



Compensation Committee Charter
Effective: August 16, 2023

Composition

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) will consist of at least three directors, all of whom shall be “independent directors” under the Corporate Governance Guidelines of Beacon Roofing Supply, Inc. (the “Company”) and meet the independence requirements for board members and for members of a compensation committee contained in The Nasdaq Stock Market (“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. The Board will appoint the Committee members annually. The Board may fill vacancies on the Committee at any time. Members may be removed by a majority of the independent directors (as determined in accordance with the Corporate Governance Guidelines of the Company) of the Board at any time with or without cause, but shall otherwise serve until one or more successors have been named. A majority of the Committee shall designate one of its members as its Chair. 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.

Purpose

The Committee has the responsibility for the compensation of executive officers of the Company. The Committee reviews and approves the appropriate level of compensation for the Company’s executive officers, excluding the CEO (which the Committee reviews and recommends to the Board) and strives to ensure that the Company’s executive compensation and benefit policies and practices reflect the highest level of transparency and integrity. The Committee administers and makes awards under the Company’s equity-based incentive plan and in the case of the executive officers, in addition to the foregoing, the annual base salary and the annual cash incentive plans. The Committee periodically reviews the annual cash incentive plans provided to employees in sales, functional and operational roles. 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 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”). The Committee reviews and recommends to the Board the Company’s submissions to stockholders on executive compensation matters and considers the results of stockholder advisory votes on executive compensation matters and the changes, if any, that may be warranted.

Meetings

The Committee shall meet in person or by telephone conference, videoconference or other means of communications permitted under applicable Delaware law and will 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 Chair of the Committee, the CEO of the Company and/or a majority of the members of the Committee. Additional actions may be taken by unanimous written consent, as deemed necessary or appropriate by the Committee Chair. Any director who is not a member of the Committee may attend meetings, provided that such director may not vote on any matter before the Committee. The Corporate Secretary will maintain one set of all Committee minutes as corporate records and final meeting materials and minutes of meetings shall be made available to members of the Committee. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board approved by the Committee. A quorum constitutes a majority of the Committee in attendance at meetings. The action of a majority of those in attendance at the meeting will be the act of the Committee. As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee may meet separately with the Chief Executive Officer and any other Company officers or employees it deems appropriate. The Committee may meet without such officers present, and in all cases such officers shall not be present at meetings at which their performance or compensation is being discussed or determined.

Duties and Responsibilities

The general responsibilities of the Committee are oversight of executive compensation for the CEO, and the other executive officers, periodic reviews of certain elements of compensation for sales and operations employees, communications with the Board, and communications with stockholders through the Proxy Statement. Specifically, the Committee shall perform the following functions for the Company:

- A. *Equity Incentive Plan Administration:*** The Committee shall have full and final authority in connection with the implementation and administration of such plans and shall make recommendations to the Board where stockholder approval of such plans is appropriate or required. In furtherance of the foregoing, the Committee shall, subject to Board approval of the equity-based compensation for the Company's CEO and directors, in its sole discretion, grant equity awards under the Company's equity incentive plan to employees, executives and directors, pursuant to the terms and conditions determined by the Committee.
- B. *Annual Cash Incentive Compensation:*** The Committee shall have full and final authority in connection with the implementation and administration of such plans used for executive officers and shall make recommendations to the Board where stockholder approval of such plans is appropriate or required. The Committee will periodically review annual cash incentive plans for sales, functional and operational roles and annually approves the aggregate cash incentive payout to employees in such plans.

- C. *CEO Compensation:*** The Committee annually shall make recommendations to the Board with respect to the compensation of the CEO. In so doing, the Committee considers the Board's performance evaluation of the CEO, the Company's executive compensation policies and practices, the Company's performance and relative stockholder return, the compensation of similarly situated executives at comparable companies, employment agreements, severance arrangements, or change in control provisions as appropriate, any special or supplemental benefits and the compensation given to the CEO in past years. The CEO may not be present during any deliberations or voting on his or her compensation.
- D. *Executive Officer Compensation:*** The Committee annually shall review, taking into account the CEO's recommendations, and approve the compensation of the executive officers of the Company, other than the CEO (whose compensation and performance is evaluated by the Committee and the Board as provided for above). In so doing, the Committee considers the CEO's performance evaluation of each executive officer, the Company's executive compensation policies and practices, the Company's performance and relative stockholder return, the compensation of similarly situated executives at comparable companies, employment agreements, severance arrangements, or change in control provisions as appropriate, any special or supplemental benefits and the compensation given to each executive officer in past years.
- E. *Director Compensation:*** The Committee shall make recommendations to the Board with respect to the compensation of non-employee directors by evaluating how such compensation relates to non-employee director compensation of companies of comparable size, industry and complexity and, if the Committee deems it appropriate, propose to the Board for consideration any changes to non-employee director compensation.
- F. *Compensation Peer Groups:*** The Committee shall (1) periodically review and determine the composition of any compensation peer group used for market comparison of executive officer compensation and/or director compensation, and (2) approve the establishment of the competitive positioning of pay levels versus the relevant compensation peer groups for executive officers and/or directors.
- G. *Other Agreements and Executive Compensation Policies and Practices:*** The Committee shall review and approve any severance, change in control, employment or similar agreements that are entered into between the Company and its executive officers, except for the CEO, which the Committee reviews and recommends to the Board. The Committee shall review and approve the Company's executive compensation policies and practices, except for the CEO, which the Committee reviews and recommends to the Board.
- H. *Compensation Related Stockholder Votes:*** The Committee shall oversee the Company's (1) submissions to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and (2) engagement with proxy advisory firms and other stockholder groups on executive compensation matters. The Committee also shall review the results of such advisory votes and consider any implications.

- I. Charter:** The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- J. Compensation Risk Assessment:** The Committee shall annually evaluate the compensation policies and practices of all employees to ensure they do not pose risks that are reasonably likely to have a material adverse effect on the Company, or encourage unnecessary or excessive risk-taking.
- K. Stock Ownership Guidelines:** The Committee shall establish, periodically review, and approve the Company's stock ownership and retention guidelines for executive officers and directors (if any), and annually review compliance with such guidelines.
- L. Clawback / Recoupment:** The Committee shall review and approve the Company's incentive recoupment policy for recommendation to the Board for approval. The Committee shall administer the Company's incentive recoupment policy, and recommend any proposed actions to the disinterested members of the Board for approval.
- M. Self-Assessment:** The Committee shall periodically perform a self-assessment to review its own performance.
- N. Miscellaneous:** The Committee shall have such other duties as delegated by the Board.

Delegation to Subcommittee

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 outside directors or management, to the extent provided for in any compensation plan.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities. In particular, the Committee shall have direct and unrestricted access to the Company's management and nonmanagement personnel and all corporate records. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any consulting firm, legal counsel or other adviser retained by the Committee. In deciding whether to engage an external advisor, the Committee shall consider all factors relevant to the advisor's independence from the Company and management, including the following: (1) the provision of other services to the Company, (2) the fees received from the Company by the advisor as a percentage of the total revenue of the advisor, (3) the policies and procedures of the advisor that are designed to prevent conflicts of interest, (4) any business or personal relationship of the advisor with a member of the Committee or an executive officer or other director of the Company, (5) any stock of the Company owned by the advisor, (6) factors set forth in the rules of the SEC and NASDAQ, and (7) any other factors the Committee considers relevant in evaluating the independence of its advisors. The Committee shall review such factors with respect to each advisor at least annually.