

**THE AMENDED AND RESTATED CHARTER  
OF THE  
COMPENSATION AND HUMAN CAPITAL COMMITTEE  
OF THE  
BOARD OF DIRECTORS  
OF  
GIBRALTAR INDUSTRIES, INC.**

The purposes of the Compensation and Human Capital Committee (the “Committee”) are: (i) to fulfill the Board of Directors' responsibilities relating to establishment of compensation of the Company's Executive Officers and non-employee Directors and the issuance of the annual report on executive compensation for inclusion in the Company's proxy statement; and (ii) to provide oversight and strategic guidance on the Company's human capital management including corporate culture, diversity and inclusion, talent management, career development and progression, key executive succession planning, benefit plans and policies, workplace environment and safety, employee relations and other matters impacting the Company's ability to attract and retain a stable and productive workforce.

**ARTICLE 1  
MEMBERSHIP**

The Committee shall consist of three or more members of the Board, as shall be determined by the Board, each of whom has been determined by the Board to be “independent” in accordance with the applicable listing standards of The Nasdaq Stock Market and the rules promulgated by the Securities and Exchange Commission with respect to membership on a compensation committee.

**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, as well as any functions as shall be required of compensation and human capital committees by The Nasdaq Stock Market and the Securities and Exchange Commission:

- i. to review and approve corporate goals and objectives relevant to the compensation payable to the Chief Executive Officer and all other Executive Officers of the Company, evaluate the performance of the CEO and all other Executive Officers in light of those goals and objectives, and to establish the compensation, including base salary, annual incentive compensation and long term compensation of the CEO and all other Executive Officers based on this evaluation;

- ii. to review and approve incentive compensation plans and equity-based plans for the Company's CEO and other Executive Officers;
- iii. to review and approve the compensation, including base salary, annual incentive compensation and long term compensation, payable to the direct reports of the CEO;
- iv. to oversee administration of the Company's incentive compensation plans and equity-based plans as applied to the Company's CEO and Executive Officers and to grant stock options or other awards to the Company's CEO and other Executive Officers pursuant to such plans;
- v. to annually review and assess the adequacy of this Charter, to consult with the Chair of the Nominating, Governance and Corporate Social Responsibility Committee concerning proposed changes to this Charter and to amend this Charter to the extent deemed necessary or appropriate;
- vi. to evaluate its own performance at least annually and report on such performance to the Board;
- vii. to periodically review and assess and modify the cash and equity based compensation for the Company's non-employee Directors; and
- viii. to review and discuss with management, the Company's disclosures under the "Compensation Discussion and Analysis" as contained in the Company's annual proxy statement and to prepare a report to be included in the Company's annual proxy statement stating that the Committee has reviewed the "Compensation Discussion and Analysis" and has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's annual report on Form 10-K and in the Company's annual proxy statement.

In connection with its review and approval of compensation paid to the CEO and all other Executive Officers, the Committee shall not recommend or approve the entry by the Company into any agreement with any senior executive which provides for a single trigger change in control payment.

In addition, the Committee shall have the responsibility and authority:

- i. to oversee and provide strategic guidance on the Company's significant policies, activities and programs with respect to employee compensation and benefit programs, human capital, talent management and leadership development, diversity and inclusion, workplace environment and safety, corporate culture, and practices for attracting and retaining a diverse, stable and productive workforce;

- ii. to monitor the Company's progress toward the overall implementation of its diversity and inclusion objectives and compliance with the Company's responsibility as an equal opportunity employer, including investments in inclusive succession planning; and
- iii. to evaluate executive employee compensation and benefits, including benefit plans, provided by the Company as they impact the Company's ability to attract and retain diverse talent in leadership.

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

The Committee shall have sole authority to retain and/or obtain the advice of, and to terminate any compensation consultant, legal counsel, consulting firm or other adviser (collectively, "Consultant") engaged to assist in the evaluation of human capital management or director, CEO and/or senior executive compensation. In connection with the foregoing:

- i. the Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Consultant retained by the Committee;
- ii. the Company shall be responsible for providing appropriate funding, as determined by the Committee, for payment of reasonable compensation to a Consultant retained by the Committee;
- iii. the Committee may select, or receive advice from, a Consultant to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:
  - (a) the provision of other services to the Company by the person that employs the Consultant;
  - (b) the amount of fees received from the Company by the person that employs the Consultant, as a percentage of the total revenue of the person that employs the Consultant;
  - (c) the policies and procedures of the person that employs the Consultant that are designed to prevent conflicts of interest;
  - (d) any business or personal relationship of the Consultant with a member of the Committee;
  - (e) any stock of the Company owned by the Consultant; and

- (f) any business or personal relationship of the Consultant or the person employing the adviser with an Executive Officer of the Company.

Nothing in the foregoing provisions of this Article 3 shall be construed to require the Committee to implement or act consistently with the advice or recommendations of the Consultant to the Committee or to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee.

The Committee shall conduct the independence assessment outlined above with respect to any Consultant that provides advice to the Committee, other than in-house legal counsel. However, nothing in this Article 3 requires a Consultant to be independent, only that the Committee consider the enumerated independence factors before selecting, or receiving advice from, a Consultant. The Committee may select, or receive advice from, any Consultant which, after considering the six independence factors outlined above, it determines should be engaged, including compensation advisers that are not independent.

For purposes of this Article 3, the Committee is not required to conduct an independence assessment for a Consultant that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (1) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of Executive Officers or directors of the Company, and that is available generally to all salaried employees; and/or (2) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

#### **ARTICLE 4 ADMINISTRATIVE**

The Committee shall meet as often as it deems necessary in order to fulfill its responsibilities, but not less frequently than annually. Meetings of the Committee may be called by the Committee Chair or management. 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; *provided, however*, no member of senior management, including the Chief Executive Officer may be present during the portion of any meeting in which his or her compensation is being determined. The Chair of the Committee 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 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 all 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, 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 Committee or by the Board of Directors.

This Charter is effective February 24, 2021 and amends, restates and supersedes the Charter of the Compensation Committee which was adopted by the Board of Directors on May 3, 2018.