
INSTALLED BUILDING PRODUCTS, INC.
COMPENSATION COMMITTEE CHARTER
Amended and Restated February 24, 2017

The Board of Directors (the “**Board**”) of Installed Building Products, Inc. (the “**Company**”) has established a Compensation Committee of the Board (the “**Committee**”) with the authority and duties described herein.

Purpose

The purpose of the Committee shall be to discharge Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (the “**CEO**”), the Company’s other executive officers (collectively including the CEO, the “**Executive Officers**”), other officers as specified by the Committee and the independent members of the Board.

The Committee has overall responsibility for approving and evaluating all compensation and benefit plans, policies and programs of the Company as they affect Executive Officers. The Committee aims to establish and maintain an overall compensation philosophy and policy for the Company that fairly rewards performance benefiting the stockholders and that effectively attracts and retains the human resources necessary to successfully lead and manage the Company.

For purposes of this charter, Executive Officers shall include all officers designated by the Board as executive officers and all officers as defined by Rule 16a-1(f) under the Securities and Exchange Act of 1934, as amended (the “**Exchange Act**”).

Responsibilities and Procedures

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions.

1. *Compensation for Executive Officers and Directors*

- a. Review and approve corporate goals and objectives relevant to the Company’s Chief Executive Officer’s (“**CEO’s**”) compensation and other Executive Officers’ compensation (and the compensation of such other officers as the Committee wishes to review), in each case including annual performance objectives, if any; and evaluate the performance of the CEO and other Executive Officers (and of such other officers as the Committee wishes to review) in light of such goals and objectives at least annually;
- b. Based on the above described evaluation of the CEO’s performance, determine and approve either as a committee or together with the other independent directors (as

directed by the Board) the CEO compensation, including salary, bonus and incentive compensation; executive perquisites; equity compensation; severance arrangements; change-in-control benefits and other forms of CEO compensation;

- c. Review and approve other Executive Officer compensation, including salary, bonus and incentive compensation levels; executive perquisites; equity compensation; severance arrangements; change-in-control benefits and other forms of executive officer compensation;
- d. Periodically, as and when appropriate, review and approve the following as they affect the Executive Officers: (a) any employment agreements and severance arrangements; (b) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for Executive Officers, including supplemental retirement benefits and other perquisites provided to them during and after employment;
- e. Consider the most recent stockholder advisory vote on the compensation of the Company's named Executive Officers ("**say-on-pay**") in determining the Company's executive compensation policies and practices, and making recommendations to the Board concerning the frequency of future say-on-pay votes;
- f. Consider periodically whether the incentives and risks arising from the Company's compensation policies and practices for Executive Officers and all other employees are reasonably likely to have a material adverse effect on the Company;
- g. Review periodically the compensation of the independent members of the Board and make recommendations to the Board with respect to the form and amount of such compensation; and
- h. Review periodically the Company's executive compensation programs to determine whether they are effective in achieving their intended purposes and develop and monitor policies regarding equity holding requirements, clawback of executive compensation, equity granting, say-on-pay and such other matters as the Committee deems appropriate.

2. *Plan Administration*

- a. Review and approve the Company's long-term incentive compensation and equity-based benefit plans that are subject to Board approval and oversee the activities of individuals responsible for administering those plans. To the extent permitted by applicable law and the provisions of a given plan, and consistent with the requirements of applicable law and such plan, the Committee may recommend that the Board delegate to one or more Executive Officers of the Company the power to grant equity awards pursuant to such plan to employees of the Company or any subsidiary of the Company who are not directors or Executive Officers of the Company;
- b. Review and approve all equity-based and annual incentive awards, including those pursuant to the Company's long-term incentive compensation and equity-based benefit plans;

- c. Review the Company's regulatory compliance with respect to compensation matters, including ensuring that reasonable efforts are made to structure compensation programs to preserve tax deductibility, and, as and when required, approving performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended from time to time; and

3. *Reports*

- a. Prepare the Compensation Committee Report on Executive Officer compensation as required by the rules and regulations of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC, if and when applicable; and
- b. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") to the extent the CD&A is required in any SEC filing. If applicable, the Committee shall consider whether it will recommend to the Board that the CD&A be included in any required SEC filing.

Composition

1. *Number*

The membership of the Committee shall consist of no fewer than three directors of the Company.

2. *Independence*

If required by any applicable rule of the New York Stock Exchange ("NYSE") or the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each member of the Committee shall be an "Independent Director" (as that term is defined by such applicable laws or rules), except that the Board may rely upon the phase-in provisions for initial public offerings, if applicable.

3. *Nomination and Chair*

The Committee and its Chair shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee.

4. *Compensation*

The compensation of Committee members shall be as determined by the Board.

5. *Successors and Removal*

Each member of the Committee shall be appointed by the Board and shall serve until such member's successor is duly appointed or until such member's earlier resignation or removal. The Board may remove members of the Committee with or without cause.

Procedures and Administration

1. *Meetings*

The Committee shall meet as often as necessary to carry out its responsibilities and remain in compliance with any applicable law or regulation, but in no case less frequently than twice a year. The Committee shall keep such records of its meetings as it deems appropriate. The Committee shall meet without the presence of the CEO when approving or deliberating on CEO compensation but may, in its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other Executive Officer compensation.

2. *Subcommittees*

The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances, including, without limitation, a sub-committee composed solely of two or more members that have been determined to be "Non-Employee Directors" within the meaning of Rule 16b-3 under the Exchange Act and/or to satisfy the requirements of an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code.

3. *Reports to the Board*

The Committee shall report regularly to the Board.

4. *Charter*

The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. *Appointment, Oversight and Compensation of Consultants, Counsel and Advisors.*

The Committee shall have the authority and direct responsibility, and may, in its sole discretion, retain, obtain the advice of and terminate any compensation consultant, legal counsel or other adviser as it deems necessary or appropriate to carry out its responsibilities, provided, however that the Committee shall not be required to implement or act consistently with the advice or recommendation of any outside advisors. The Committee shall be directly responsible for the appointment, compensation and oversight of the compensation consultant, legal counsel or other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or other adviser retained by the Committee. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including those factors required by law or the applicable rules and regulations of the NYSE. It is expected that the Committee will evaluate, on at least an annual basis, whether any work provided by any of the Committee's compensation consultants, legal counsel or other advisers raised any conflict of interest. Finally, it is expected that the Committee shall pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee's compensation consultants.

6. *Investigations*

The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

7. *Action*

A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members.

8. *Additional Powers*

The Committee shall have such other duties as may be delegated to it from time to time by the Board. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without the requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.

9. *Evaluation*

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter and any applicable rules and regulations of the NYSE. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.