

UNIVERSAL FOREST PRODUCTS, INC.
PERSONNEL AND COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
- CHARTER -

The Personnel and Compensation Committee of the Board of Directors of the Company shall consist of a minimum of three directors. Members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Nominating and Corporate Governance Committee or the full Board, and may be removed by the Board of Directors at its discretion. All members of the Committee shall be independent directors, as required by applicable regulations and Company policies.

The purpose of the Committee shall be to carry out the Board of Directors' overall responsibility relating to executive compensation. In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

- (1) To assist the Board in developing and evaluating potential candidates for executive positions, including the chief executive officer, and to oversee the development of executive succession plans.
- (2) To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the chief executive officer. In conjunction with the Board, the Committee shall evaluate at least once a year the chief executive officer's performance in light of these established goals and objectives, and based upon these evaluations shall set the chief executive officer's annual compensation, including salary, bonus, incentive, and equity compensation.
- (3) To review and approve on an annual basis the evaluation process and compensation structure for the Company's Section 16 officers. The Committee shall evaluate the performance of the Company's senior executive officers and shall approve the annual compensation, including salary, bonus, incentive, and equity compensation, for such senior executive officers. The Committee shall also provide oversight of management's decisions concerning the performance and compensation of other Company officers.
- (4) To review the Company's incentive compensation and other stock-based plans and recommend changes in such plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board of Directors with respect to the administration of such plans.
- (5) To prepare and publish an annual executive compensation report in accordance with applicable rules and regulations, to be included in the Company's annual proxy statement.
- (6) To recommend to the Board of Directors amounts and forms of compensation to Board members, subject to approval by vote of the full Board.
- (7) To review and discuss with management the Company's Compensation Discussion and Analysis to be included in the Company's annual Proxy Statement.
- (8) In coordination with the Board and the Audit Committee (or other appropriate Committees) to review and approve in advance the contents of SEC and other regulatory filings related to compensation matters.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee shall have the authority to retain such compensation consultants, outside counsel, and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall report its actions and any recommendations to the Board after each Committee meeting. The Committee shall review as needed the adequacy of this Charter and recommend any proposed changes to the Board for approval.