

U.S. CONCRETE, INC.
COMPENSATION COMMITTEE CHARTER

(As amended March 1, 2017)

I. Statement of Purpose

This charter governs the operations of the Compensation Committee of the Board of Directors (the “Committee”) of U.S. Concrete, Inc. (the “Company”). The Compensation Committee’s role is (1) to discharge the Board’s responsibilities relating to compensation of the Company’s executives and other key employees and non-management directors of the Company and employee benefit plans and practices of the Company, (2) to produce or assist management with the preparation of any disclosure and reports that may from time to time be required by the rules of Nasdaq or the Securities and Exchange Commission (the “SEC”) to be included in the Company’s proxy statement on Schedule 14A for the annual meeting of stockholders (the “Proxy Statement”) or Annual Report on Form 10-K and (3) to oversee the adoption of policies that govern the Company’s compensation programs.

II. Organization and Membership

The Committee shall be appointed by the Board of Directors of the Company (the “Board of Directors”) and each member of the Committee shall serve until his or her successor has been duly elected and qualified, or until his or her earlier resignation or removal. The Committee shall consist of at least three directors, each of whom shall meet the Nasdaq Stock Market LLC (“Nasdaq”) requirements with respect to independence as determined by the Board of Directors. In addition, all members of the Committee shall meet the definitions of (a) a “nonemployee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (b) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. One director who is not independent under Nasdaq’s definition may be appointed to the Committee; provided that (i) the director is not a current Executive Officer, an employee of the Company or an immediate family member of a current Executive Officer and (ii) the Board of Directors determines, under exceptional and limited circumstances, that such director’s membership on the Committee is required by the best interests of the Company and its stockholders. A member appointed under such exception shall not serve longer than two years. The Board of Directors shall designate a chairman of the Committee (the “Chairman”). If not so designated by the Board of Directors, the Chairman shall be designated by the members of the Committee.

The Committee shall review and reassess this charter at least annually and recommend appropriate changes to the Board of Directors.

III. Authority

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain, and oversee the work of, outside counsel or other experts or consultants, including, without limitation, compensation consultants, as it deems appropriate in its sole discretion. Prior to selecting or receiving advice from compensation consultants, legal counsel or other advisors, the Committee shall consider the factors specified in Rule 10C-1(b)(4) under the Exchange Act and applicable rules and regulations of Nasdaq. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. The Committee shall have the sole authority to approve the fees and other retention terms of such counsel, experts or consultants. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to such counsel, experts or consultants. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

IV. Duties and Responsibilities

Among its specific duties and responsibilities, the Committee shall perform the following, to the extent it deems necessary and appropriate, consistent with and subject to applicable laws, as well as rules and regulations promulgated by the SEC, Nasdaq or other regulatory authorities.

- The Committee shall review and approve annually the corporate goals and objectives relevant to the compensation of Executive Officers of the Company, including the CEO (the “Executive Officers”), evaluate the performance of the Executive Officers in light of those goals and set the compensation levels of the executive officers based on the Committee’s evaluation. In determining the compensation levels of the Company’s Executive Officers, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Securities Exchange Act of 1934 (“Say on Pay Vote”) and the Committee may consider the internal equity and external competitiveness of such compensation levels and the compensation programs of any peer group of companies that the Committee determines to be appropriate. In determining the long-term incentive component of the compensation of the Company’s Executive Officers, the Committee shall consider, among other factors, the Company’s performance and relative stockholder return, the value of similar incentive awards to Executive Officers at comparable companies, the awards given to the Executive Officers in past years, the results of the most recent Say on Pay Vote and any other factors the Committee deems appropriate. The CEO cannot be present during any voting or deliberations by the Committee on his compensation.
- The Committee shall review the competitiveness of the Company’s compensation programs for Executive Officers of the Company to (a) ensure the attraction and retention of Executive Officers, (b) ensure the motivation of Executive Officers to achieve the

Company's business objectives, and (c) align the interest of key leadership with the long-term interests of the Company's stockholders.

- The Committee shall review trends in management compensation, oversee the development of new compensation plans and, when necessary, approve the revision of existing plans.
- The Committee shall periodically review the compensation paid to non-employee directors for annual retainers and meeting fees and any other cash or equity components of compensation and perquisites, if any, and make recommendations to the Board of Directors for any adjustments. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as such.
- The Committee shall review and approve the employment agreements, salaries, bonuses, equity or equity-based awards and severance, termination, indemnification and change-in-control agreements for all Executive Officers of the Company.
- The Committee shall review and approve compensation packages for new Executive Officers of the Company and termination packages for Executive Officers as requested by management or the Board of Directors.
- The Committee shall review and approve the awards made to Executive Officers of the Company under any bonus plan.
- The Committee shall review and approve the Company's policies and procedures with respect to expense accounts and perquisites for Executive Officers of the Company. The Committee shall review any perquisite or other personal benefit in excess of \$10,000 in value proposed to be provided to any executive officer of the Company and approve or recommend for consideration by the Board of Directors any such perquisite or benefit.
- The Committee shall review and discuss with the Board of Directors and Executive Officers of the Company plans for executive officer development and corporate succession plans for the CEO and other Executive Officers.
- The Committee shall review and make recommendations concerning long-term incentive compensation plans, including the use of stock options and other equity-based plans. Except as otherwise delegated by the Board of Directors, the Committee will act on behalf of the Board of Directors as the "Committee" established to administer equity-based plans, and as such will discharge any responsibilities imposed on the Committee under those plans, including making and authorizing grants, in accordance with the terms of those plans.
- The Committee shall review and assess the Company's policies and practices for compensating its employees, including its Executive Officers, as they relate to risk

management practices, risk-taking incentives and identified major risk exposures to the Company, coordinating such reviews with the risk oversight activities of the Audit Committee, and reporting the results of such reviews to the Board.

- The Committee shall recommend to the Board the adoption of any policies deemed necessary or advisable by the Committee in order to mitigate risks arising from compensation policies and practices, including policies providing for the recovery of incentive or equity-based compensation (“clawback policies”) and limiting hedging activities related to Company stock.
- The Committee shall oversee the Company’s submissions to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other compensation plans, and amendments to such plans (to the extent required under NASDAQ listing standards), engagement with proxy advisory firms, and review the results of such stockholder votes and recommend to the Board such actions in response as the Committee deems appropriate.
- The Committee shall oversee the Company’s employee benefit plans and review and recommend to the Board any material changes in the Company’s benefit plans that could result in a material change in costs or the benefit levels provided. Responsibility for day-to-day administration, including the preparation and filing of all government reports and the preparation and delivery of all required employee materials and communications, will be performed by Company personnel.
- The Committee shall review periodic reports from management on matters relating to the Company’s personnel appointments and practices.
- The Committee shall have the authority to retain and terminate any advisors to assist it in the performance of its duties and shall be the authority to approve the advisors’ fees and the other terms and conditions of the advisors’ retention.
- The Committee shall conduct an annual performance evaluation of the Committee.
- The Committee shall approve the Compensation Committee Report for inclusion in the Company’s Proxy Statement that complies with the rules and regulations promulgated by the SEC.
- In connection with the Proxy Statement or other applicable SEC filing, the Committee shall:
 - review and discuss with management the Compensation Discussion and Analysis (“CD&A”) required by the applicable rules and regulations of the SEC. Based on such review and discussion, determine whether to recommend to the Board of Directors that the CD&A, in the form prepared by management, be included in the Company’s Proxy Statement or other applicable SEC filing.

- prepare the annual compensation committee report in accordance with all applicable rules and regulations of the SEC for inclusion above the names of the members of the Committee in the Proxy Statement.
- The Committee shall perform such other functions the Committee or the Board of Directors deems necessary or appropriate under applicable law, including those set forth in the Company's Corporate Governance Guidelines.

V. Meetings

The Committee shall meet as often as it deems appropriate, but not less frequently than once each year, either in person or telephonically, at such times and places as the Committee determines. The Chairman shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Chairman shall preside at the meetings of the Committee. In the absence of the Chairman, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting. A majority of the members of the Committee shall constitute a quorum. The Committee may meet by teleconference and act by unanimous written consent as permitted by Delaware law. The Committee shall report regularly to the full Board of Directors with respect to the Committee's activities. The Committee shall maintain written minutes of all its meetings, which will be available to every member of the Board of Directors. The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as may be necessary or desirable and not inconsistent with the provisions of the Bylaws of the Company or this Charter.

VI. Subcommittees

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

VII. Limitations of Committee's Role

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.