
INSTALLED BUILDING PRODUCTS, INC.
CORPORATE GOVERNANCE GUIDELINES
Amended and Restated February 24, 2017

The Nominating and Corporate Governance Committee (the “**Governance Committee**”) of the Board of Directors (the “**Board**”) of Installed Building Products, Inc. (the “**Company**”) and the Board have developed, and the Board has adopted, these governance guidelines, which describe the principles and practices that the Board is expected to follow in carrying out its responsibilities. It is expected that these guidelines will be reviewed by the Governance Committee from time to time to ensure that they effectively promote the best interests of both the Company and the Company’s stockholders and that they comply with all applicable laws, regulations and the requirements of the Securities and Exchange Commission (the “**SEC**”) and the New York Stock Exchange (“**NYSE**”).

These guidelines should be interpreted in the context of all applicable laws and the Company's Certificate of Incorporation (the “**Charter**”), Bylaws (the “**Bylaws**”) and other corporate governance documents (each as amended, restated and in effect). These guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Board may modify these guidelines from time to time.

Role and Responsibility of Board of Directors

The Board directs and oversees the management of the business and affairs of the Company in a manner consistent with the best interests of the Company and its stockholders. In this oversight role, the Board serves as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the Company’s stockholders. The Board selects and oversees the members of senior management, who are charged by the Board with conducting the business of the Company.

The Board exercises direct oversight of strategic risks to the Company. The Audit Committee reviews guidelines and policies governing the process by which senior management and the relevant departments of the Company assess and manage the Company’s exposure to risk, including the Company’s major financial and operational risk exposures and the steps management takes to monitor and control such exposures. The Compensation Committee oversees the incentives and risks arising from the Company’s compensation policies and practices. Each committee charged with risk oversight reports to the Board on those matters.

Board Composition, Structure and Policies

1. Size of Board

The Board, with the assistance and recommendations of the Governance Committee, will periodically review the size of the Board to determine whether any changes are appropriate, with the goal of maintaining a Board membership that provides the necessary expertise and independence but that is not too large to function efficiently.

2. Independence

If required by any applicable rules of the NYSE, a majority of the Board will be independent directors, except that the Board may rely upon any applicable phase-in provisions for initial public offerings. A director is “independent” if, in the Board’s judgment, he or she does not have a relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and is independent in accordance with the rules of the NYSE. The Board will make an affirmative determination at least annually as to the independence of each director.

3. Director Qualifications

The Governance Committee is responsible for reviewing the qualifications of potential director candidates and recommending to the Board those candidates to be nominated for election to the Board. The Governance Committee may consider:

- i. various and relevant career experience, relevant technical skills, industry knowledge and experience and financial expertise;
- ii. existing commitments to other businesses and potential conflicts of interest with other pursuits; and
- iii. the extent to which the candidate would fill a present need on the Board.

The Board should monitor the mix of skills and experience of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively.

4. Conflicts of Interest; Changes in Primary Employment

Subject to Article IX of the Charter as it relates to certain corporate opportunities, directors are expected to avoid any action, position or interest that conflicts with an interest of the Company, or gives the appearance of a conflict. If an actual or potential conflict of interest develops because of a change in the business of the Company, a director’s circumstances or otherwise, the director should report the matter immediately to the General Counsel or such other person designated by the Board for evaluation and appropriate resolution.

If a director significantly changes his or her primary employment or responsibilities during his or her tenure, that director must notify the chair of the Governance Committee. The Governance Committee will evaluate the continued appropriateness of Board membership under the new circumstances and make a recommendation to the Board as to any action to be taken with respect

to such circumstances.

5. Term Limits; Retirement

The Company does not have established term limits or a set retirement age for directors in the belief that continuity of service and the past contributions of Board members who have developed an in-depth understanding of the Company and its business over time bring a seasoned approach to the Company's governance. The Company's policy regarding director tenure and retirement is determined on a case-by-case basis depending upon various factors, including the age and experience of the director and his or her history of service on the Board. The Governance Committee reviews periodically the appropriateness of each director's continued service.

6. Director Orientation and Continuing Education

Management, working with the Board, will provide an orientation process for new directors and coordinate director continuing education programs. The orientation programs are designed to familiarize new directors with the Company's businesses, strategies and challenges and to assist new directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities. As appropriate, management will prepare additional educational sessions for directors on matters relevant to the Company, its business, corporate governance and the role of directors on the Board. All directors are encouraged to participate in such additional education programs.

7. Selection of Chair of the Board and CEO

The positions of chairman of the Board (the "**Chair**") and Chief Executive Officer (the "**CEO**") are not required to be combined; however, these positions have historically been combined at our company. We believe a combined chairman and chief executive officer role helps provide strong, unified leadership for our management team and board of directors. In addition, our customers, stockholders, suppliers and other business partners view our chairman and chief executive officer as a leader in our industry. The Board may reconsider its decision regarding the combination of the Chair and CEO position, as it deems appropriate.

8. Presiding Independent Director

Whenever the Chair is also the CEO or is a director who does not otherwise qualify as an "independent director," the independent directors may elect from among themselves a Presiding Independent Director who will call and chair the regularly scheduled executive sessions of the independent directors and serve as a non-exclusive liaison among the independent directors and the other Board members.

Board Meetings

1. Frequency of Meetings

The Board currently plans to hold at least four meetings each year, with further meetings to occur (or action to be taken by unanimous consent) at the discretion of the Board. During those meetings, Board committees may meet, as well as the full Board.

2. Selection of Board Agenda Items

The Chair will set the agenda for Board meetings with the understanding that the Board is responsible for providing suggestions for agenda items that are aligned with the advisory and monitoring functions of the Board. Agenda items that fall within the scope of responsibilities of a Board committee are reviewed with the chair of that committee. Any member of the Board may request that an item be included on the agenda.

3. Executive Sessions

To ensure free and open discussions and communication among the non-management directors of the Board, the non-management directors shall meet in executive session with no members of management present from time to time and, if the non-management directors include directors who are not independent, the independent directors shall separately meet in a private session that excludes management and affiliated directors at least once a year. The Presiding Independent Director, if any, or a non-management director designated by the non-management directors, will preside at the executive sessions.

Board Committees

1. Committees

It is expected that the Board will have an Audit Committee, a Compensation Committee and a Governance Committee. Each such committee will have a written charter and regularly summarize for the Board the committee's actions and any significant issues considered by the committee. The Board may have additional committees as it deems appropriate.

2. Committee Membership

Each committee member must satisfy the membership requirements set forth in the relevant committee charter. A director may serve on more than one committee.

3. Vacancies; Committee Chairs

The Governance Committee is responsible for identifying Board members qualified to fill vacancies on any committee and recommending that the Board appoint the identified member or members to the applicable committee. The Board, taking into account the views of the Chair and the Governance Committee, will designate one member of each committee as chair of such committee. Committee chairs will be responsible for setting the agendas for their respective committee meetings.

Expectations of Directors

The business and affairs of the Company will be managed by or under the direction of the Board in accordance with state and other applicable laws and regulations. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company. In discharging their obligations to the Company, directors should act with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances, and are entitled to rely, to the extent reasonable, on the information, opinions, reports and statements of the Company's management and its outside auditors and advisors.

The Board has developed a number of specific expectations of directors to promote the discharge of this responsibility and the efficient conduct of the Board's business.

1. Commitment and Attendance

All directors are expected to make every effort to attend all meetings of the Board, meetings of the committees of which they are members and any meeting of stockholders. Members are encouraged to attend Board meetings and meetings of committees of which they are members in person but may also attend such meetings by telephone or video conference.

2. Participation in Meetings

Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors also should review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.

3. Other Directorships and Significant Activities

Serving on the Board requires significant time and attention. Directors are expected to spend the time needed and meet as often as necessary to discharge their responsibilities properly. It is expected that, without specific approval from the Board, no director will serve on more than three public company boards (including the Company's Board), and no member of the Audit Committee will serve on more than three public company audit committees (including the Company's Audit Committee). In addition, directors who also serve as CEOs or in equivalent positions generally should not serve on more than three public company boards, including the Company's Board, in addition to their employer's board. Directors should advise the chair of the Governance Committee and the CEO before accepting membership on other boards of directors or other significant commitments involving affiliation with other businesses, non-profit entities or governmental units.

4. Contact with Management

Board members have complete access to all members of management and employees of the

Company and, as necessary and appropriate, Board members may consult with independent legal, financial, accounting and other advisors, at the Company's expense, to assist in their duties to the Company and its stockholders. All directors are invited to contact the Chair at any time to discuss any aspect of the Company's business. The Board expects that there will be frequent opportunities for directors to meet with the Chair and other members of management in Board and committee meetings and in other formal or informal settings.

5. Confidentiality

The proceedings and deliberations of the Board and its committees are confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director.

Legal and Ethical Conduct

The Board shall adopt and maintain a code of business conduct and ethics, as required under Section 303A of the Listed Company Manual of the NYSE, and shall work with the CEO to ensure that the conduct of the Company's officers, directors and employees and the officers, directors and employees of each subsidiary is in compliance with such code.

Management Succession Planning

Periodically the Board may review a succession plan prepared by management under the oversight of the Governance Committee pursuant to its charter. The succession plan should include, among other things, an assessment of the experience, performance and skills for possible successors to the CEO and other members of senior management.

Evaluation of Board Performance

The Board may conduct a self-evaluation to determine whether it is functioning effectively and will conduct such self-evaluation if required by any applicable law or rules of the NYSE. The Board should periodically consider the mix of skills and experience that directors bring to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively.

Each committee of the Board will conduct a self-evaluation and report the results to the Board if required by any applicable law or rules of the NYSE. Each committee's evaluation must compare the performance of the committee with the requirements of its written charter.

Board Compensation

The form and amount of director compensation will be determined by the Board. The Compensation Committee will review the form and amount of director compensation from time to time and make recommendations to the Board, as it deems appropriate. Employee directors and other non-independent directors are not paid additional compensation for their services as directors.

Contract Authorization Policy

The Board shall oversee and administer the Company's contract authorization policy, which shall determine the approval and signature levels for the Company's contracts. The Board shall, from time to time as it deems appropriate, review and reassess the adequacy of the Company's contract authorization policy and make such revisions thereto as it deems appropriate.

Limitations on Executive Officer Outside Directorships

Executive Officers must receive approval from the Company's Board of Directors to serve on the board of any other public or private company. The CEO should not serve on the board of more than one other public or private company; while service on the board of more than one other company is generally discouraged, Board approval will ultimately depend upon the particular facts and circumstances presented. This policy shall not prevent an executive officer from serving on the board of a subsidiary or a not-for-profit charitable or educational organization.

Communications

1. Communications from Management

The Board shall be notified immediately upon (a) receipt of any communication from the SEC, IRS or any regulatory agency outside of the normal course of business, (b) notice of any significant pending or threatened litigation or (c) the occurrence of any other situation which might result in a significant loss or other exposure to the Company. The Board shall also be consulted in advance of the initiation or settlement of any material litigation and or any material action outside the normal course of business.

2. Communications with Institutional Investors, Analysts, Press and Customers.

The Board believes that management has the primary responsibility to communicate with investors, the press, employees, stockholders and other constituencies that are involved with the Company, and to set policies for those communications. Individual directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but directors should do this with the knowledge of management and, absent unusual circumstances, only at the request of management or the direction of the Board. All communications should adhere to the Company's Regulation FD Policy.

3. Communications with Non-Management Directors

Stockholders and other interested parties may contact any member (or all members) of the Board (including, without limitation, the presiding Director for executive sessions of Non-Management Directors or Non-Management Directors as a group), any Board committee or the Chair of any such committee by U.S. mail or by e-mail. To communicate with the Board, any individual Director or any group or committee of Directors, correspondence should be addressed to the Board or any such individual Director or group or committee of Directors by either name or title.

Such correspondence should be directed c/o Corporate Secretary, Installed Building Products, Inc., 495 South High Street, Suite 50, Columbus, Ohio 43215.