

**AMENDED AND RESTATED CHARTER OF
THE AUDIT COMMITTEE OF
THE BOARD OF DIRECTORS OF
GMS INC.**

(Amended and Restated as of September 23, 2015)

The Board of Directors (the “Board”) of GMS Inc. (the “Company”) has adopted this Amended and Restated Charter (the “Charter”) of the Audit Committee (the “Audit Committee”) of the Board.

I. Purpose of the Audit Committee

The Audit Committee will assist the Board in fulfilling the Board’s oversight and monitoring of:

1. the quality and integrity of the Company’s financial statements and other financial information provided by the Company to its stockholders, and other relevant parties;
2. the integrity and adequacy of the Company’s auditing, accounting and financial reporting processes and systems of internal controls for financial reporting;
3. the Company’s compliance with legal and regulatory requirements, including internal controls and whistle-blower procedures designed for that purpose;
4. the Company’s independent registered public accounting firm’s qualifications, performance and independence;
5. the Company’s systems of internal controls, including the performance of the Company’s internal audit function and independent registered public accounting firm;
6. the Company’s enterprise risk management framework and its policies and procedures for risk management; and
7. such other matters as may from time to time be specifically delegated to the Audit Committee by the Board.

In addition, the Company will prepare annual audit committee reports as required by the corporate governance standards of the New York Stock Exchange (the “NYSE”) and by the rules and regulations of the Securities and Exchange Commission (the “Commission”) for inclusion in the Company’s annual proxy materials.

While the Audit Committee has the powers and responsibilities set forth in this Charter, it is not the responsibility of the Audit Committee to plan or conduct audits or to determine that the Company’s financial statements and disclosures are complete and accurate and are in compliance with generally accepted accounting principles and applicable rules and regulations, which are the

responsibilities of management and the Company's independent registered public accounting firm.

II. Audit Committee Membership

The Board will appoint the members of the Audit Committee, and the members will serve at the discretion of the Board. The Board will, or will delegate to the members of the Audit Committee the responsibility to, appoint a Chairman of the Audit Committee. The Audit Committee will consist of at least three members of the Board. Each member of the Audit Committee shall be determined by the Board to meet the independence and experience requirements of Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the rules and regulations of the Commission and the rules of the NYSE. No member of the Audit Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.

Each member of the Audit Committee must be financially literate, as determined by the Board (or acquire such familiarity within a reasonable period after his or her appointment). Each member of the Audit Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. Additionally, at least one member of the Audit Committee must have accounting or related financial management expertise, as determined by the Board. At least one member of the Audit Committee shall be an "audit committee financial expert" as defined by the Commission. A person who satisfies this definition of audit committee financial expert will also be presumed to have accounting or related financial management expertise (under the rules of the NYSE). The designation of any person as an "audit committee financial expert" shall not impose any greater responsibility or liability on that person than the responsibility and liability imposed on such person as a member of the Audit Committee, nor does it decrease the duties and obligations of other Audit Committee members or the Board. Audit Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or by an outside consultant.

Audit Committee members shall not simultaneously serve on the audit committees of more than two other publicly traded companies unless the Board (i) determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee and (ii) discloses such determination either on or through the Company's website or in the Company's annual proxy statement.

III. Appointment and Removal

The Board shall appoint members of the Audit Committee on an annual basis, who shall each serve for a term of one year. The Board will also appoint members of the Audit Committee as vacancies or newly created positions occur. The Board may designate one or more directors as alternate members of the Audit Committee, who may replace any absent or disqualified member at any meeting of the Audit Committee. The members shall serve until their failure to qualify, resignation, or retirement, their removal by the Board or until their successors shall be duly appointed and qualified. A member of the Audit Committee shall be deemed to have resigned

from the Audit Committee at such time that the member shall no longer be a director of the Company. A member of the Audit Committee may be removed, with or without cause, by a majority vote of the Board.

IV. Chairperson

Unless a Chairperson is elected by the full Board, the members of the Audit Committee shall designate a Chairperson by the majority vote of the full Audit Committee membership. The Chairperson of the Audit Committee will chair all regular sessions of the Committee and is responsible for setting the agenda for Audit Committee meetings. In the absence of the Chairperson of the Audit Committee, the Audit Committee shall select another member to preside.

V. Delegation to Subcommittees

The Audit Committee may form subcommittees composed of one or more of its independent members for any purpose that the Audit Committee deems appropriate and may delegate to such subcommittees such power and authority as the Audit Committee deems appropriate. The Audit Committee shall periodically review any such delegations and may revoke any such delegation at any time.

VI. Meetings of the Audit Committee

The Chairman of the Audit Committee will, in consultation with the other members of the Audit Committee, the Company's independent registered public accounting firm and the appropriate officers of the Company, be responsible for calling meetings of the Audit Committee, establishing the agenda for such meetings, and supervising the conduct thereof. The Audit Committee shall meet at least quarterly, or more frequently as the Chairman or other members of the Audit Committee may deem appropriate. As part of its goal to foster open communication, the Audit Committee shall meet periodically with management, the internal auditors (or other personnel responsible for the internal audit function) and the Company's independent registered public accounting firm in separate private sessions. Minutes of each meeting of the Audit Committee will be kept.

In addition, the Audit Committee should meet with the independent registered public accounting firm and management quarterly to review the Company's financial statements in a manner consistent with that outlined in Section VII of this Charter, which meetings may be conducted on the same day as the quarterly meetings of the Board. The Chairman of the Board or any member of the Audit Committee may call meetings of the Audit Committee in addition to its regular meetings. All meetings of the Audit Committee may be held telephonically or via electronic conference. In addition, unless otherwise restricted by the Company's certificate of incorporation or bylaws, the Audit Committee may act by unanimous written consent in lieu of a meeting, either in writing or by electronic transmission.

All non-management directors that are not members of the Audit Committee may attend meetings of the Audit Committee but may not vote. Additionally, the Audit Committee may

request any director, officer or employee of the Company or the Company's outside legal counsel or independent registered public accounting firm to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. The Audit Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the Audit Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Audit Committee.

VII. Audit Committee Duties & Responsibilities

To carry out its purposes, the Audit Committee shall have the following duties and responsibilities:

- A. With respect to the Company's independent registered public accounting firm:
 1. The Audit Committee shall have sole authority to (a) select and retain an independent registered public accounting firm to act as the Company's independent registered public accounting firm for the purpose of auditing the Company's annual financial statements, books, records, accounts, and internal controls over financial reporting, subject to ratification by the Company's stockholders of the selection of the independent registered public accounting firm, (b) set the compensation of the Company's independent registered public accounting firm, (c) oversee the work done by the Company's independent registered public accounting firm, and (d) terminate and replace the Company's independent registered public accounting firm, if necessary. The Audit Committee shall also have the authority to select, retain, compensate, oversee, and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attestation services for the Company. The Audit Committee shall also have the authority to inform each independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company that such firm must report directly to the Audit Committee.
 2. The Audit Committee shall pre-approve all auditing services and non-audit services (other than "prohibited non-audit services") (including the fees and terms thereof) to be performed for the Company by its independent registered public accounting firm, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Audit Committee prior to the completion of the audit. The Audit Committee may form and delegate authority to subcommittees consisting of one or more Audit Committee members where appropriate, including authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Audit Committee at its next scheduled meeting.

Notwithstanding the foregoing, pre-approval is not necessary for minor non-audit services if: (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its independent registered public accounting firm during the fiscal year in which the non-audit services are provided; (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and (iii) such services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Audit Committee.

The following shall be considered “prohibited non-audit services”: (i) bookkeeping or other services related to the accounting records or financial statements of the Company; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, providing fairness opinions or preparing contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing services; (vi) management functions or human resources; (vii) broker or dealer, investment adviser or investment banking services; (viii) legal services and expert services unrelated to the audit; and (ix) any other service that the PCAOB prohibits through regulation.

3. Obtain and review a report from the independent registered public accounting firm at least annually regarding (1) the independent registered public accounting firm’s internal quality-control procedures, (2) any material issues raised by the most recent internal quality-control review, peer review, or Public Company Accounting Oversight Board review of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues, and (3) all relationships between the firm and the Company. Evaluate the qualifications, performance and independence of the independent registered public accounting firm, including considering whether the firm’s quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the firm’s independence, and taking into account the opinions of management and internal auditors. The Audit Committee shall present its conclusions with respect to the independent registered public accounting firm to the Board.
4. Ensure the rotation at least every five (5) years of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. Review and evaluate the lead audit partner of the independent registered public accounting firm
5. Confirm and evaluate the rotation of the audit partners on the audit engagement team as required by law, and consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent registered public accounting firm on a regular basis.

6. Recommend to the Board policies for the Company's hiring of employees or former employees of the independent registered public accounting firm who participated in any capacity in an audit of the Company. At a minimum, these policies must provide that any independent registered public accounting firm may not provide audit services to the Company if the Chief Executive Officer, Chief Financial Officer, controller, chief accounting officer or any person serving in an equivalent capacity for the Company was employed by the independent registered public accounting firm and participated in any capacity in the audit of the Company during the one-year period preceding the date of the initiation of the audit.
7. At the Audit Committee's option, discuss with the national office of the independent registered public accounting firm issues on which they were consulted by the Company's audit team and matters of audit quality and consistency.
8. Discuss with the Company's independent registered public accounting firm (1) the independent registered public accounting firm's responsibilities under generally accepted auditing standards, (2) the scope and timing of the annual audit and (3) the results, including significant findings, of the annual audit.
9. Review and evaluate the lead partner of the independent auditor team. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit. Review the experience and qualifications of the senior member of the Independent Auditor's team.
10. Review with the independent auditor the report of its annual audit, or proposed report of its annual audit, the accompanying management letter, if any, the reports of their reviews of the Company's interim financial statements conducted in accordance with PCAOB sec. AU 722, *Interim Financial Information*, and the reports of the results of such other examinations outside of the course of the independent registered public accounting firm's normal audit procedures that the independent registered public accounting firm may from time to time undertake.
11. Review with the Company's independent registered public accounting firm and management (1) any audit problems or difficulties, including difficulties encountered by the Company's independent registered public accounting firm during their audit work (such as restrictions on the scope of their activities or their access to information), (2) any significant disagreements with management and (3) management's response to these problems, difficulties or disagreements; and to resolve any disagreements between the Company's independent registered public accounting firm and management.
12. Conduct regular executive sessions with the Company's independent registered public accounting firm.

B. With respect to the Company's internal auditing department:

1. Review the appointment and replacement of the senior internal auditing manager or internal audit firm.
 2. Review significant reports to management prepared by the internal auditing department and management's responses.
 3. Discuss with the independent registered public accounting firm and management (including the Company's Chief Financial Officer and members of their respective staffs), the internal audit department's organization, responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.
 4. Conduct regular executive sessions with the Company's senior internal auditing manager.
- C. With respect to financial reporting practices and policies and system of internal controls over financial reporting:
1. Review and discuss with management and the independent auditor, the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
 2. Review and discuss with management and the independent auditor, the Company's quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.
 3. Discuss with management and the independent auditor the completeness and accuracy of the Company's financial statements as well as significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
 4. Review and discuss quarterly reports from the independent registered public accounting firm on:
 - a. All critical accounting policies and practices to be used.
 - b. All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.

- c. Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted immaterial differences.
5. Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
6. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
7. To receive and consider any reports or communications submitted to the Audit Committee by the Company's independent registered public accounting firm required to be communicated to the Audit Committee under applicable law, auditing standards or other professional accounting standards.
8. Discuss with the independent auditor the matters required to be discussed by PCAOB sec. AU 380, *Communication with Audit Committees* relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
9. Review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

D. With respect to reporting and recommendations:

1. To prepare a report, including any recommendation of the Audit Committee, required by the rules of the Commission to be included in the Company's annual proxy statement.
2. To prepare and issue the evaluation required under "Annual Evaluation Procedures" below.
3. To regularly report on its activities to the Board and to make such recommendations with respect to the above and other matters as the Audit Committee may deem necessary or appropriate. In particular, the Audit Committee should review with the Board any issues that arise with respect to the quality or integrity of the Company's consolidated financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent registered public

accounting firm, or the performance of the internal audit function. The report to the Board may take the form of a verbal report by the chairperson of the Audit Committee or any other member of the Audit Committee designated by the Audit Committee to make this report.

4. Maintain minutes or other records of meetings and activities of the Audit Committee.

E. With respect to legal, ethics and compliance matters:

1. Obtain from the independent registered public accounting firm assurance that that they have not detected or otherwise become aware of information indicating that an illegal act (whether or not perceived to have a material effect on the financial statements of the Company) has or may have occurred, and that Section 10A(b) of the Exchange Act, which addresses required responses to audit discoveries of illegal acts, has not been violated.
2. Review reports and disclosures of insider and affiliated party transactions.
3. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
4. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.
5. Discuss with the Company's lead inside or outside legal counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies.
6. Review whistle-blower procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
7. Unless otherwise approved or ratified pursuant to the Board's "Related Person Transaction Policy," the Audit Committee shall review and approve or ratify all transactions between the Company and any Related Person that are required to be disclosed pursuant to Item 404(a) of Regulation S-K ("Item 404(a)"). "Related Person" shall have the meaning given to such term in Item 404(a), as amended from time to time.

F. With respect to risk management:

1. The Audit Committee will discuss policies with respect to risk assessment and risk management with Company management and the independent registered public accounting firm and review the Company's plans and processes to monitor, control and minimize any exposure and risks. This shall include evaluation of the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

G. With respect to other matters:

1. The Audit Committee shall review such other matters in relation to the accounting, auditing and financial reporting practices and procedures of the Company as the Audit Committee may, in its own discretion, deem desirable in connection with the review functions described above.
2. The Audit Committee will consult and coordinate its efforts with the Company's Compensation Committee, when appropriate and necessary.

VIII. Annual Evaluation Procedures

The Audit Committee will prepare, with the assistance of management, the independent registered public accounting firm and legal counsel, a report for inclusion in the Company's proxy or information statement relating to the annual meeting of security holders at which directors are to be elected that complies with the requirements of the federal securities laws.

The Audit Committee will review and reassess, with the assistance of management, the independent registered public accounting firm and legal counsel, the adequacy of the Charter at least annually and report to the Board the results of such review and reassessment. Additionally, the Audit Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Audit Committee shall conduct this evaluation in such a manner as it deems appropriate.

IX. Resources & Authority of the Audit Committee

The Audit Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. This authority shall include the ability to select, retain, terminate, and approve the fees and other retention terms of such advisors. The Company shall provide the appropriate funding, as determined by the Audit Committee, in its sole discretion, for payment of (1) compensation to the independent registered public accounting firm for the purpose of rendering or issuing an audit report, (2) compensation to any advisors employed by the Audit Committee, and (3) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

X. Delegation to Subcommittee

The Audit Committee may, in its discretion, delegate its duties and responsibilities to a subcommittee of the Audit Committee as it deems appropriate.

XI. Reliance on Others

Unless such Audit Committee member has knowledge that makes reliance unwarranted, each Audit Committee member, in discharging his or her duties to the Company, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by: (1) one or more officers or employees of the Company whom the Audit Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented; (2) consultants, legal counsel, or other persons as to matters which the Audit Committee member believes in his or her reasonable business judgment and good faith to be within the professional or expert competence of such person; or (3) another committee of the Board of which such Audit Committee member is not a member if the Audit Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.

XII. Miscellaneous

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Audit Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Audit Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's web site and a printed copy of such shall be made available to any stockholder of the Company who requests it.

Revised by the Audit Committee and approved by the Board of Directors on September 23, 2015.