

# CORNERSTONE BUILDING BRANDS, INC.

## Affiliate Transactions Committee Charter

May 23, 2019

### Organization

There shall be a special committee of the Board of Directors (the “Board”) of Cornerstone Building Brands, Inc. (the “Company”) known as the Affiliate Transactions Committee (the “Committee”). During the CD&R Investor Rights Period, as defined in the Stockholders Agreement, dated as of November 16, 2018, by and among the Company (formerly known as “NCI Building Systems, Inc.”) and certain of its stockholders, as the same may be amended from time to time (the “Stockholders Agreement”), the Committee shall be composed of (x) the Unaffiliated Shareholder Directors (as defined in the Stockholders Agreement) then in office and (y) one CD&R Investor Independent Director (as defined in the Stockholders Agreement), if a CD & R Investor Independent Director is then serving on the Board, and otherwise the Chief Executive Officer of the Company serving as a director on the Board.

The members of the Committee shall serve for such term or terms as the Board determines or until their successors are elected or appointed in accordance with the Stockholders Agreement, if then in effect.

### Meetings

The Committee shall meet as often as it determines during intervals between Board meetings. Any member of the Committee may call meetings of the Committee. Meetings of the Committee may be held telephonically, and any member may participate in any meeting telephonically. The Committee may request any officer or employee of the Company or the Company’s outside counsel to attend a meeting of the Committee or meet with any members of, or consultants to, the Committee.

### Committee Authority and Responsibilities

The Committee shall review, consider and approve any Affiliate Transactions (defined below), and no such Affiliate Transactions shall be effected without the prior approval of a majority of the directors on the Committee.

As used in this charter, the terms:

“Affiliate” means, with respect to any Person, as defined below, any other Person that directly, or through one or more intermediaries, controls or is controlled by or is under common control with such Person. For purposes of this Agreement, “control” shall mean, as to any Person, the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract or otherwise (and the terms “controlled by” and “under common control with” shall have correlative meanings);

“Affiliate Transactions” means any transactions between the Company and its Controlled Affiliates (defined below), on the one hand, and the Investors (as defined in the Stockholders Agreement) and their Affiliates (other than the Company and its Controlled Affiliates), on the other hand; provided, that none of the following shall constitute an Affiliate Transaction:

(i) acquisitions of securities, or payments, transactions, Board rights, access rights, anti-dilution rights, registration rights, subscription rights and the other matters governed by the Stockholders Agreement or the Registration Rights Agreement (as defined in the Stockholders Agreement).

(ii) customary compensation arrangements (whether in the form of cash or equity awards), expense reimbursement, D&O insurance coverage, and indemnification arrangements (and related advancement of expenses) in each case for CD&R Investor Directors (as defined in the Stockholders Agreement) and Board Observers (as defined in the Stockholders Agreement); or

(iii) transactions and arrangements in the ordinary course of business and on arm’s length third-party terms with any portfolio company held or managed by the Investors or the Parent Controlled Affiliates and not involving in excess of \$4 million per annum with respect to any such portfolio company and \$20 million per annum with respect to all such portfolio companies;

“Controlled Affiliate” means any Affiliate of the specified Person that is, directly or indirectly, controlled (as defined in the definition of “Affiliate”) by the specified Person;

“CD&R Parent” shall mean any entity that is or performs the functions of, directly or indirectly, the managing member or general partner of any of the CD&R Investors (as defined in the Stockholders Agreement) or is the investment manager with respect to such entity and all such entities collectively;

“CD&R Parent Controlled Affiliate” means CD&R Parent and any individuals that are partners, managing members or have similar titles with respect thereto, together with the Controlled Affiliates of any of them or of any of the CD&R Investors or any entity with respect to which Parent is the investment manager; and

“Person” means a legal person, including any individual, corporation, company, partnership, joint venture, association, joint-stock company, trust, limited liability company or unincorporated association or any other entity or organization, including a government or any agency or political subdivision thereof, or any other entity of whatever nature.