

**UFP INDUSTRIES, INC.**  
**PERSONNEL AND COMPENSATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS**  
**- CHARTER -**

The Personnel and Compensation Committee of the Board of Directors of the Company shall consist of a minimum of three directors. Members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Nominating and Corporate Governance Committee or the full Board and may be removed by the Board of Directors at its discretion. All members of the Committee shall be independent directors, as required by applicable regulations, listing requirements, and Company policies.

The purpose of the Committee shall be to carry out the Board of Directors' overall responsibility relating to executive compensation. In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

- (1) To assist the Board in developing and evaluating potential candidates for executive positions, including the chief executive officer, and to oversee the development of executive succession plans.
- (2) To review and approve, on an annual basis, the corporate goals and objectives with respect to compensation for the chief executive officer. The Committee shall evaluate, at least once a year, the chief executive officer's performance in light of these established goals and objectives, and based upon its evaluations shall recommend to the Board of Directors the chief executive officer's annual compensation, including salary, bonus, incentive, and equity compensation. The chief executive officer shall not be present during the Committee's or Board's evaluation of the chief executive officer's compensation or during such time that the Board considers or votes upon the approval of such compensation.
- (3) To review and approve, on an annual basis, the evaluation process and compensation structure for the Company's Section 16 officers. The Committee shall evaluate the performance of the Company's senior executive officers and, subject to the recommendation of the Company's chief executive officer, shall approve the annual compensation, including salary, bonus, incentive, and equity compensation, for such senior executive officers. The Committee shall also provide oversight of management's decisions concerning the performance and compensation of other Company officers.
- (4) To review the Company's incentive compensation and other stock-based plans and recommend changes in such plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board of Directors with respect to the administration of such plans.
- (5) To prepare and publish an annual executive compensation report in accordance with applicable rules and regulations, to be included in the Company's annual Proxy Statement.
- (6) To recommend to the Board of Directors the amounts and forms of compensation to Board members, subject to approval by vote of the full Board.
- (7) To review and discuss with management the Company's Compensation Discussion and Analysis to be included in the Company's annual Proxy Statement.

- (8) In coordination with the Board and the Audit Committee (or other appropriate Committees), to review and approve in advance the contents of SEC and other regulatory filings related to compensation matters.
- (9) To review this Charter not less than once per calendar year, and in connection with that review, reassess the adequacy of this Charter under all applicable regulations and listing requirements.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee may retain and obtain advice from compensation consultants, legal counsel, or other advisors (collectively "Outside Advisors") to assist in determining and establishing compensation policies, and may authorize independent studies of corporate compensation and benefits of generally comparable companies. The Committee shall have the direct responsibility for the oversight of any services provided by such Outside Advisors. The Committee has the sole authority to retain and terminate the Outside Advisors and determine their fees and retention terms, which shall be funded by the Company.

The Committee shall report its actions and any recommendations to the Board after each Committee meeting. The Committee shall review, as needed, the adequacy of this Charter and recommend any proposed changes to the Board for approval.