AMENDED AND RESTATED
HUMAN CAPITAL AND COMPENSATION COMMITTEE CHARTER
OF
BLUELINX HOLDINGS INC.

I. Purpose

The purpose of the Human Capital and Compensation Committee (the "Committee") of BlueLinx Holdings Inc. (the "Company") is (1) to discharge the Company's Board of Directors' (the "Board") responsibilities relating to the Company's compensation and employment benefit plans, policies and programs; (2) to monitor the Company's human capital management and strategy, including, but not limited to, pay equity, promotions, turnover, talent attraction, retention, development and reward programs, senior management development, evaluation and succession planning, diversity, equity and inclusion initiatives; and (3) to prepare annual reports on executive compensation required by the corporate governance standards of the New York Stock Exchange (the "NYSE") and by the rules and regulations of the Securities and Exchange Commission (the "SEC") for inclusion in the Company's annual proxy materials.

The Company strives to provide fair compensation to its officers based on their performance and contribution to the Company and to provide incentives that attract and retain key executives. The actions of the Committee should be taken in furtherance of these objectives.

The Committee shall have the authority to undertake the specific duties and responsibilities described hereinafter and the authority to undertake such other duties as are assigned by law, the Company's Amended and Restated Certificate of Incorporation or Amended and Restated Bylaws, or by the Board.

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 suitably knowledgeable in matters pertaining to executive compensation. At least two members of the Committee must qualify as "non-employee directors" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. 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 shall preside at each meeting. 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 and 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 unanimous written consent.

An agenda for each meeting shall be created by the Chairperson in consultation with the Chief Executive Officer, Chief Executive of Human Resources, or 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, whether they are participating in person, by telephone, or not at all.

Minutes of each meeting shall 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. 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. To monitor the Company's human capital management and strategy, including, but not limited to, employee engagement, promotions, turnover, talent attraction, retention, development and reward programs, senior management succession planning, and diversity, equity, and inclusion initiatives;

2. To establish the Company's general compensation philosophy and to oversee and approve the development, adoption and implementation of compensation plans and programs (except to the extent delegated by the Board to another committee of the Board or retained by the Board);

3. With respect to the CEO and any other employees who are directors of the Company ("Inside Directors"), annually review and approve goals and objectives relevant to their compensation, evaluate their performance in light of such goals and objectives, and, based on this evaluation, establish their total compensation (subject to the limitations on action by certain Committee members pursuant to Item 9 below), including but not limited to (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits, including, but not limited to, perquisites. In determining the long-term incentive component of each Inside Director's compensation, the Committee shall consider the Company's performance and relative return, the value of similar incentive awards to persons with comparable positions at comparable companies, and the awards given to each Inside Director in past years;

4. In consultation with the Chief Executive Officer, annually review and approve the compensation (subject to the limitations on action by certain Committee members pursuant to Item 9 below) for officers of the Company who report directly to the Company's Chief Executive Officer ("Executive Officers") other than Inside Directors, including, but not limited to (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits, including, but not limited to, perquisites. At the Committee's sole discretion, it may submit any of its decisions to the Board for its approval or ratification;

5. Monitor the Company's compliance with the requirements of the Sarbanes-Oxley Act of 2002 and other applicable laws, regulations and rules relating to compensation arrangements for directors and Executive Officers;

6. Disclose compensation policies applicable to the Company's Executive Officers, including the specific relationship of corporate performance to Executive Officer compensation; prepare an annual Committee report on executive compensation (including, without limitation, a discussion of compensation of the Chief Executive Officer) containing such material, to the extent and in the manner that is required pursuant to the corporate governance standards of the NYSE and the rules and regulations of the SEC, for inclusion in the Company's proxy materials in accordance with applicable rules and regulations of the SEC;

7. Oversee the Company's compliance with the requirements under the corporate governance standards of the NYSE, or the rules of any other exchange on which the Company's securities are traded, that stockholders approve all equity incentive plans, with limited exceptions;

8. Periodically review significant issues that relate to employee benefits whether or not the employee benefits are governed under the Employee Retirement Income Security Act of 1974 and shall further have such responsibilities as set forth from time to time in such plans or programs;

9. Administer any incentive program providing for grants or awards that are intended to be exempt from subsection 16(a) of the Exchange Act, and have such responsibilities as set forth from time to time in such plans or programs. For purposes of Rule 16b-3, the Committee shall include only those members qualified as "non-employee" directors as defined in that rule;

10. To periodically review the Company's employment and workplace conduct practices that relate to the Company's values and culture; and

11. Oversee and approve any recoupment of officer compensation policies.

With regard to the aforementioned duties, managing and reviewing may include general administration, an annual review of the strategies, programs, initiatives, policies and plans, the setting of performance targets when appropriate, and approval of any and all changes, including termination of strategies, programs, initiatives, policies and plans or employment when appropriate.

V. Performance Evaluation

The Company's Nominating and Governance Committee shall provide 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 this Charter deemed necessary or desirable by the Company's Nominating and Governance Committee. The performance evaluation shall be conducted in such manner as established by the Company's Nominating and Governance 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 in its sole discretion to select, retain, terminate, and approve the fees and other retention terms of legal counsel, other experts or consultants, including compensation consultants, and accounting or other advisors (each a "Consultant"), as it deems appropriate, without seeking approval of the Board or management. The Committee shall have sole authority over, and be directly responsible for, the retention, compensation, oversight and termination of compensation consultants used to assist in the evaluation of Chief Executive Officer or executive compensation. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such Consultant retained by the Committee. Prior to retaining any Consultant, the Committee shall consider the independence of such Consultant and any conflicts of interest that could arise including the independence factors set forth in the corporate governance standards of the NYSE. 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. Delegation of Duties

Except as discussed below, the Committee may delegate its duties and responsibilities to a subcommittee consisting of one or more members of the Committee, or to the Chief Executive Officer or other Executive Officers of the Company. All proposed delegations of duties must be adopted by a resolution of the Committee and reviewed for compliance with the relevant plan, the corporate governance standards of the NYSE, the rules and regulations of the SEC and Delaware corporate law by the legal, tax and accounting departments before they are voted upon at meetings. The resolution shall specify which duties are being delegated, to whom the duties are delegated, and which oversight powers the Committee retains.

The Committee shall, without delegation:

1. Grant any awards under all equity-based compensation plans to Executive Officers or current employees with the potential to become the Chief Executive Officer or an Executive Officer.

2. Approve which persons are entitled to awards under all equity incentive plans.
3. Approve Chief Executive Officer and other Executive Officer compensation.

VIII. 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 Human Capital and Compensation Committee Charter was adopted by the Board of Directors on November 20, 2024.