

## **BUILDERS FIRTSOURCE, INC.**

### **Majority Voting in Director Elections and Director Resignation Policy**

In accordance with the Corporation's By-Laws, each nominee for director in an uncontested director election must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board.

The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. As a result, director nominees shall be required to tender irrevocable resignations that will be effective only upon (i) the failure to receive the required vote at a stockholder meeting at which they face re-election and (ii) acceptance of such resignation by the Board. In addition, the Board shall fill director vacancies and new directorships only with candidates who tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with this policy.

If an incumbent director fails to receive the required vote for re-election, the Nominating Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the recommendation of the Nominating Committee and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the director election results. The Nominating Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation.