

**GIBRALTAR INDUSTRIES, INC.**  
**COMPENSATION COMMITTEE CHARTER**

The purpose of the Compensation Committee is to discharge the Board of Directors' responsibilities relating to compensation of the Company's Executive Officers, establishing compensation payable to the Company's non-employee Directors, and to produce an annual report on executive compensation for inclusion in the Company's proxy statement.

**ARTICLE 1**  
**MEMBERSHIP**

The Committee shall consist of three or more members of the Board, as shall be determined by the Board, each of whom has been determined by the Board to be "independent" in accordance with the applicable listing standards of The Nasdaq Stock Market and the rules promulgated by the Securities and Exchange Commission with respect to membership on a compensation committee.

**ARTICLE 2**  
**SCOPE OF POWERS AND FUNCTIONS**

The Compensation Committee shall have such powers and functions as may be assigned to it by the Board of Directors from time to time; however, such functions shall, at a minimum, include the following, as well as any functions as shall be required of compensation committees by The Nasdaq Stock Market and the Securities and Exchange Commission:

- to review and approve corporate goals and objectives relevant to the compensation payable to the Chief Executive Officer and all other Executive Officers of the Company, evaluate the performance of the CEO and all other Executive Officers in light of those goals and objectives, and to establish the compensation, including base salary, annual incentive compensation and long term compensation of the CEO and all other Executive Officers based on this evaluation;
- to review and approve incentive compensation plans and equity-based plans for the Company's CEO and other Executive Officers;
- to review and approve the compensation, including base salary, annual incentive compensation and long term compensation, payable to the direct reports of the CEO;
- to administer the Company's incentive compensation plans and equity-based plans as applied to the Company's CEO and Executive Officers and to grant stock options or other awards to the Company's CEO and other Executive Officers

pursuant to such plans;

- to annually review and assess the adequacy of this Charter, to consult with the Chairman of the Nominating and Corporate Governance Committee concerning proposed changes to this Charter and to amend this Charter to the extent deemed necessary or appropriate;
- to evaluate its own performance at least annually and report on such performance to the Board;
- to periodically review and assess and modify the cash and equity based compensation payable to the Company's non-employee Directors; and
- to review and discuss with management, the Company's disclosures under the "Compensation Discussion and Analysis" as contained in the Company's annual proxy statement and to prepare a report to be included in the Company's annual proxy statement stating that the Compensation Committee has reviewed the "Compensation Discussion and Analysis" and has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's annual report on Form 10-K and in the Company's annual proxy statement.

In connection with its review and approval of compensation paid to the CEO and all other Executive Officers, the Compensation Committee shall not recommend or approve the entry by the Company into any agreement with any senior executive which provides for a single trigger change in control payment.

### **ARTICLE 3 CONSULTANTS, LEGAL COUNSEL AND OTHER ADVISORS**

The Compensation Committee shall have sole authority to retain and/or obtain the advice of, and to terminate any compensation consultant, legal counsel, consulting firm or other adviser engaged to assist in the evaluation of director, CEO and/or senior executive compensation. In connection with the foregoing:

- The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal adviser and other adviser retained by the Compensation Committee;
- The Company shall be responsible for providing appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Compensation Committee;
- The Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Compensation

Committee, other than in-house legal counsel, only after taking into consideration the following factors:

- a. the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- b. the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- c. the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- d. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
- e. any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- f. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an Executive Officer of the Company.

Nothing in the foregoing provisions of this Article 3 shall be construed to require the Compensation Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Compensation Committee or to affect the ability or obligation of a Compensation Committee to exercise its own judgment in fulfillment of the duties of the Compensation Committee.

The Compensation Committee shall conduct the independence assessment outlined above with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Compensation Committee, other than in-house legal counsel. However, nothing in this Article 3 requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Compensation Committee consider the enumerated independence factors before selecting, or receiving advice from, a compensation adviser. The Compensation Committee may select, or receive advice from, any compensation adviser which, after considering the six independence factors outlined above, it determines should be engaged, including compensation advisers that are not independent.

For purposes of this Article 3, the Compensation Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of

Regulation S-K: (1) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of Executive Officers or directors of the Company, and that is available generally to all salaried employees; and/or (2) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

#### **ARTICLE 4 ADMINISTRATIVE**

The Compensation Committee shall meet as often as it deems necessary in order to fulfill its responsibilities, but not less frequently than annually. Meetings of the Compensation Committee may be called by the Chairman of the Compensation Committee or management. Members of senior management or others may attend meetings of the Compensation Committee at the invitation of the Compensation Committee and shall provide pertinent information as necessary; *provided, however*, no member of senior management, including the Chief Executive Officer may be present during the portion of any meeting in which his or her compensation is being determined. The Chairman of the Compensation Committee shall set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the Compensation Committee members prior to each meeting. The Chairman will also cause minutes of each meeting to be prepared and circulated to the Committee Members. The Compensation Committee may meet via telephone conference calls or other media in which the members of the Compensation Committee may hear one another. Any action required or permitted to be taken by the Compensation Committee may be taken without a meeting if all the members of the Compensation Committee consent in writing to the adoption of a resolution authorizing the action. A majority of the members of the Compensation Committee shall constitute a quorum for all purposes. At each meeting of the Committee, an executive session shall be held unless otherwise determined by the Chair, in his or her discretion.

#### **ARTICLE 5 AMENDMENT**

This Charter may be amended by the Compensation Committee or by the Board of Directors.

This Charter is effective May 3, 2018 and amends, restates and supercedes the Charter of the Compensation Committee which was adopted by the Board of Directors on May 6, 2016.