



BMC STOCK HOLDINGS, INC.

TECHNOLOGY COMMITTEE CHARTER

Revised on May 16, 2019

I. Membership

The Technology Committee (the "Committee") of the Board of Directors (the "Board") of BMC Stock Holdings, Inc. (the "Company") shall consist of at least three directors from the Company's Board. A majority of the Committee members shall meet the applicable independence requirements of the Nasdaq Stock Market ("Nasdaq"). Committee members shall be appointed by the Board in accordance with the Company's Certificate of Incorporation (the "Certificate") and Bylaws, and may be removed by the Board at any time for any reason with or without cause. Each member of the Committee shall serve on the Committee until such member's successor is duly elected and qualified or until his or her death, resignation or removal.

II. Purpose

The Committee's primary purpose is to assist the Board in overseeing management's identification and evaluation of the Company's principal technology risks (with a specific interest in protecting the Company from disruptive risks such as cyber and security attacks that may arise from new technology or system developments), including the Company's risk management framework and the policies, procedures and practices set forth in the enterprise risk management program that are employed to manage those risks. Assessing and managing these Company risks is the responsibility of the Chief Executive Officer and the Company's management.

The Board retains oversight responsibility over the Company's key strategic risks. Other Board committees, including the Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee, retain and exercise oversight responsibility for certain other risk areas as set forth in their respective charters.

III. Structure and Operations

The Board shall designate one of the members of the Committee to serve as Chair of the Committee. The Committee shall meet periodically at such times as it determines to be necessary or appropriate and shall periodically report to the Board regarding any issues, recommendations or findings as it deems appropriate. The Chair of the Committee or any two Committee members shall have the power to call a meeting of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The action of the Committee members present at a meeting at which a quorum

is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members in lieu of a meeting. The Committee may invite members of management or others to attend all or a portion of its meetings. The Committee may designate a non-voting Secretary or Acting Secretary of the Committee, who shall assist in the administration of the Committee's meetings and prepare the minutes of such meetings, as requested by the Committee. The Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management. The Committee may delegate any of its responsibilities to one or more subcommittees as it may deem appropriate to the extent allowed by applicable law and Nasdaq rules.

The Committee shall meet in joint session with the Audit Committee of the Board at least once each year to discuss areas of common interest and significant matters, including but not limited to the Company's risk assessment and risk management policies and any major regulatory enforcement actions or litigation. The Company's Director of Internal Audit may be invited to the joint sessions with the Audit Committee of the Board.

IV. Authority and Resources

The Committee shall have the sole authority to engage outside legal or other advisors as the Committee determines to be necessary or advisable in carrying out its responsibilities. The Company shall pay to any outside legal or other advisor retained by the Committee such compensation, including without limitation usual and customary expenses and charges, as shall be determined by the Committee. The Company also shall pay such ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties as shall be determined by the Committee.

V. Responsibilities

The responsibilities of the Committee shall include the following, along with any other matters as the Board may delegate to the Committee from time to time:

1. Oversee Risk Framework. Oversee and review with management the Company's enterprise risk management framework with respect to technology risks.

2. Oversee Risk Management Policies and Procedures. Oversee the Company's risk management policies and procedures for the principal technology risks facing the Company, as set forth in the enterprise risk management framework, such as policies and procedures pertaining to:

- Cyber threat management and security;
 - Business continuity and data security;
 - Information technology developments and implementation; and
 - New technology adoptions such as AI, IoT and robotics.

3. Updates on ERM. Periodically receive and review reports and presentations from management on the status of the enterprise risk management program

with respect to technology risks.

4. Oversee Crisis Management Plans. Provide oversight of the Company's crisis management plans, including the Company's incident response plans, with respect to technology risks.

5. Dialogue with Board on Risk Management Strategies. Periodically review the Company's approach to technology risk assessments and mitigation strategies with the Board to facilitate coordination with the activities of the Board and other Board committees.

6. Risk-Related Disclosures. The Committee shall periodically review the Company's disclosures regarding technology risks in filings with the U.S. Securities and Exchange Commission.

7. Annual Performance Evaluations. The Committee shall conduct an annual performance review of this Committee, and present the results to the Board.

8. Review Committee Charter. The Committee shall review and reassess the adequacy of this Charter at least once a year, and recommend any proposed changes to the Board.

9. Other Activities. Perform any other activities consistent with this Charter as the Committee or the Board deem necessary or appropriate.

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