

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

**Purpose**

The Compensation Committee (the “Committee”) is responsible for discharging the responsibilities of the Board of Directors (the “Board”) of JELD-WEN Holding, Inc. (the “Company”) with respect to executive compensation.

**Organization**

1. **Number.** The Committee shall consist of three (3) or more members.
2. **Independence.** The members of the Committee shall (a) be “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (b) meet the independence requirements of the New York Stock Exchange (“NYSE”), including those relating to compensation committee membership, as in effect from time to time.
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 is necessary, but not less than four times per year. The Chair or a majority of the Committee may call a meeting at any time during the year. 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 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 and Authority**

The Committee has the following duties and responsibilities:

1. Establish the Company’s executive compensation philosophy, strategies, policies and programs to enable the Company to attract, retain, deploy and motivate executives necessary to meet current and future needs of the business and to ensure the

Company's long-term compensation policies and programs are aligned with total stockholder return and performance as compared to relevant peer group companies.

2. Review and approve annually compensation, including salary, annual incentives, long-term incentives, equity-based awards and all other executive benefits, of the Chief Executive Officer ("CEO").
3. Review and approve annually the corporate goals and objectives applicable to the variable compensation components of the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives and approve the CEO's variable compensation awards based on this evaluation.
4. Review and approve compensation, including salaries, annual incentives, long-term incentives, equity-based awards and all other executive benefits, for all other executive officers.
5. Review, approve and, when appropriate, recommend to the Board for approval the Company's incentive compensation plans and equity-based plans, which includes the ability to adopt, amend and terminate such plans. The Committee shall have and shall exercise the full authority of the Board with respect to the administration of such plans, without any need for subsequent Board approval or ratification. In reviewing, approving and making recommendations regarding incentive compensation plans and equity-based plans, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation.
6. Review and approve, when appropriate, broad-based employee benefit programs, including major pension plans, employee savings plans and employee health and welfare plans.
7. Review the Company's incentive compensation programs and policies, at least annually, to confirm they do not incentivize unnecessary or excessive risk taking and evaluate compensation policies and practices that could mitigate such risk.
8. Communicate and work with the Audit Committee regarding performance goals and evaluations of key finance, internal control, internal audit and risk management personnel.
9. Review and approve, when appropriate, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements and plans.
10. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related executive compensation information and recommend the inclusion of the CD&A and related executive compensation information and the required compensation committee report on executive compensation in the Company's proxy statement and other required filings.
11. Review and approve stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.

12. Report to the Board all significant issues discussed and make recommendations to be acted upon by the Board, as appropriate.
13. Conduct an annual evaluation of the Committee's performance and report the results to the Board.
14. 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 or individuals as the Committee may deem appropriate in its sole discretion. With respect to the granting of equity-based awards, the Committee may delegate authority only to the Chief Executive Officer, a named executive officer or a director of the Company pursuant to a resolution by the Committee, and in such cases, no ratification of such grants by the Committee or the Board shall be required.

### **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 authority to retain or obtain the advice of compensation consultants, outside counsel and other advisors as the Committee shall deem appropriate in its sole discretion after considering the independence factors specified by the NYSE from time to time. The Committee shall be directly responsible for the appointment, termination, compensation and oversight of the work of such compensation consultants, outside counsel and other advisors and shall have sole authority to determine and approve reasonable related fees, which the Company shall fund, and retention terms. The Committee shall conduct an assessment of the compensation consultants, outside counsel and other advisors on an annual basis.