



Beacon Roofing Supply, Inc.

**BEACON ROOFING SUPPLY, INC.  
REVISED COMPENSATION COMMITTEE CHARTER**

**Effective October 14, 2009**

**(Supersedes the Compensation Committee Charter Adopted August 7, 2006)**

**Purpose**

The Compensation Committee (the “Committee”) of the Board of Directors reviews and makes recommendations to the Board regarding compensation and benefits of executive officers and key employees of the Company. The Committee also administers and makes awards under the Company’s stock option plan. The Committee shall review and discuss with the Company’s management the Compensation Discussion and Analysis (“CD&A”) and determine whether to recommend to the Board of Directors that the CD&A be included in the Company’s Proxy Statement. The Committee shall also prepare a Compensation Committee Report for inclusion in the Company’s Proxy Statement, in accordance with applicable rules and regulations of the Securities and Exchange Commission (“SEC”).

**Composition**

The Committee will consist of at least three directors, all of whom, subject to any applicable phase-in rule, meet the independence requirements contained in the NASDAQ listing standards, as determined by the Board. All Committee members shall also be “non-employee directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934, and at least two members shall be “outside directors” as defined by Section 162(m) of the Internal Revenue Code. The Board will appoint the Committee members annually. Members may be removed by the Board at any time in its discretion, but shall otherwise serve until a successor has been named. The Chair will be appointed by the Committee and may be removed by the Committee in its discretion. No director shall serve as a member of the Committee if such director has been or is currently a part of an interlocking directorate in which the Chief Executive Officer (CEO) or another executive officer of the Company serves on the compensation committee of another company that employs such director. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors.

**Duties and Responsibilities**

The general responsibilities of the Committee are oversight of executive compensation for the CEO, President/COO, and the executive officers and other key employees, communications with the full Board of Directors, and communications with shareholders through the Proxy Statement. The Committee also has general responsibility for insuring that the Company has in place policies and programs for the development of senior management and senior management succession.

### **Director Compensation and Equity-based Plans**

The Committee shall make recommendations to the Board with respect to the compensation of Directors, incentive-compensation plans for senior management, and equity-based plans for all employees.

### **Stock Plan Administration**

The Committee shall have full and final authority in connection with the administration of all plans of the Company under which common shares or other equity securities of the Company may be issued to employees and/or officers. In furtherance of the foregoing, the Committee shall, in its sole discretion, grant options and make awards of shares under the Company's stock plans to employees and officers.

### **Chief Executive Officer ("CEO") Compensation and Goals**

The Committee annually shall make recommendations to the Board with respect to the CEO's compensation level. In so doing, the Committee may consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years when determining the long-term component of the CEO's compensation. The CEO may not be present during any deliberations on his or her compensation. The Committee shall report its recommendations to the full Board for approval and authorization.

### **Executive Officer Compensation**

The Committee annually shall review the CEO's recommendations on compensation of the executive officers of the Company and make recommendations to the Board with respect thereto and with respect to the Company's major compensation policies and practices. In so doing, the Committee shall consider the executive officers': (a) annual base salary level, (b) annual incentive opportunity level, (c) long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreement/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits. The Committee shall report its recommendations to the full Board for approval and authorization.

### **Engaging Consultants**

The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of Director, CEO or executive officer compensation and shall have the sole authority to approve the consultant's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any consulting firm or other advisors employed by the Committee.

### **Miscellaneous**

All other duties as delegated by the Board of Directors.

### *Charter*

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

### *Meetings*

The Committee shall have at least two (2) regularly scheduled meetings but will meet as often as necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Committee and/or the CEO of the Company. The Corporate Secretary will maintain one set of all Committee minutes as Corporate records and will be provided a set of all Committee correspondence. Reports of meetings of the Committee shall be made to the Board of Directors at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board of Directors approved by the Committee.