
INSTALLED BUILDING PRODUCTS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

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

Purpose

The purpose of the Committee is to:

- identify individuals qualified to become Board members, consistent with criteria approved by the Board, and ensure that the Board has the requisite expertise and its membership consists of persons with sufficiently diverse backgrounds;
- recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board;
- recommend to the Board the directors to be appointed to each committee of the Board;
- develop and recommend to the Board a set of corporate governance guidelines and a code of business conduct and ethics applicable to the Company and its personnel; and
- oversee the evaluation of the Board, the Board’s committees and management of the Company.

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. *Board Selection, Composition and Evaluation*

- a. Establish criteria for the selection of new directors to serve on the Board;
- b. Identify individuals believed to be qualified as candidates to serve on the Board and recommend that the Board nominate the candidates for all directorships to be filled. In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may (but need not) include:
 - 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.
- c. Review and make recommendations to the Board as to whether members of the Board should stand for re-election. Consider matters relating to the action, if any, to be taken with respect to the discontinuation of a member of the Board of his or her directorship;
- d. Evaluate candidates for nomination for election to the Board recommended by stockholders on a substantially similar basis as it considers other nominees. In that connection, the Committee may adopt such procedures for the submission of recommendations as it deems appropriate;
- e. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates to serve on the Board;
- f. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers, and whether a candidate has special relationships, interests or a specific agenda that would impair his or her ability to effectively represent the interests of all stockholders;
- g. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds; and
- h. Oversee evaluation of the Board and management in accordance with any applicable rules of the NYSE.

2. *Committee Selection, Composition and Evaluation*

- a. Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for that committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee;
- b. Recommend members of the Board to serve as the Chair of the committees of the Board;
- c. Monitor the structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board; and
- d. Review, including in accordance with any applicable rules of the NYSE, the Company's corporate governance guidelines as well as the charter, composition (including the "independence" of committee members and financial expertise of audit committee members) and performance of each committee of the Board in conjunction with such committee under review and recommend to the Board any changes to the foregoing.

3. *Corporate Governance*

- a. Review the adequacy of the Company's certificate of incorporation and bylaws and recommend to the Board, if appropriate, amendments to the Company's certificate of incorporation and bylaws;
- b. From time to time as it deems appropriate, review and reassess the adequacy of the corporate governance guidelines and recommend any proposed changes to the Board for approval.
- c. From time to time as it deems appropriate, review and reassess the adequacy of the code of business conduct and ethics and recommend any proposed changes to the Board for approval.
- d. Periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company.
- e. Review policies relating to meetings of the Board and its committees and meetings of stockholders.

4. *Succession*

- a. Oversee an annual review by the Board on succession planning for senior executives, which shall include transitional leadership in the event of an unplanned vacancy.

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 elected and qualified 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.

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.

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. Independent Advisors

The Committee shall have the authority to engage such independent legal and other advisors and consultants as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors and consultants may be the regular advisors and consultants to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors and consultants as established by the Committee.

6. Search Firms

The Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

7. 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.

8. 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.

9. 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.

10. 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.