

**BlueLinx Holdings Inc.**  
**Amended and Restated Nominating and Corporate Governance Committee Charter**

**I. Purpose**

The purpose of the Nominating and Governance Committee (the “Committee”) is to carry out the responsibilities delegated by the Board of Directors (the “Board”) of BlueLinx Holdings Inc. (the “Company”) relating to the Company’s director nominations process, developing and maintaining the Company’s corporate governance policies and any related matters delegated by the Board or required by federal securities laws or the New York Stock Exchange (“NYSE”).

**II. Committee Membership**

The Committee shall consist of three or more directors, as determined by the Board. Each member of the Committee shall serve at the pleasure of the Board and for such terms as the Board shall determine. The members of the Committee shall be appointed annually, and vacancies filled or members removed by the vote of a majority of the full Board. Committee members may resign by giving written notice to the Board. A Committee member may resign Committee membership without resigning from the Board, but a member shall cease automatically to be a member of the Committee upon either ceasing to be a member of the Board or ceasing to be independent.

Each member of the Committee shall be determined affirmatively by a majority vote of the full Board to qualify as independent under the corporate governance standards of the NYSE, as then in effect.

The Board will, or will delegate to the members of the Committee the responsibility to, appoint a Chairperson of the Committee. The Chairperson of the Committee shall preside at each meeting of the Committee. In the event that the Chairperson is not present at a meeting, the Committee members present at that meeting shall delegate one of its members as the acting-Chairperson at such meeting.

**III. Committee Structure & Operations**

The Committee shall meet at least four times each fiscal year and at such other times as it deems necessary to fulfill its responsibilities. Meetings of the Committee may be called by the Chairperson of the Board, the Chief Executive Officer of the Company, the Chairperson of the Committee or any two or more members of the Committee. A quorum, defined as a majority, of the Committee shall participate in each meeting either in person or by telephone. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Committee. The Committee may also act by written consent.

An agenda for each meeting shall be created by the Chairperson in consultation with the other members of the Committee. Any memoranda or presentations prepared for the meeting shall be transmitted to all members of the Committee before the meeting commences, whether they are participating in person, by telephone, or not at all.

Minutes of each meeting will be maintained and distributed to each member of the Committee.

The Committee shall have the authority to establish its own rules and procedures consistent with the Company's Amended and Restated Bylaws for notice and conduct of its meetings, should the Committee, in its discretion, deem it desirable to do so. The Committee may form and delegate authority to subcommittees when determined by the Committee to be necessary or appropriate. Failure to satisfy pre-meeting notification or agenda requirements shall not invalidate an otherwise duly held meeting.

#### **IV. Committee Duties & Responsibilities**

In particular, the Committee shall be responsible for the following:

1. Overseeing the composition of the Board and its committees, including the following:
  - a. overseeing Board succession planning, including identifying directors qualified to become members of the Board;
  - b. reviewing the Company's standards for director independence, and assessing the independence of each director and director nominees;
  - c. making recommendations to the Board regarding the size, structure, operations (including authority to delegate to subcommittees) and composition, of the Board and its committees, including committee member appointment and removal;
  - d. making recommendations to the Board regarding director compensation;
  - e. reviewing notifications from directors regarding a change in the director's primary employer, a change in the nature of the director's employment following election to the Board, or any circumstance which may create a conflict of interest with the Company; and
  - f. reviewing requests from directors in advance of accepting an invitation to serve on another for-profit board of directors, serving on more than three public company audit committees, or engaging in significant commitments involving affiliation with other businesses or governmental units.
2. Developing and maintaining the Company's corporate governance policies and related matters, including evaluating any waivers to the Company's Code of Ethical Conduct.
3. Oversee the Company's corporate responsibility programs relating to Environment, Social, and Governance (ESG) matters, except to the extent reserved for the full Board or another committee of the Board; and
4. Establishing and overseeing a process for the annual evaluation of the Board and each committee as well as each committee charter.
5. Conducting a reasonable prior review of, and overseeing, all related party transactions required to be disclosed pursuant to Item 404 of Regulation S-K under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and otherwise reviewing, approving and monitoring all related person transactions in accordance with the Company's Related Person Transaction Policy applicable to members of the Board and officers of the Company subject to Section 16 of the Exchange Act.
6. Reviewing requests by executive management to serve on outside board of directors of other for-profit companies.
7. Identifying and communicating to the Board relevant current and emerging corporate and governance trends, issues and practices and overseeing the continuing education program for directors and the orientation program for new directors.

8. In order to align the interests of directors and executive officers with the long-term interests of the Company's stockholders, recommending to the Board for adoption any stock ownership guidelines for directors and/or executive officers, including setting targeted ownership levels and periods of time within which those levels should be met.

#### **V. Performance Evaluation**

The Committee shall provide to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall also recommend to the Board for approval any improvements to the Committee's Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as established by the Committee.

#### **VI. Resources & Authority of the Committee**

The members of the Committee shall exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, members shall be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors, to the fullest extent permitted by law.

The Committee shall have the resources, authority and funding appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel and other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. The Committee shall also have the authority, in its discretion, to obtain advice and assistance from internal or external legal, accounting or other advisors. Any communications between the Committee and legal counsel in the course of legal advice will be considered privileged, and the Committee will take all necessary steps to preserve such privileged nature of the communications.

#### **VII. Miscellaneous**

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the Company's directors or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's web site and a printed copy of such shall be made available to any stockholder who requests it.

This Amended and Restated Charter was adopted by the Board of Directors November 17, 2022.