

## FOUNDATION BUILDING MATERIALS, INC.

### COMPENSATION COMMITTEE CHARTER

1. Members. The Board of Directors (the “**Board**”) of Foundation Building Materials, Inc. (the “**Company**”) appoints a Compensation Committee of at least three members, consisting, subject to the transition and “controlled company” rules and exceptions applicable to a company listed on the New York Stock Exchange (“**NYSE**”), entirely of independent directors, and designates one member as chairperson or delegates the authority to designate a chairperson to the Compensation Committee. For purposes hereof, an “independent” director is a director who meets the NYSE standards of “independence” for directors and compensation committee members, in each case as determined by the Board. Additionally, subject to the transition and “controlled company” rules and exceptions applicable to a company listed on NYSE, at least two members of the Compensation Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and, subject to the transition rules under and the general applicability of Section 162(m) of the Internal Revenue Code, as “outside directors” for purposes of Section 162(m). A subsequent determination that any member of the Compensation Committee does not qualify as a “non-employee director” or an “outside director” will not invalidate any previous actions by the Compensation Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

2. Purpose, Duties, and Responsibilities. The purpose of the Compensation Committee is to assist the Board in discharging its responsibilities relating to compensation of the Company’s executive officers and directors. Among its specific duties and responsibilities, the Compensation Committee will:

- (a) Oversee the Company’s overall compensation philosophy, policies and programs, and assess whether the Company’s compensation philosophy establishes appropriate incentives for management and employees.
- (b) Assess the results of the Company’s most recent advisory vote on executive compensation.
- (c) Administer and make recommendations to the Board with respect to the Company’s incentive-compensation and equity-based compensation plans that are subject to Board approval and determine the extent to which the incentive plan performance goals and objectives have been achieved.
- (d) Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“**CEO**”), evaluate the CEO’s performance in light of those goals and objectives, and set the CEO’s compensation level based on this evaluation; *provided*, however, that if at any time the Committee does not consist of entirely independent directors then the Committee shall recommend the CEO’s compensation to the independent directors for approval thereby. The CEO may not be present during voting or deliberations on his or her compensation.

- (e) Oversee the evaluation of the executive officers other than the CEO and set the compensation of such other executive officers after considering the recommendation of the CEO.
- (f) Assist with the Company's management development and succession planning processes.
- (g) Approve the terms and grant of long-term incentives (equity and long-term cash) awards for executive officers and directors; provided, however, that if at any time the committee does not consist of at least two "non-employee directors" for purposes of Rule 16b-3 under the Exchange Act, then the committee shall recommend any option or other stock incentive awards proposed to be granted to any "officer" for the purposes of Rule 16a-1(f) under the Exchange Act to the full Board or a committee thereof consisting entirely of independent directors for approval thereby.
- (h) Review and approve the design of other benefit plans pertaining to executive officers.
- (i) Review and recommend to the Board employment and severance arrangements for executive officers, including employment agreements and change-in-control provisions, plans or agreements.
- (j) Approve, and amend or modify, the terms of other compensation and benefit plans as appropriate.
- (k) Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures that Securities and Exchange Commission ("SEC") rules require be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and oversee the preparation of the compensation committee report required by SEC rules for inclusion in the Company's annual report and proxy statement.
- (l) Annually review the form and amount of compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board as appropriate.
- (m) Oversee the assessment of the risks related to the Company's compensation policies and programs applicable to officers and employees, and report to the Board on the results of this assessment.
- (n) At least annually, assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.

- (o) Oversee the Company's engagement efforts with stockholders on the subject of executive compensation.
- (p) Annually evaluate the performance of the Compensation Committee and the adequacy of the committee's charter.

3. Outside advisers. The Compensation Committee will have the authority, in its sole discretion, to retain or obtain the advice of such consultants, outside counsel and other advisers as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist the committee in the evaluation of director, CEO or executive compensation. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel and other advisers retained by the Compensation Committee, and will receive appropriate funding, as determined by the Compensation Committee, from the Company for payment of compensation to any such advisers. The Compensation Committee will assess the independence of consultants, outside counsel and other advisers (whether retained by the Compensation Committee or management) that provide advice to the Compensation Committee, prior to selecting or receiving advice from them, in accordance with NYSE listing standards.

4. Meetings. The Compensation Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Compensation Committee determines. The majority of the members of the Compensation Committee constitutes a quorum. The Compensation Committee will report regularly to the full Board with respect to its activities.

5. Subcommittees. The Compensation Committee may delegate its duties and responsibilities to one or more subcommittees, consisting of not less than two members of the Compensation Committee, as it determines appropriate.