

CORNERSTONE BUILDING BRANDS, INC.

Routine 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 Routine Transactions Committee (the “Committee”). The composition of the Committee shall be in accordance with the terms of 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”), if then in effect. The members of the Committee shall be appointed in accordance with the Stockholders Agreement, if then in effect, and shall serve until their successors are elected or appointed. Members of the Committee may be removed at any time without cause by the affirmative vote of a majority of the Board in accordance with the then-applicable terms, if any, of the Stockholders Agreement, if then in effect; and vacancies resulting from resignation or removal shall be filled in accordance with the then-applicable terms, if any, of the Stockholders Agreement, if then in effect. The Board shall designate a chairperson for the Committee.

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 to be necessary to carry out its purpose. Any member of the Committee may call meetings of the Committee. Unless the Board shall provide otherwise, meetings and other actions of the Committee shall be governed by the Seventh Amended and Restated By-Laws of the Company (the “By-Laws”) applicable to meetings and actions of the Board, including that (i) the affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution and (ii) any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting of the Committee, if all members of the Committee consent thereto in accordance with Article III, Section 18 of the By-Laws, as then amended. 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 consultants to the Committee.

Committee Authority and Responsibilities

The Committee shall receive notice of the following proposed transactions (each, a “Potential Transaction”): (i) expenditures of capital or other assets outside the ordinary course and not part of the annual capital expenditure plan; (ii) mergers or acquisitions; (iii) non-ordinary course asset divestitures; (iv) any non-ordinary course joint ventures or similar arrangements with third-parties and (v) any types of derivatives contracts that may be used by the Company to

hedge interest rate, currency or commodity price risks, or for any other risk management purpose.

The Committee shall be authorized to evaluate, approve, ratify and confirm on behalf of the Board and in the name of the Company the form, terms and provisions of any Potential Transaction and any related agreements, provided that the Committee shall not have the authority to approve the issuance of securities of the Company as consideration for any of the Potential Transactions but shall review and provide its recommendation to the Board with respect to any transaction that would include the issuance of debt or equity securities of the Company. In furtherance of the foregoing authority, the Committee shall be authorized to take all such other actions as the Committee determines necessary, appropriate or advisable in connection with any and all aspects of (including, but not limited to, process, proposals, offers and inquiries in connection with) a Potential Transaction.

The Committee or the Board shall review the Company's derivatives risk management policy (the "Derivatives Use Policy") annually and when the Company's hedging objectives change. In addition, the Committee shall be responsible for approving: (i) additional types of derivative contracts that may be used by the Company to hedge interest rate, currency or commodity price risks that are not otherwise covered by the Derivatives Use Policy, (ii) the use of any derivatives for risk management purposes other than with respect to interest rate, currency or commodity and (iii) the guidelines for determining use of uncleared derivatives that would otherwise be subject to the mandatory clearing requirements under the Dodd-Frank Wall Street Reform and Consumer Protection Act or the Commodity Exchange Act.

The Committee is authorized and empowered to select and retain, or cause to be selected or retained by the Company, consultants or advisors, including, legal and financial advisors, to advise with respect to a Proposed Transaction, it being understood that the Committee may, in its discretion, use or retain advisors that are advisors to the Company.