

**GIBRALTAR INDUSTRIES, INC.**  
**AUDIT COMMITTEE CHARTER**

**PURPOSE**

The Audit Committee (the "Committee") shall assist the Board of Directors (the "Board") in fulfilling its responsibility to oversee (1) management's conduct of the Company's financial reporting, including by overseeing the integrity of the financial reports and other financial information provided by the Company to any governmental or regulatory body, to the Company's security holders and to other users thereof; (2) management's establishment and conduct of the Company's systems of internal accounting and financial controls; (3) the qualifications, engagement, compensation, independence and performance of the Company's independent auditors, the conduct of the annual audit and any other audit, attest or review services, and the engagement of the independent auditors to provide any non-audit services; (4) the preparation of the audit committee report required by U.S. Securities and Exchange Commission ("SEC") rules to be included in the Company's annual proxy statement; (5) the Company's legal and regulatory compliance; (6) the review and ratification or approval on an annual basis, of transactions between the Company and officers, directors and other related parties, and to the extent that such related party transactions are required to be disclosed under Regulation S-K Item 404(a); and (7) the Company's codes of conduct, as established by management and the Board. The Committee's role shall apply equally with respect to any subsidiary of the Company (including any joint venture) whose financial results are consolidated with the financial results of the Company and any other subsidiary which is directly or indirectly controlled by the Company and also with respect to any separate financial reports of any such subsidiary

In discharging its role, the Committee is empowered to investigate any matter that comes to its attention and shall have access to all books, records, facilities and personnel of the Company. The Committee has the power to retain legal counsel, auditors or other experts as it determines appropriate to carry out its role and responsibilities and shall be provided adequate funding from the Company to engage such advisors and for the administration of the Committee's affairs. The Company shall compensate the independent auditor for its audit, review and attest services as determined and directed by the Committee.

The Committee shall report regularly to the Board on the Committee's activities, including all actions taken by the Committee on behalf of the Company and on any material issues that arise with respect to the quality or integrity of the Company's financial statements, the performance and independence of the independent auditor, the performance of the internal audit function, the Company's compliance with legal or regulatory requirements and the adequacy of and compliance with the Company's codes of conduct, and any other matters the Committee deems appropriate or the Board requests. The Committee shall report to the Board at least annually on its expenses, including the compensation of the independent auditor.

**COMMITTEE MEMBERSHIP**

The Committee shall consist of three or more members of the Board, as shall be determined by the Board, each of whom has been determined by the Board to be "independent" in accordance with the applicable listing standards of the Nasdaq National Market and the rules promulgated by the SEC. All members of the Committee shall meet the financial literacy requirements of the

Nasdaq National Market and at least one member shall be an "audit committee financial expert" as such term is defined under applicable SEC rules. No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board of Directors has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.

### **COMMITTEE MEETINGS; SUBCOMMITTEES**

The Committee shall meet on a regularly-scheduled basis at least four times per year or more frequently as circumstances dictate. The Committee's meetings shall include, on at least a quarterly basis, an executive session with the independent auditor to provide the opportunity for full and frank discussion of the Company's financial reporting without any member of senior management present. The Committee may form, and delegate any of its responsibilities to, a subcommittee comprised solely of one or more members of the Committee. The Committee shall not delegate any of the functions herein provided to be performed by it to management.

### **RESPONSIBILITIES AND FUNCTIONS**

The Committee's role is one of oversight. The Committee's primary responsibility relates to the Company's financial reporting and its other responsibilities and functions as stated herein, while important in their own right, are ancillary to the accurate and complete presentation of the Company's financial position and prospects. The Company's management is responsible for preparing the Company's financial statements, for assessing the effectiveness of its internal control over financial reporting, for assuring the Company's compliance with its legal and regulatory obligations and for the adherence by Company personnel with the Company's business policies and codes of conduct. The Company's independent auditor is responsible for auditing the Company's financial statements and assessing the Company's conclusions as to the effectiveness of the Company's internal control over financial reporting. The Company's management and independent auditor have more knowledge and detailed information about the Company, greater expertise in financial reporting, internal control matters, the legal and regulatory obligations of the Company and the details of the Company's codes of conduct and business policies, and greater opportunity to analyze financial reporting issues facing the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee does not provide any expert or special assurance as to the Company's financial statements, internal controls, legal compliance or adherence to its codes of conduct and business policies or any professional certification as to the independent auditor's work. The following functions of the Committee are specified as a guide, with the understanding that the Committee will exercise its judgment in determining the specific activities the Committee may undertake at any time and in its activities may diverge from this guide as appropriate given the circumstances. The Committee is authorized to carry out these and such other functions and responsibilities as are assigned by the Board from time to time and to take any actions reasonably related to the Committee's responsibilities as mandated by this charter.

To fulfill its purpose, the Committee shall:

1. appoint and, if appropriate, dismiss the accounting firm which shall audit the Company's annual financial statements and any other accounting firm which shall provide to the Company any other audit, attest or review services (each of which shall be

considered an "independent auditor" for purposes of this Charter), and evaluate the performance, determine the compensation and oversee the work of the independent auditors; the independent auditors shall report directly to the Committee and the Committee shall resolve any disagreement between management and the independent auditors regarding financial reporting and, in connection with the appointment of the Company's independent auditors, the Committee shall on an annual basis:

- (a) receive and review a formal written statement from the accounting firm to be retained as the Company's independent auditor delineating all relationships between the accounting firm and the Company (consistent with Independence Standards Board Standard No. 1 and any additional or successor standard established by the Public Company Accounting Oversight Board) and also delineating any services the accounting firm has provided to the Company's chief executive or chief financial officer, and actively engage in a dialogue with such accounting firm with respect to any disclosed relationships or services that may impact the objectivity and independence of the such accounting firm and take appropriate action in response to the accounting firm's report to satisfy itself of the auditor's independence;
- (b) consider whether, in the interest of assuring continuing independence of the independent auditor, the Company should regularly rotate the accounting firm that serves as its independent auditor;
- (c) set clear policies with respect to the Company's hiring of employees or former employees of the independent auditors;
- (d) receive and review a report from the independent auditors describing: (i) such firm's internal quality-control procedures and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of such firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years; and
- (e) regarding one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.

2. review and approve any auditing and non-auditing services to be provided by the Company's independent auditors, including the adoption by the Committee of any policies and procedures detailing services which the independent auditors are permitted to provide to the Company without specific advance approval by the Committee (of which services the Committee shall be informed at its next meeting), provided that the independent auditors may provide otherwise permissible non-audit services without pre-approval to the extent such services do not aggregate more than five percent of the total revenues paid by the Company to the independent auditor in the fiscal year such services are provided, such services were not recognized as non-audit services at the time of the independent auditor's engagement, and such services are promptly brought to the attention of the Committee and approved by the Committee prior to the completion of the audit);

3. review and discuss with management and the independent auditor on a regular basis: (a) the adequacy of the Company's internal and disclosure controls and procedures, including computerized information system disclosure controls and procedures and security; (b) any significant deficiencies or material weaknesses in the design or operation of the Company's internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data that are reported to the Committee; (c) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls that are reported to the Committee; and (d) any findings and recommendations of the independent auditor with regard to such matters, together with management's responses;

4. review and discuss with management, including the chief financial officer, and the independent auditor: (a) any significant audit findings during the year, including the status of previous audit recommendations; (b) any audit problems or difficulties encountered in the course of the auditor's work, including any restrictions on the scope of activities or access to required information; (c) any changes required in the scope of the audit plan; (d) the audit budget and staffing; and (e) the coordination of audit efforts in order to monitor completeness of coverage, reduction of redundant efforts, and the effective use of audit resources;

5. review and discuss with management and the independent auditor accounting policies that may be viewed as critical; review and discuss significant changes in Company accounting policies and any accounting and financial reporting proposals (including changes in generally accepted accounting principles) that may have a material impact on the Company's financial reports; inquire as independent auditor's view of the accounting treatment related to significant new Company transactions or other significant matters or events not in the ordinary course of the Company's business and inquire as to the independent auditor's views about whether Company accounting principles as applied are conservative, moderate, or aggressive from the perspective of income, asset, and liability recognition, and whether or not those principles reflect common or minority practices;

6. review and discuss with management and the independent auditor any financial or non-financial arrangements that do not appear in the financial statements of the Company but are material to the Company's financial position or performance;

7. request and receive from the Company on an annual basis, a list and description of transactions with related parties (e.g. significant shareholders of the Company, directors, corporate officers or other members of senior management or their family members) to the extent such transactions are required to be reported in the Company's Definitive Proxy Statement pursuant to Regulation S-K, Item 404(a); review and discuss such transactions with management and the independent auditor, and approve or ratify such transactions on an annual basis;

8. review and discuss with the independent auditor: (a) any accounting adjustments that were noted or proposed by the independent auditor but were "passed" (as immaterial or otherwise), (b) any communications between the audit team and the

audit firm's national office respecting auditing or accounting issues presented by the engagement and (c) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company;

9. review and discuss with management, including the chief financial officer, and the independent auditor any significant risks or exposures to which the Company is subject and assess the Company's underlying policies with respect to risk assessment and risk management and the steps management has taken to minimize risks;

10. review the Company's financial statements, including: (a) prior to public release, reviewing and discussing with management and the independent auditor the Company's annual and quarterly financial statements to be filed with the SEC, including (i) the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", (ii) the certifications regarding the financial statements or the Company's internal accounting and financial controls and procedures and disclosure controls or procedures filed with SEC by the Company's chief executive and financial officers and any qualifications thereon, (iii) the matters required to be discussed with the independent auditor by Statement of Auditing Standards No. 61 or No. 71; (b) with respect to the independent auditor's annual audit report and certification, before release of the annual audited financial statements, meet separately with the independent auditor without any management member present and discuss the independent auditor's assessment of the adequacy of the Company's system of internal accounting and financial controls and the appropriateness of the accounting principles used in and the judgments made in the preparation of the Company's audited financial statements and the quality of the Company's financial reports; (c) also in connection with the release of the Company's audited annual financial statements, meet separately with management and discuss management's evaluation of the adequacy of the Company's system of internal accounting and financial controls and the appropriateness of the accounting principles used in and the judgments made in the preparation of the Company's audited financial statements and the quality of the Company's financial reports; (d) make a recommendation to the Board of Directors regarding the inclusion of the audited annual financial statements in the Company's Annual Report on Form 10-K to be filed with the SEC; and (e) prior to submission to any governmental authority of any financial statements of the Company that differ from the financial statements filed by the Company with the SEC, review of such financial statements and any report, certification or opinion thereon provided by the independent auditor;

11. discuss with management and the independent auditor, as appropriate, earnings press releases and financial information and earnings guidance provided to analysts and to rating agencies;

12. establish and maintain procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;

13. review periodically with the attorneys for the Company: (a) legal and regulatory matters that may have a material impact on the Company's financial

statements and (b) the scope and effectiveness of the Company's legal compliance policies and programs;

14. receive and act upon any reports of a material violation of law received from any attorney for the Company in accordance with the SEC's Rule of Practice, any reports from legal counsel appointed or retained, with the authorization of the Committee, to investigate any such report and any reports of the General Counsel on any proceeding relating to such reports;

15. review periodically with management the adequacy of the Company's codes of conduct (including the Company's policies and procedures concerning trading in Company securities and use in trading of proprietary or confidential information) and the compliance therewith by Company personnel and review and approve any waivers sought under such codes with respect to directors, executive officers and senior financial officers) but any waiver reviewed by the Committee shall be reported by the Committee to the Board and approval of the Board as well shall be required for any such waiver to any officer who is a member of the Board;

16. review and advise the Board with respect to the appointment, reassignment, replacement or dismissal of the chief financial officer and consult with the Compensation Committee regarding any reduction in the salary or benefits of, the terms of participation in any incentive compensation program by and any discretionary bonus or incentive award to the chief financial officer;

17. prepare a report to be included in the Company's annual proxy statement stating whether or not the Committee: (a) has reviewed and discussed the Company's audited financial statements with management; (b) has discussed with the independent auditor the matters required to be discussed by SAS No. 61 and 90; (c) has received the written disclosure and letter from the independent auditor (delineating all relationships such firm has with the Company) and has discussed with such firm its independence; and (d) based on the review and discussions referred to above, the members of the Committee recommended to the Board that the audited financials be included in the Company's Annual Report on Form 10-K for filing with the U.S. Securities and Exchange Commission;

18. conduct an annual self-evaluation of the performance of the Committee, including its compliance with this Charter, and review and reassess the adequacy of this Charter; and

19. maintain minutes and other records of Committee meetings and activities.

## **AMENDMENT AND RESTATEMENT**

This Charter shall be effective November 3, 2010 and amends, restates and supercedes the Audit Committee Charter as in effect prior to such date.