

**GIBRALTAR INDUSTRIES, INC.**  
**CAPITAL STRUCTURE**  
**AND**  
**ASSET MANAGEMENT COMMITTEE CHARTER**

The purpose of the Capital Structure and Asset Management Committee (the “Committee”) is to consult with the Company’s management and assist the Board of Directors in its oversight of the Company’s capital structure, financing activities, merger, acquisition and divestiture transactions, investment transactions and other matters of financial importance to the Company.

**ARTICLE 1**  
**MEMBERSHIP**

The Committee shall consist of three or more members of the Board who shall be appointed by the Board having given due consideration to recommendations for Committee membership which may be made by the Nominating and Corporate Governance Committee. Each member of the Committee shall be “independent” in accordance with the applicable listing standards of The Nasdaq Stock Market. The Committee Chair shall be selected by the members of the Committee in consultation with the Board Chair.

**ARTICLE 2**  
**SCOPE OF POWERS AND FUNCTIONS**

The Committee shall have such powers and functions as may be assigned to it by the Board of Directors from time to time; however, such functions shall, at a minimum, include the following:

- To consult with the Company’s management and make recommendations to the Board with respect to the Company’s financial structure, including overall capital structure, sources and uses of funds and related cash and financing plans. In connection with the foregoing, the Committee shall periodically review the Company’s capital allocation and capital structure strategies and the Company’s funding and liquidity strategies and may, but shall not have any obligation to, make recommendations to the Board with respect to: (1) the adoption or modification of a dividend policy; (2) the repurchase of the Company’s capital stock; (3) the issuance by the Company of debt or equity securities, including, if applicable, in connection with merger and acquisition transactions; and (4) the entry into or modification of credit facilities;
- to consult with the Company’s management and make recommendations to the Board with respect to merger, acquisition and divestiture transactions involving payments of cash or securities having an aggregate value in excess of \$25 million or such greater dollar amount as may, from time to time, be established by the

Board;

- to annually review and assess the adequacy of this Charter, to consult with the Chairman of the Nominating and Corporate Governance Committee concerning proposed changes to this Charter and to recommend to the Board amendments to this Charter deemed necessary or appropriate; and
- to evaluate its own performance at least annually and report on such performance to the Board.

**ARTICLE 3  
CONSULTANTS, LEGAL COUNSEL AND OTHER ADVISORS**

The Committee shall have sole authority to retain and/or obtain, at the Company's expense, and to terminate, any, legal, financial or other consultants, experts or advisors which the Committee deems necessary to carry out its functions.

**ARTICLE 4  
ADMINISTRATIVE**

The Committee shall meet as often as it deems necessary in order to fulfill its functions, but not less frequently than annually. Meetings of the Committee may be called by the Committee Chair or the Company's Chief Executive Officer. Members of senior management or others may attend meetings of the Committee at the invitation of the Committee and shall provide pertinent information as necessary. The Committee Chair shall set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the Committee members prior to each meeting. The Committee Chair will also cause minutes of each meeting to be prepared and circulated to the Committee members. The Committee may meet via telephone conference calls or other media in which the members of the Committee may hear one another. Any action required or permitted to be taken by the Committee may be taken without a meeting if a majority of the members of the Committee consent in writing to the adoption of a resolution authorizing the action. A majority of the members of the Committee shall constitute a quorum for all purposes. At each meeting of the Committee at which any members of the company's management are present, an executive session shall be held unless otherwise determined by the Chair, in his or her discretion.

**ARTICLE 5  
AMENDMENT**

This Charter may be amended by the Board of Directors.

This Charter is effective July 25, 2018