

UFP INDUSTRIES, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
- CHARTER -

- I. PURPOSE.** The primary purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board of Directors by (1) developing and implementing policies and processes regarding corporate governance matters; (2) assessing board membership needs; (3) identifying, evaluating, and recommending individuals qualified to become directors of the Company; and (4) evaluating the performance and effectiveness of the Board and its members.
- II. MEMBERSHIP.**
- A. **Independence** – The Committee shall be comprised of three or more members, each of whom must qualify as independent directors under NASDAQ’s listing requirements and such additional standards as the Board may establish.
- B. **Appointment** – Members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Committee or the full board, and may be removed by the Board of Directors at its discretion.
- C. **Removal** – Members may be removed by the Board.
- III. RESPONSIBILITIES.** The Committee shall have the following duties and responsibilities:
- A. **Board Composition – Standards, Qualification, and Needs.**
- (1) Evaluate the current size, composition, and membership of the Board and its Committees, determine future requirements, and make recommendations to the Board.
 - (2) Evaluate the qualifications and expertise of any Board candidates submitted by the shareholders, and ensure that such submissions comply with director nomination procedures.
 - (3) Determine the needs of the Board, and, in consultation with the CEO and Chairman, recommend a slate of nominees for service on the Board. When deemed necessary by the Committee, conduct searches for new members to meet such needs, ensuring candidates have the requisite qualifications and expertise.
 - (4) Determine qualifications of Independent Directors consistent with laws and listing requirements, and determine which directors are so qualified.

- (5) Annually evaluate the performance of the Board and its members. Review the suitability for continued service of directors prior to the time when his/her term expires, or when there is a significant change in status or principal occupation, or other material event.
- (6) In addition, the Committee may recommend termination of a director for breach of his/her duties to the Board, in the event the member is no longer qualified to serve, or for other reasons that are of material interest to the Company.
- (7) Manage continuity on the Board when existing members resign, retire, or are removed.
- (8) Develop, review, and recommend appropriate changes for the Company's orientation program for new directors, and continuing education program for incumbent directors.

B. Corporate Governance Matters.

- (1) Develop, periodically review, and recommend changes to the corporate governance and securities trading policies of the Company to ensure they are appropriate to the Company, and comply with applicable laws, regulations and listing requirements.
- (2) Periodically review the Articles of Incorporation and Bylaws of the Company, and recommend to the Board changes thereto to ensure good corporate governance and protect shareholder interests and rights.
- (3) Consider any other corporate governance issues that arise from time-to-time, and develop appropriate recommendations to the Board.

IV. DIRECTOR QUALIFICATIONS.

A. Identifying and Evaluating Director Nominees. The Committee is responsible for (1) identifying individuals qualified to become directors, and (2) recommending candidates to the Board for its selection of nominees for election by the Company's shareholders. The general process for identifying and evaluating nominees for the Board, including nominees recommended by shareholders, is as follows:

- (1) The Committee may actively seek, for recommendation to the Board, individuals qualified to become directors from any source it deems appropriate, including recommendations of candidates validly made by shareholders of the Company.

- (2) The Committee will review and evaluate the qualifications of any such proposed director candidate and conduct inquiries it deems appropriate to confirm the candidate's qualifications.
- (3) The Committee will evaluate all proposed director candidates in the same manner, with no regard to the source of the initial recommendation of any proposed director candidates.
- (4) The Committee will consider for nomination any proposed director candidate who is deemed qualified by the Committee in light of the minimum qualifications and other criteria for Board membership approved by the Board from time to time.
- (5) In identifying and evaluating proposed candidates, the Committee may consider, in addition to the minimum qualifications and other criteria for Board membership, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of professional experience or other background characteristics, his or her independence, and the needs of the Board.

B. Shareholder Recommendations of Director Nominees. The procedures and notice requirements to be followed by shareholders in submitting recommendations for director candidates to the Committee are contained in the Company's Bylaws.

C. Director Qualifications Criteria. The Company seeks directors who possess, at a minimum, the qualifications and skills described below. The Company evaluates each director candidate in the context of the overall composition and needs of the Board, with the objective of assuring a Board of Directors that can best oversee and advise management and represent shareholder interests. The Committee will evaluate these qualities and, to the extent deemed appropriate, other qualifications, skills, and attributes when recommending candidates to the Board.

- (1) Minimum Qualification Standards. At a minimum, the Committee must be satisfied that each recommended nominee meets the following minimum qualifications:
 - (a) *Integrity.* The candidate shall exhibit high standards of personal integrity and ethical character.
 - (b) *Absence of Conflicts of Interest.* The candidate shall not have any interests that would impair his or her ability to (i) exercise

- independent judgment, or (ii) otherwise discharge the fiduciary duties owed as a director to the Company and its shareholders.
- (c) *Fair and Equal Representation.* The candidate must be able to represent fairly and equally all shareholders of the Company without favoring or advancing any particular shareholder or other constituency.
- (d) *Experience.* The candidate shall have experience at a strategic, policy-making, or senior management level in a business, government, non-profit, or academic organization of high standing.
- (e) *Business Understanding.* The candidate must have a general appreciation regarding major issues facing public companies of a size and operational scope similar to the Company, including:
- Contemporary governance concerns;
 - Regulatory obligations of a public issuer;
 - Strategic business planning; and
 - Basic concepts of corporate finance.
- (f) *Available Time.* The candidate must have, and be prepared to devote adequate time to the Board and its committees. It is expected that each candidate will be available to attend substantially all meetings of the Board and any committees on which the candidate will serve, as well as the Company's annual meeting of shareholders.
- (2) Board Composition Standards. In addition to the minimum qualifications for each candidate set forth above, the Committee shall recommend persons for nomination to help ensure that:
- (a) *Majority Board Independence.* A majority of the Board is "independent" in accordance with the standards and rules of the SEC and Nasdaq.
- (b) *Committee Independence.* Each of the Audit, Personnel and Compensation, and Nominating and Corporate Governance Committee are comprised entirely of independent directors.
- (c) *Audit Committee Financial Expert.* At least one member of the Audit Committee shall have such experience, education and other qualifications necessary to qualify as an "audit committee financial expert" as defined by the rules of the SEC.

- (3) Additional Qualification Criteria. Subject to the above Standards, in addition to any other standards the Committee may deem appropriate from time to time for the overall structure and composition of the Board, the Committee may consider the following factors when recommending director nominees:
- (a) Whether the candidate has experience in the Company's industry and/or in the markets in which the Company operates.
 - (b) Whether the candidate, if elected, assists in achieving a mix of Board members that represents a diversity of background, experience and education that would benefit the Company.
 - (c) Whether the candidate has a proven record of business success and leadership.
 - (d) Whether the candidate is well regarded in the community or in the industry in which he or she participates.