

FOUNDATION BUILDING MATERIALS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. Members. The Board of Directors (the “**Board**”) of Foundation Building Materials, Inc. (the “**Company**”) appoints a Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee. For purposes hereof, an “independent” director is a director who meets the NYSE standards of “independence,” as determined by the Board.

2. Purpose, Duties and Responsibilities. The purpose, duties and responsibilities of the Nominating and Corporate Governance Committee are to identify individuals qualified to become Board members (consistent with criteria approved by the Board); recommend to the Board the Company’s director candidates for election at the annual meeting of stockholders; develop and recommend to the Board a set of corporate governance principles; and perform a leadership role in shaping the Company’s corporate governance. Among its specific duties and responsibilities, the Nominating and Corporate Governance Committee will:

- (a) Develop and recommend to the Board criteria for identifying and evaluating director candidates and periodically review these criteria.
- (b) Identify, review the qualifications of, and recruit candidates for election to the Board.
- (c) Assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- (d) Establish procedures for the consideration of Board candidates recommended for the Committee’s consideration by the Company’s stockholders.
- (e) Recommend to the Board the Company’s candidates for election or reelection to the Board at each annual stockholders’ meeting.
- (f) Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
- (g) Develop and recommend to the Board a set of corporate governance principles, and annually review these principles and recommend changes to the Board as appropriate.
- (h) Periodically review the Board’s leadership structure and recommend changes to the Board as appropriate and make a recommendation to the independent directors regarding the appointment of the lead independent director.

- (i) Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.
- (j) Recommend committee members and chairpersons to the Board for appointment and consider periodically rotating directors among the committees.
- (k) Review and recommend to the Board retirement and other tenure policies for directors.
- (l) Review directorships at other for-profit organizations held by or offered to directors and senior officers of the Company.
- (m) Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
- (n) Assist in succession planning for positions held by senior executive officers, and review succession planning and management development with the Board, including recommendations and evaluations of potential successors to fill these positions.
- (o) Oversee the orientation process for new directors and ongoing education for directors.
- (p) Oversee the evaluation of the Board and its committees.
- (q) Annually evaluate the performance of the Nominating and Corporate Governance Committee and the adequacy of the committee's charter and recommend changes to the Board as appropriate.

3. Outside advisers. The Nominating and Corporate Governance Committee will have the authority to retain such outside counsel, experts, and other advisers as it determines appropriate to assist it in the full performance of its functions, including any search firm used to identify director candidates, and to approve the fees and other retention terms of any advisers retained by the committee.

4. Meetings. The Nominating and Corporate Governance 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 committee determines. The majority of the members of the Nominating and Corporate Governance Committee constitutes a quorum. The Nominating and Corporate Governance Committee will report regularly to the full Board with respect to its activities.

5. Subcommittees. The Nominating and Corporate Governance Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate.