

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

promoting ownership and accountability for an ethical corporation.

- Strategy Oversight: The Board believes it is important to be deeply engaged and involved in overseeing the Company's long-term strategy and business initiatives. To accomplish this, the Board engages in a regular dialogue with the Company's Chief Executive Officer and other members of the senior management team and regularly reviews with the senior management team the Company's long-term strategic business plans, prospects and other significant issues affecting the business of the Company.
- Risk Oversight: The Board has ultimate responsibility for risk oversight. While management has day-to-day responsibility for assessing and managing the Company's risk exposure, the Board and its committees provide active oversight in connection with those efforts, with a particular focus on ensuring that the Company's risk management practices, including with respect to compliance, cybersecurity and succession planning, are sufficient. The Board implements its risk oversight function by having management provide periodic briefing and informational sessions on the significant voluntary and involuntary risks the Company faces and how the Company is seeking to control risk if and when appropriate. In addition, the Board has delegated certain risk management oversight responsibilities to specific committees, each of which reports regularly to the full Board. The Audit Committee oversees management's implementation and maintenance of the Company's enterprise-wide risk management process as well as risks related to, among other things, financial reporting, internal controls, compliance, cybersecurity and data protection. The Compensation Committee oversees risk related to, among other things, the Company's compensation policies and programs as well as talent management and development initiatives. The Nominating and Governance Committee oversees risk related to, among other things, the Company's corporate governance structure, policies and practices, including corporate social responsibilities issues, the Board's composition, succession planning and the Company's culture.

2. Director Qualification and Board Composition

- (a) Board Size: Subject to Section 6.1 of the Stockholders Agreement, dated as of November 16, 2018, by and among the Company and certain of its stockholders, as the same may be amended or waived from time to time (the "Stockholders Agreement"), if then in effect, the Board has the authority to set the number of directors in accordance with Section 2 of Article III of the Company's Seventh Amended and Restated By-Laws (the "By-Laws"). The Board believes that ten to fifteen members is an appropriate size based on the Company's present circumstances as well as the Board's belief that this size permits a diversity of experience without hindering effective discussion or diminishing individual accountability. The Board will periodically evaluate whether a larger or smaller

number of directors would better serve the Company.

- (b) Board Election and Vacancies: The Company's Board is divided into three classes which serve staggered terms. One class of directors is elected annually by the Company's stockholders to serve a three-year term, except as noted below. Each year, at the Company's annual meeting of stockholders, the Board recommends a class of directors for election by the stockholders. Such recommendation, and the composition of the Board, is subject to the Stockholders Agreement, if then in effect. The Board's recommendations are based on the recommendation of the Nominating and Corporate Governance Committee as to the suitability of each individual to serve as a director of the Company, taking into account the membership criteria set forth herein and the Company's obligations under the Stockholders Agreement, if then in effect.

The Board may fill vacancies in existing or new director positions in accordance with the Stockholders Agreement, if then in effect, and, to the extent that such positions must be filled by directors other than Unaffiliated Shareholder Directors or CD&R Investor Directors (each as defined in the Stockholders Agreement), based on the recommendation of the Nominating and Corporate Governance Committee.

- (c) Director Resignation Policy: Any nominee for director (other than CD&R Investor Nominees and nominees to be Unaffiliated Shareholder Directors) who, in an uncontested election, receives a greater number of votes "withheld" from his or her election than votes "for" such election shall, promptly following certification of the stockholder vote, submit his or her offer of resignation for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall evaluate all of the relevant facts and circumstances and recommend to the Board the action to be taken with respect to such offer of resignation. The Board will act on the offer of resignation, taking into account the Nominating and Corporate Governance Committee's recommendation and any other facts and circumstances it deems relevant, within 90 days following certification of the stockholder vote. Promptly following the Board's decision with respect to the resignation, the Company will disclose the decision, including the Board's rationale for accepting or rejecting the offer, in a filing with the Securities and Exchange Commission or a press release.
- (d) Board Membership Criteria: The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics that the Board seeks in Board members, including without limitation, the characteristics attached hereto as Exhibit A, as well as the composition and diversity of the Board as a whole, in each case, in accordance with the Stockholders Agreement, if then in effect. The Board defines diversity broadly to include, among other things, differences in backgrounds, qualifications, experiences, viewpoint, geographic location, education, skills and expertise (including financial, accounting, compliance, corporate social responsibility, public policy, cybersecurity or other expertise

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-nominate current directors, except as otherwise provided in the Stockholders Agreement, if then in effect (including without limitation, Sections 3.1(b), (c) and (d) of the Stockholders Agreement).

- (e) Director Independence: A majority of the Board shall consist of directors who are “independent” under the criteria for independence contained in the New York Stock Exchange (“NYSE”) listing standards. The Board shall monitor its compliance with applicable NYSE listing standards and all other applicable laws, rules and regulations relating to the independence of directors on an on-going basis. Each independent director shall notify the Chair of the Nominating and Corporate Governance Committee, as soon as practicable, in the event his or her circumstances change in a manner that may affect the Board’s evaluation of his or her independence.
- (f) Board Refreshment; Term Limits; Mandatory Retirement: The Board recognizes the importance of periodic board refreshment and maintaining an appropriate balance of tenure, experience, and perspectives on the Board. The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with and understanding of the Company’s history, policies and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and maintain fresh viewpoints and perspectives through the evaluation and nomination process described in these guidelines. At the same time, under the Company’s By-Laws, no person may stand for election as a director if, on the date of any annual or special meeting held for the purpose of electing directors, such person shall have surpassed the age of 75. The Board believes these practices are appropriate and adequate to ensure director objectivity and board refreshment.
- (g) Limitation on Other Board Service: The Company values the experience directors bring from other boards on which they serve, but recognizes that those boards may also present demands on a director’s time and availability. As a result, directors (other than Unaffiliated Shareholder Directors or CD&R Investor Directors) should not serve on more than three other public company boards or, if the director is an active CEO of a public company, on more than one other public company board. Additionally, members of the Company’s Audit Committee may not simultaneously serve on the audit committee of more than two other public companies unless the Board determines that such service would not impair the ability of the individual to effectively serve on the Company’s Audit Committee and discloses this determination to the fullest extent required by the rules and regulations of the NYSE. Directors must notify

the Chair of the Nominating and Corporate Governance Committee before accepting an invitation to serve on the board of any other public company. The Nominating and Corporate Governance Committee and the Board will take into account the nature of and time involved in a director's service on other boards in evaluating the suitability of individual directors to continue to serve on the Board. Service on boards and/or committees of other organizations should be consistent with the Company's conflict of interest policies set forth in the Company's Code of Business Conduct and Ethics.

- (h) Board Succession Planning: The Nominating and Corporate Governance Committee, in consultation with the Chair of the Board and the Lead Independent Director (if any), engages in regular succession planning for the Board, key leadership roles on the Board and the committees of the Board. As part of this succession planning process, the Nominating and Corporate Governance Committee considers any upcoming retirements under the Board's retirement policy for directors, the tenure of the current directors, the mix of skills, expertise and experiences on the Board and the diversity of the directors.

3. Board Leadership

- (a) Chair of the Board: The Board elects from among the Board members a Chair with responsibility for leading the Board and organizing its functions to enable the Board to provide effective direction and guidance to, and oversight of, management.
- (b) Responsibilities and Duties of the Chair of the Board: In addition to any other responsibilities and duties set forth in these guidelines or the Company's By-Laws, the responsibilities and duties of the Chair of the Board, if the Chair of the Board is an independent director, will consist of the following:
- Calling and presiding at all meetings of the Board;
 - Setting, in consultation with the directors, the frequency of Board meetings and meeting schedules, assuring there is sufficient time for discussion of all agenda items;
 - Setting the agenda for each Board meeting, in consultation with other directors and the Chief Executive Officer;
 - Approving information and materials sent to the Board to enable the Board's monitoring of the performance of the Company and the Company's management;
 - Advising the Chief Executive Officer of the information needs of the Board;
 - Soliciting suggestions from senior management on matters the Company's management would like the directors to review or act upon

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 the CD&R Investor Group (as defined in the Stockholders Agreement) to designate the Chair of the Executive Committee pursuant to the Stockholders Agreement, if then in effect;
- Presiding over annual and special meetings of stockholders;
- Being available for consultation and direct communication with Company stockholders;
- Facilitating communications with investors, in collaboration with the Chief Executive Officer;
- Performing other such duties as the Board may from time to time delegate.

- (c) Lead Independent Director: In order to help ensure robust independent leadership on the Board, when the position of Chair of the Board is not held by an independent director, the Nominating and Corporate Governance Committee may designate a Lead Independent Director; provided, however, that so long as CD&R Investor Group has the right to designate the Chair of the Executive Committee or the Lead Independent Director pursuant to the Stockholders Agreement, the CD&R Investor Group shall have the right, in its sole discretion, either (A) to cause one of the CD&R Investor Directors serving on the Executive Committee of the Board to have the title of Chair of the Executive Committee or (B) to cause one of the CD&R Investor Directors serving on the Board to have the title of Lead Independent Director. When appointed, the Lead Independent Director will perform the same robust duties as those outlined above for an independent Chair.

4. **Director Responsibilities**

- (a) Responsibilities: The director's primary responsibility is to provide effective governance over the Company's affairs for the benefit of its stockholders. In all actions taken by a director, the director is expected to exercise his or her business judgment in what he or she believes to be in the best interests of the Company. In discharging this obligation, directors are entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors.
- (b) Attendance at Meetings: The Board has four regularly scheduled meetings per year. Additional meetings may be scheduled as necessary or appropriate in light of the needs of the Company. In addition, members of the Board are expected to attend the Company's annual meeting of stockholders.
- (c) Executive Sessions: To ensure free and open discussion and communication among the independent directors of the Board, the independent directors meet in executive sessions without the Company's management before or after each of the Board's regularly scheduled meetings. The Chair of the Board, if such person is an independent director, serves as the presiding director at each executive session of the independent directors; otherwise, the Chair of the Audit Committee shall so serve.

The Audit Committee maintains procedures for interested parties to communicate directly with the non-employee directors, both on a confidential and non-confidential basis. These procedures are published in the Company's proxy statement for each annual meeting of stockholders and posted on the Company's website.

- (d) Selection of Agenda: The Chair of the Board and the Lead Independent Director (if any) establishes the agenda for each Board meeting and the Chairs of each Committee establish the agenda for committee meetings, although other Board or committee members may suggest items for inclusion on the agenda. Each

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 management and all other employees of the Company in order to ensure that directors can ask all questions and glean all information necessary to fulfill their duties. Any meetings or contacts that a director wishes to initiate may be arranged through the Chair of the Board or the Chief Executive Officer of the Company; provided, however, that any director has the right to directly contact the Company's internal auditor (or persons performing the internal audit function) without informing senior management. The Board may specify a

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

Board session called for the purpose of discussing succession issues. Succession planning addresses both succession in the ordinary course of business and contingency planning in case of unexpected events. The offices of Chair of the Board and Chief Executive Officer have been at times combined and at times separated. The Board has the discretion to combine or separate these positions as it deems appropriate in light of prevailing circumstances. The Board believes that the combination or separation of these offices should be considered as part of the succession planning process. The Board further believes that it is in the best interests of the Company for the Board to make a determination as to the combination or separation of the offices of Chair of the Board and the Chief Executive Officer each time it elects a new Chief Executive Officer.

9. Annual Performance Evaluation

- (a) Board and Committee Evaluations: The Board conducts an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee receives comments from all directors and reports annually to the Board with an assessment of the Board's and each committee's performance. This report is then discussed at the first Board meeting immediately following the end of the Company's fiscal year. The assessment focuses on the Board's contribution to the Company in general as well as specific areas in which the Board or management believes that the Board could improve.
- (b) Corporate Governance Guidelines: In addition, the Board conducts a periodic review of these corporate governance guidelines and makes such changes, modifications and amendments as the Board determines appropriate.

10. Code of Business Conduct and Ethics

The Company has adopted a Code of Business Conduct and Ethics that applies to the Company's directors, management and all employees. Each director is expected to be familiar with and to follow these policies. Pursuant to the Code of Business Conduct and Ethics, directors must avoid any conflict between their own interests and the interests of the Company in dealing with suppliers, customers and other third parties, and in the conduct of their personal affairs, including transactions in the Company's securities, with any affiliate or with any non-affiliated organization.

The Nominating and Corporate Governance Committee reviews any allegation that a director or executive officer may have violated the Code of Business Conduct and Ethics and reports its findings to the full Board.

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 that affect the Company. The nominee should have the capability to "network" with others for the benefit of the corporation.
- (j) The nominee shall be willing to appraise objectively the performance of management in the interest of the stockholders. The nominee shall possess an inquiring and independent mind willing to question management's assumptions when inquiry is appropriate.

- (k) The nominee shall be free of conflicts of interest that would interfere with their ability to discharge their duties or that would violate any applicable laws or regulations.