

**JELD-WEN HOLDING, INC.**  
**NON-EMPLOYEE DIRECTOR COMPENSATION POLICY**

**I. SCOPE**

This policy sets forth the compensation policy for non-employee members of the Board of Directors (the “**Board**”) of JELD-WEN Holding, Inc. (collectively with its subsidiaries, the “**Company**”). Members of the Board who are Company employees or employees of Onex receive no extra compensation for their service on the Board.

**II. CASH COMPENSATION**

Each non-employee member of the Board will receive an annual cash retainer of \$90,000. The Chairman of the Board (or Lead Director) will receive an additional annual cash retainer of \$100,000, and the Chair of any standing Committee of the Board (unless that position is held by the Chairman of the Board or an employee of Onex) will be entitled to receive an additional annual cash retainer as follows: Audit—\$25,000; Compensation—\$18,000; and Governance and Nominating—\$15,000. Amounts due to members of the Board who are employees of Onex will be paid directly to Onex.

**III. EQUITY COMPENSATION**

Each non-employee director in office immediately following the Company’s annual meeting will receive an annual grant of \$110,000 in RSUs issued under a stockholder-approved equity plan, which RSUs shall vest on the first anniversary of the date of the grant, subject to continued service on the Board by the non-employee director through the earlier of the vesting date or the expiration of the director’s term. Directors who are appointed to the Board during the year will be entitled to a prorated RSU award. The value of awards due to members of the Board who are employees of Onex will be paid directly to Onex; however, such payments will be made in cash and not as equity awards.

**IV. REVIEW AND ADMINISTRATION OF THE POLICY**

The Board delegates to the Governance and Nominating Committee (the “**Committee**”) full power and authority to administer and interpret this policy. Consistent with its charter, the Committee shall review director compensation and this policy on an annual basis.