

CORNERSTONE BUILDING BRANDS, INC.

Corporate Governance Guidelines

Amended and Restated as of December 2, 2021

The Board of Directors (the “Board”) of Cornerstone Building Brands, Inc. (the “Company”) has adopted these guidelines to promote the effective functioning of the Board and its committees.

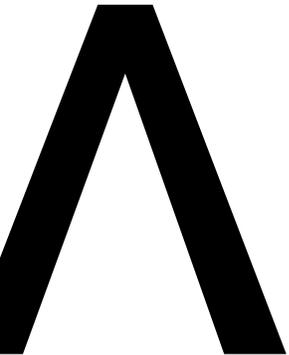
1. Role of the Board

- (a) Purpose of the Board: The Board’s goal is to build long-term stockholder value, including by promoting the sustainability of the Company, and to responsibly address the concerns of other stakeholders, including employees, consumers, customers, suppliers, stockholders, governments, local communities and the general public.
- (b) Oversight Responsibilities: In addition to its general oversight of management, the Board performs a number of specific functions, directly or through its committees, including:
 - Corporate Compliance: The Board is committed to fostering a strong culture of compliance and business ethics within the Company. The Board supports management’s promotion of a corporate culture of integrity, ethical behavior and compliance with laws and regulations and ensures that the Company’s culture and its strategy are aligned. The Board requires all directors, officers, employees and representatives to act with integrity and to maintain high ethical standards at all times.
 - Corporate Social Responsibility: The Company has a longstanding commitment to corporate social responsibility, including sustainability, environmental stewardship, human rights, employee health and safety, community and social impact, and diversity and inclusion. The Board, through its Nominating and Corporate Governance Committee, provides guidance to management on these issues and periodically reviews the Company’s policies, practices and contributions with respect to corporate social responsibility.
 - Corporate Culture: The Board is responsible for reviewing and overseeing the Company’s culture and evaluating management’s efforts to align corporate culture with the Company’s stated values, corporate purpose and long-term strategy. The Board proactively reviews and monitors management efforts to instill an appropriate tone and culture throughout the Company, which includes the respectful treatment of employees, efforts to promote diversity, inclusion and innovation, providing a workplace free of sexual harassment and other forms of harassment, fostering trust between employees and management and

relevant to service on the Board), professional and industry experience and personal characteristics (including gender, ethnicity/race and sexual orientation). The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending the Board candidates for membership on the Board as well as the assessment of whether to re-

in their meetings or executive sessions;

- Promoting effective communications between the Board and the Company's management on developments occurring between Board meetings;
- Facilitating the communications between and among the non-executive directors and the Company's management;
- Overseeing periodic Board input and review of management's strategic plan for the Company;
- Leading the Board in anticipating, preparing for and responding to crises;
- Serving as a liaison between the Chief Executive Officer and the Board;
- Establishing a close relationship with, acting as an advisor to, and providing guidance, direction and supervision to, the Chief Executive Officer on behalf of the Board;
- Providing strategic advice, guidance and supervision to the Chief Executive Officer, on behalf of the Board, on operational and financial matters, as necessary;
- Presiding over executive sessions of the independent directors, without the Company's management, and facilitating productive and focused discussions;
- Briefing the Chief Executive Officer on issues and concerns arising in the executive sessions of the independent directors;
- Serving as the Chair of the Executive Committee, subject to the right of



- (c) Lead Independent Director: In order to help ensure robust independent leadership on t

director may raise at any Board meeting subjects that are not on the agenda for that meeting.

(e) Board Committees: The Board has established the following committees to assist the Board in discharging its responsibilities:

- Audit Committee
- Compensation Committee
- Nominating and Corporate Governance Committee
- Executive Committee
- Affiliate Transactions Committee
- Routine Transactions Committee

The Audit, Compensation, Nominating and Corporate Governance, Executive, Affiliate Transactions and Routine Transactions Committees each have Charters establishing their authority and responsibilities. The current Charters of these committees are published on the Company's website.

(f) Committee Members: The composition of each committee of the Board is subject to the Stockholders Agreement, if then in effect. Each member of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee must meet the criteria for independence set by the NYSE and any other applicable rules and regulations. Members of the Audit Committee shall also satisfy any additional legal or NYSE requirements regarding financial literacy and expertise.

Board committee assignments are also reviewed each year by the Nominating and Corporate Governance Committee and approved by the Board. The Board does not have a strict committee rotation policy but may, upon recommendation of the Nominating and Corporate Governance Committee and subject to the Stockholders Agreement, if then in effect, change Committee assignments and Chair positions periodically, with a view towards balancing director experience, diversity and interest, committee continuity and needs, and the evolving needs of the Company.

5. Access to Management and Outside Advisors

(a) Access to Management: The Board has full and free access to senior r4-.01 Tw 0.

protocol for making such inquiries.

Management is encouraged to invite Company personnel to any Board meeting at which their presence and expertise would help the Board have a full understanding of matters being considered after consultation with the Chair.

- (b) Access to Outside Advisors: The Board and each committee of the Board has the right to retain such outside advisors, including, without limitation, accountants, legal counsel or other experts or consultants, as the Board and such committee, in its sole and absolute discretion, deems advisable or appropriate. The Company shall pay all of the fees and expenses of any such advisors.

6. Director Compensation

- (a) Non-Employee Directors: The form and amount of director compensation is determined by the Board upon the recommendation of the Compensation Committee in accordance with the policies and principles set forth in its charter, applicable legal and regulatory guidelines and market practice. The Compensation Committee annually conduct reviews of the level and form of director compensation, including how such compensation compares to the Company's peers.
- (b) Employee Directors: Employees of the Company who serve as a director shall not receive compensation for serving as a director.

7. Director Orientation and Continuing Education

- (a) Initial Orientation: New non-employee directors will receive an orientation from appropriate senior management of the Company regarding the Company's business, operations and industry.
- (b) Continuing Education: The Board encourages directors to participate in continuing education programs, at the Company's expense, that would further their understanding of the Company's business and enhance their performance on the Board.

8. Management Succession Planning

- (a) Annual Performance Review: At least annually, the non-employee directors, in conjunction with the Compensation Committee and the Lead Independent Director (if any), reviews the performance of the Company's Chief Executive Officer and other senior management in light of the Company's goals and objectives.
- (b) Succession Planning: At least annually, the Board reviews succession plans for the Company's Chief Executive Officer and other senior management. The Chair of the Nominating and Corporate Governance Committee chairs any

Exhibit A

CRITERIA FOR THE SELECTION OF DIRECTORS

- (a) The nominee shall have the highest personal and professional ethics, strength of character, integrity and values.
- (b) The nominee shall be, about to be or have been a senior manager, chief operating officer, chief financial officer or chief executive officer of a relatively complex organization such as a corporation, university, foundation or unit of government with a proven record of success or, if in a professional or scientific capacity, be accustomed to dealing with complex problems, or otherwise shall have obtained and excelled in a position of leadership.
- (c) The nominee shall have the education, experience, intelligence, independence, fairness, reasoning ability, practical wisdom and vision to exercise sound, mature judgments on a macro and entrepreneurial basis on matters which relate to the current and long-term objectives of the Company.
- (d) The nominee shall have the competence and willingness to learn the Company's business and confidence to express his/her personal views.
- (e) The nominee shall be free and willing to attend regularly scheduled meetings of the Board and its committees over a sustained period and otherwise able to contribute a reasonable amount of time to the affairs of the Company and its affiliates. Participation on other boards is desirable in providing a breadth of experience to the board.
- (f) The nominee shall have the breadth of viewpoint and experience necessary for an understanding of the diverse and sometimes conflicting interests of stockholders and other constituencies, while still recognizing the particular responsibilities of the Board.
- (g) The nominee should be of such an age at the time of election to assure a minimum of three years of service as a director.
- (h) The nominee shall have the personality, tact, sensitivity and perspective to work well with others.
- (i) The nominee shall have the stature and capability to represent the corporation before the public, stockholders and other various individuals and groups eadt(d)T0 0.004 Tw sentritas3. Company. The nominee should ha

