

**CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS
OF JELD-WEN HOLDING, INC.**

Purpose

The Governance and Nominating Committee (the “Committee”) is responsible for considering and making recommendations to the Board of Directors (the “Board”) of JELD-WEN Holding, Inc. (the “Company”) concerning corporate governance matters by:

- Identifying individuals qualified to become directors consistent with criteria approved by the Board and recommending candidates for appointment or election to the Board and its committees.
- Developing and recommending to the Board a set of corporate governance guidelines applicable to the Company.
- Otherwise taking a leadership role in shaping the corporate governance of the Company.
- Evaluating the performance of the Board and management.

Organization

1. Number. The Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. All members of the Committee shall meet the independence requirements of the New York Stock Exchange and any other applicable law or regulations.

No Committee member, however, may participate in any discussion with respect to, or vote on, any matter in which he or she has a conflict of interest. If there is any basis for believing a Committee member wishing to discuss or vote on a matter has a conflict of interest, the facts and circumstances should be reported to the Board, and no action should be taken until the Board, or a committee of independent directors, has determined that the Committee member is free from a conflict of interest.

3. Election, Succession and Removal. Members of the Committee shall be appointed annually by 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 periodically, but not less than annually, as necessary to perform its duties and responsibilities under this Charter. Meetings of the Committee may be called by the Chairman of the Board, the Chief Executive Officer of the Company, the Chair of the Committee or any two or more members of the Committee. A majority of the Committee members currently holding office

constitutes a quorum for the transaction of business. Any decision or determination of the Committee in writing and signed by all of the 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

The Committee has the following duties and responsibilities:

1. Consider and review the Company's corporate governance guidelines and submit any recommended changes to the Board.
2. Consider and recommend the size and needs of the Board to ensure that the Board has the requisite expertise and that its membership consists of individuals with sufficiently diverse and independent backgrounds.
3. Review the credentials and qualifications of all director nominees and make recommendations to the Board regarding nominees to stand for election at the annual meeting of stockholders or to fill vacancies on the Board, in each case consistent with the criteria set forth in the Company's corporate governance guidelines and such other criteria which the Committee deems appropriate. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
4. Review Board candidates and other proposals recommended by stockholders.
5. Determine questions of independence of Board members for corporate governance purposes and make other determinations as required under the Company's governance programs.
6. Review the fairness of and approve any transactions between the Company and any director.
7. Review and resolve potential conflicts of interest involving a director or other matters that might interfere with Board service, including consulting with directors regarding changes in employment, board membership of other companies and other relevant matters.
8. Review and recommend directors to serve as chair and members of each Board committee, giving consideration to the requirements of the committee charters, the Company's corporate governance guidelines and such other factors that the Committee deems appropriate.

9. Review non-employee director compensation and recommend changes to the Board as necessary.
10. Nominate individuals for election by the Board as corporate officers.
11. Establish a process for and oversee the evaluation of the performance of the Board, its committees and management.
12. Conduct an annual evaluation of the adequacy and appropriateness of this Charter and the performance of the Committee.
13. Report regularly to the Board regarding the Committee's activities.
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, including a single member, when appropriate and consistent with applicable law.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including obtaining outside counsel, outside search firms and any other advisors that the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to retain and terminate any such counsel, search firm or advisor, including the sole authority to approve its fees and other retention terms. The Committee may also request reports from the officers of the Company.