

**CHARTER OF  
THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
GMS INC.**

The Board of Directors (the “Board”) of GMS Inc. (the “Company”) has adopted this Charter (the “Charter”) of the Nominating and Corporate Governance Committee (the “Committee”) of the Board.

**I. Purpose of the Committee**

The purpose of the “Committee is to carry out the responsibilities delegated by the Board of the Company relating to the Company’s director nominations process and procedures, evaluating the performance of the Board, developing and maintaining the Company’s corporate governance policies and any related matters delegated by the Board or required by federal securities laws or the New York Stock Exchange (the “NYSE”).

This Charter has been approved by the Board and may be amended by the Board from time to time in compliance with applicable laws, rules and regulations, including the applicable rules of the Securities and Exchange Commission (the “SEC”) and the NYSE.

**II. Committee Membership**

The Committee shall consist of three or more directors, as determined by the Board. Each member of the Committee must satisfy the independence requirements of the NYSE for nominating committee members, subject to the exemptions and exceptions provided by such requirements.

Each member of the Committee shall serve at the pleasure of the Board and for such terms as the Board shall determine. The members of the Committee shall be appointed annually, and vacancies filled or members removed by the vote of a majority of the full Board. Committee members may resign by giving written notice to the Board. A Committee member may resign Committee membership without resigning from the Board, but a member shall cease automatically to be a member of the Committee upon either ceasing to be a member of the Board or, at any time such member is required by law, rule, regulation or the corporate governance standards of the NYSE to be independent, ceasing to be independent. The Board may remove any member from the Committee at any time with or without cause.

The Board will, or will delegate to the members of the Committee the responsibility to, appoint a chairperson of the Committee (the “Chairperson”). The Chairperson shall preside at each meeting. In the event that the Chairperson is not present at a meeting, the Committee members present at that meeting shall delegate one of its members as the acting-Chairperson at such meeting.

**III. Committee Structure & Operations**

The Committee shall meet at least twice each fiscal year and at such other times as it deems necessary to fulfill its responsibilities. Meetings of the Committee may be called by the Chairman of the Board, the Chief Executive Officer of the Company, the Chairperson of the Committee or any two or more members of the Committee. A quorum, defined as a majority, of the Committee shall participate in each meeting either in person or by telephone. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Committee. Any decision or determination of the Committee in writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

An agenda for each meeting shall be created by the Chairperson in consultation with the other members of the Committee. Any memoranda or presentations prepared for the meeting shall be transmitted to all members of the Committee before the meeting commences, whether they are participating in person, by telephone, or not at all.

Minutes of each meeting will be maintained and distributed to each member of the Committee. The Committee shall have the authority to establish its own rules and procedures consistent with the Company's bylaws for notice and conduct of its meetings, should the Committee, in its discretion, deem it desirable to do so. Failure to satisfy pre-meeting notification or agenda requirements shall not invalidate an otherwise duly held meeting.

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

#### **IV. Committee Duties & Responsibilities**

In particular, the Committee shall be responsible for the following:

1. Overseeing the composition of the Board and its committees, including the following:
  - a. overseeing Board succession planning;
  - b. determining the qualifications, qualities, skills and other expertise required to be a director and developing, and recommending to the Board for its approval, criteria to be considered in selecting nominees for director;
  - c. identifying and screening individuals qualified to become members of the Board, consistent with the criteria approved by the Board, and considering any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's Corporate Governance Guidelines and described in the Company's proxy statement;
  - d. making recommendations to the Board regarding (i) the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders and (ii) candidates for vacancies on the Board to be filled from time to time (including any vacancy created by an increase in the size of the Board) pursuant to the Company's bylaws;

- e. reviewing the suitability of each Board member for continued service as a director when his or her term expires and recommending to the Board whether the director should be re-nominated;
  - f. assessing the independence of each director;
  - g. making recommendations to the Board regarding the chairperson, membership, size and composition of each standing committee of the Board, including any necessary “independence” or other qualification determinations as may be required by applicable SEC and the NYSE rules, and to make recommendations to the Board regarding individual directors to fill any committee vacancies;
  - h. reviewing notifications from directors regarding a change in the director’s primary employer, a change in the nature of the director’s employment following election to the Board, or any circumstance which may create a conflict of interest with the Company; and
  - i. reviewing requests from directors in advance of accepting an invitation to (i) serve on another for-profit board of directors, (ii) serve on more than three public company audit committees, or (iii) engage in significant commitments involving affiliation with other businesses or governmental units.
2. Developing and maintaining the Company’s corporate governance policies and related matters, including evaluating any waivers to the Company’s Code of Ethical Conduct, and reviewing such policies and related matters at least once each year and recommending any related changes to the Board.
  3. Reviewing any proposed changes to the Company’s certificate of incorporation, bylaws and other documents affecting the rights of the Company’s stockholders or otherwise affecting the Company’s corporate governance and making recommendations to the Board with respect to any such changes.
  4. Establishing and overseeing a process for the annual evaluation of the Board and each standing committee thereof.
  5. Overseeing executive management succession planning.
  6. Reviewing requests by executive management to serve on the board of directors of other for-profit companies.
  7. Identifying and communicating to the Board relevant current and emerging corporate and governance trends, issues and practices and overseeing the continuing education program for directors and the orientation program for new directors.
  8. Overseeing the Company’s compliance with any applicable reporting requirements of the SEC relating to director nominations, director independence and corporate governance and reviewing and discussing with management any related disclosure.

## **V. Performance Evaluation**

The Committee shall provide to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall also recommend any improvements to the Committee's Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as established by the Committee.

The Committee shall oversee the Board's annual evaluation of its own processes and performance and report such evaluation and any recommendations to the full Board. The evaluation shall be conducted in such manner as established by the Committee.

## **VI. Resources & Authority of the Committee**

The members of the Committee shall exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, members shall be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors, to the fullest extent permitted by law.

The Committee shall have the resources, authority and funding appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel and other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. The Committee shall also have the authority, in its discretion, to obtain advice and assistance from internal or external legal, accounting, search firms or other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its consultants, outside counsel and any other advisors. Any communications between the Committee and legal counsel in the course of legal advice will be considered privileged, and the Committee will take all necessary steps to preserve such privileged nature of the communications.

## **VII. Reliance on Others**

Unless such Committee member has knowledge that makes reliance unwarranted, each 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 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 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 Committee member is not a member if the Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.

### **VIII. Miscellaneous**

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the Company's directors or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the 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 website and a printed copy of such shall be made available to any stockholder who requests it.

This Charter was adopted by the Board of Directors on September 23, 2015.