

**CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
OF JELD-WEN HOLDING, INC.**

Purpose

The Audit Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of JELD-WEN Holding, Inc. (the “Company”) to carry out the duties and responsibilities assigned to the Audit Committee under applicable securities laws and the rules and regulations of the New York Stock Exchange (“NYSE”). The Committee shall assist the Board in monitoring the:

- Quality and integrity of the Company’s financial statements, including its accounting policies and financial reporting and disclosure practices;
- Adequacy of the system of internal controls within the Company to support the financial and business environment;
- Independence, qualifications and performance of the Company’s independent auditor;
- Performance of the Company’s internal audit function; and
- Company’s compliance with all applicable legal and regulatory requirements.

In carrying out its responsibilities, the guiding principles to be considered by the Audit Committee include:

- Whether the financial statements fairly present the results of operations of the Company in accordance with generally accepted accounting principles;
- Whether the treatment of a particular matter is consistent with the Company’s practices in prior accounting periods;
- Whether the presentation of a particular matter is reasonably comprehensive under the circumstances;
- Whether the disclosure regarding a particular matter contains any material misstatement or fails to disclose a matter which reasonably would be considered material to the Company’s stockholders; and
- Whether the presentation modifies principles of convention or conservatism.

Organization

1. **Number.** The Committee shall consist of three (3) or more members.
2. **Independence.** Each member of the Committee shall be independent in accordance with the requirements of the New York Stock Exchange (the “NYSE”) and the rules of the Securities and Exchange Commission (the “SEC”), as determined by the Board consistent with NYSE guidelines, and be free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee.

Each member of the Committee shall be financially literate, as determined by the Board in its business judgment, and at least one member of the Committee shall be an “audit committee financial expert” as defined by the rules of the SEC. A director who serves on the audit committees of more than three public companies (including the Company) may serve on the Audit Committee only if the Board affirmatively determines that the director is able to effectively serve on the Audit Committee.

3. Election, Succession and Removal. Members of the Committee shall be appointed annually by the Board, based on recommendations from the Governance and Nominating Committee of the Board, and will serve at the Board’s discretion. The Board may remove members of the Committee at any time, with or without cause, by majority vote. If a Chair is not elected by the Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.
4. Meetings. The Committee shall meet as often as it determines necessary to carry out its responsibilities, but not less frequently than quarterly. The Chair or a majority of the Committee may call a meeting at any time during the year. The Committee shall meet separately and periodically with management, including the Chief Financial Officer, Chief Compliance Officer, the internal auditors and the Company’s independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. A majority of the Committee members currently holding office constitutes a quorum for the transaction of business. Any decision of the Committee in writing and signed by all members of the Committee (including by means of electronic submission) shall be as effective as if it had been made at a meeting duly called and held. The Chair shall preside at all meetings of the Committee and set the agenda. The Committee may invite to its meetings any members of management and such other persons as it deems appropriate in order to carry out its responsibilities. The Chairman of the Board and/or Lead Independent Director have a standing invitation to attend all meetings of the Committee.

Responsibilities

The Committee has the following duties and responsibilities:

Financial Reporting and Disclosure Matters

1. Review and discuss with management and the independent auditor the Company’s annual audited financial statements and quarterly financial statements prior to their public dissemination, as well as the Company’s specific disclosures made in management’s discussion and analysis, and recommend to the Board whether such financial statements should be included in the Company’s Form 10-K or 10-Q, as the case may be.
2. Discuss with management and the independent auditor 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; all alternative treatments within generally accepted accounting principles for policies and practices that have been discussed with management,

ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; other material written communications between the independent auditor and management, such as any management letter or schedules of unadjusted differences; any significant issues relating to the adequacy of the Company's internal controls; and any special steps taken or processes adopted in light of any material control weaknesses or significant control deficiencies.

3. Discuss with the independent auditor the matters required to be discussed by PCAOB Auditing Standards relating to the conduct of the audit (or review of the quarterly financial statements), including any difficulties encountered in the course of the audit work and management's response, any restrictions on the scope of activities or on access to requested information, and any significant disagreements with management.
4. Discuss with management the Company's earnings press releases and review the type and presentation of information to be included in such 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.
5. Prepare, review and approve the "Report of Audit Committee" for inclusion in the Company's proxy statement.

Oversight of the Company's Relationship with the Independent Auditor

6. Possess sole responsibility for the appointment or replacement of the independent auditor (subject, if applicable, to stockholder ratification). Possess direct responsibility for the compensation, evaluation and oversight of the work of the independent auditor for the purpose of preparing or issuing an audit report or related work.
7. Review, at least annually, the qualifications and performance of the independent auditor. In conducting its review and evaluation, the Committee shall obtain and review a report from the independent auditing firm describing (a) the firm's internal quality control procedures; (b) any material issues raised by the most recent internal quality control or peer review of the firm, or by any inquiry or investigation within the preceding five years by governmental or professional authorities, respecting one or more independent audits carried out by the firm; and (c) any steps taken to deal with any issues raised by such review, inquiry or investigation. Based on such review, and taking into account the opinions of management and the Company's senior internal auditing officer, the Committee shall present its conclusions with respect to the independent auditor to the Board.
8. Ensure the regular rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. Consider whether to adopt other policies that may help ensure the independence of the Company's auditors, including whether there should be a regular rotation of the audit firm itself.
9. Review and discuss with the independent auditor, in order to satisfy itself as to their independence, all relationships that would reasonably be thought to bear on the objectivity and independence of the independent auditor. Ensure the receipt of the independent auditor's annual independence statement.

10. Review with the independent auditor and financial management of the Company in advance and approve all auditing services to be performed by the independent auditor, including the scope, staffing and, subject to ratification of the stockholders, the fees of the independent auditor to be incurred in connection with the proposed audit for the current year and, at the conclusion of such audit, review such audit including any comments or recommendations of the independent auditor.
11. Approve in advance, subject to and in accordance with applicable laws and regulations, non-audit services and related fees to be performed by the independent auditor. In making its preapproval determination, the Committee shall consider whether providing the non-audit services is compatible with maintaining the auditor's independence.
12. Set clear policies for the Company's hiring of employees or former employees of the independent auditor.

Oversight of the Company's Internal Audit Function

13. Review the appointment, performance, and replacement (when necessary) of the senior internal auditing officer.
14. Confirm the independence of the individuals or firm responsible for the Company's internal audit function.
15. Review the effectiveness and performance of the internal auditors.
16. Review the significant reports to management prepared by the internal auditing department and management's responses.
17. Discuss with the independent auditor and management the internal audit department responsibilities, budget, staffing, and any recommended changes in the planned scope of the internal audit.
18. Meet in executive session with the senior internal auditing officer from time to time to discuss matters which the Committee or the senior internal auditing officer believes are appropriate.

Risk Oversight

19. Discuss with management and the independent auditor the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's policies with respect to risk assessment and risk management in such areas as foreign exchange, commodities, interest rate exposures, insurance programs and customer financing risks.
20. Oversee and review periodically with management the Company's policies relating to finance, capital expenditures, investment, borrowings, currency exposures, share issuance and repurchases, risk management, asset management, information management, and the security of its intellectual and physical assets, including cybersecurity.

Internal Controls

21. 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 regarding any significant deficiencies or material weaknesses in the design or operation of internal controls and any fraud, whether or not material, that involves management or other employees having a significant role in the Company's internal controls.
22. Review and discuss with management (including the senior internal auditing officer) and the independent auditor the Company's internal controls report and the independent auditor's attestation report prior to the filing of the Company's Form 10-K.
23. Review with the independent auditor and management the Company's disclosure controls and procedures and management's assessment of them.

Compliance Oversight Responsibilities

24. Review with the Chief Compliance Officer: (1) the Chief Compliance Officer's annual report on the Company's overall ethics and compliance program; (2) the Company's periodic ethics and compliance risk assessment; and (3) the compliance of the Company with applicable legal requirements and the Company's Code of Business Conduct and Ethics.
25. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. The Committee shall review any such complaints and shall receive reports regarding the investigation of such complaints.
26. Review with the General Counsel any legal matters, including litigation and regulatory matters, that could have a significant impact on the Company's financial statements.
27. Review periodically (at least annually) with the senior tax executive all tax matters affecting the Company's financial performance.
28. Communicate and work with the Compensation Committee regarding performance goals and evaluations of key finance, internal control, internal audit, and risk management personnel, including to ensure that performance goals do not encourage taking unnecessary risk.

Other Duties

29. Report to the Board all significant issues discussed and make recommendations to be acted upon by the Board.
30. Conduct an annual evaluation of the performance of the Committee and report the results of the evaluation to the Board.
31. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

Delegation

The Committee may, in its discretion, form and delegate authority to subcommittees, including a single member, when appropriate and consistent with applicable law.

Charter

The Committee shall annually review and assess the adequacy of this Charter and recommend any appropriate changes to the Board for approval.

Resources and Authority

The Committee shall have the resources and authority to discharge its duties and responsibilities, including obtaining special legal, accounting or other consultants to advise the Committee, that the Committee deems appropriate in its sole discretion. The Company shall provide for such funding as the Committee deems appropriate for the payment of compensation to the Company's independent auditor for purposes of issuing an audit report and to any special legal, accounting or other consultants retained by the Committee. The Company shall also provide such funding as is necessary for the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Limitation of Audit Committee's Role

Although the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to prepare financial statements, plan or conduct audits, or to determine that the Company's financial statements and disclosures are complete, accurate, and in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

The members of the Audit Committee, through their service, are not professionally engaged in the practice of auditing or accounting. Members of the Committee rely without independent verification on the information provided to them and on the representations made by management and the independent auditor. Accordingly, Audit Committee oversight, although an important part of the process, does not provide an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee's oversight function does not assure that the audit of the Company's financial statements has been carried out in accordance with generally accepted auditing standards or that the financial statements are presented in accordance with generally accepted accounting principles.