's independence, qualifications, or availability.

7. Review Corporate Governance Guidelines. The Committee shall periodically 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 Code of Conduct and Ethics, Regulation FD policy, insider trading policy and related party transaction policies and procedures 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.

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

9. Annual Performance Evaluation. The Committee shall administer annual performance evaluations of the Board and its committees, including a review of this Committee by its members, and present the evaluations to the Board.

10. Annual Director Independence Evaluation. The Committee shall conduct periodically (but at least once a year) an evaluation of the independence of each director as required by the Company's certificate of incorporation and bylaws and applicable law and rules of the Nasdaq Stock Market.

11. Compliance. The Committee shall oversee and evaluate the compliance of the Board and the Company's employees with the Company's Corporate Governance Guidelines and its Code of Ethics.

12. 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.

VI. Adoption

This Charter supersedes and replaces any and all prior Corporate Governance and Nominating Committee Charters of the Company.

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