

GIBRALTAR INDUSTRIES, INC.
COMPENSATION COMMITTEE CHARTER

The purpose of the Compensation Committee is to discharge the Board of Directors' responsibilities relating to compensation of the Company's executives, and to produce an annual report on executive compensation for inclusion in the Company's proxy statement.

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 Stock Market and the rules promulgated by the Securities and Exchange Commission with respect to membership on a compensation committee.

SCOPE OF POWERS AND FUNCTIONS

The Compensation Committee shall have such powers and functions as may be assigned to it by the Board of Directors from time to time; however, such functions shall, at a minimum, include the following, as well as any functions as shall be required of compensation committees by The Nasdaq Stock Market and the Securities and Exchange Commission:

- to review and approve corporate goals and objectives relevant to senior executive compensation, evaluate senior executive performance in light of those goals and objectives, and to set the senior executive compensation levels based on this evaluation;
- to make recommendations to the Board with respect to incentive compensation plans and equity-based plans;
- to administer the Company's incentive compensation plans and equity-based plans and grant stock options or other awards pursuant to such plans;
- to annually review and assess the adequacy of this Charter and recommend changes to the Nominating and Corporate Governance Committee;
- to evaluate its own performance at least annually and report on such performance to the Board; and
- to review and discuss with management, the Company's disclosures under the "Compensation Discussion and Analysis" as contained in the Company's annual proxy statement and to prepare a report to be included in the Company's annual proxy statement stating that the Compensation Committee has reviewed the "Compensation Discussion and Analysis" and has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the

Company's annual report on Form 10-K and in the Company's annual proxy statement.

In connection with its review and approval of compensation paid to senior executives, the Compensation Committee shall not recommend or approve the entry by the Company into any agreement with any senior executive which provides for a single trigger change in control payment.

In addition, the Compensation Committee has sole authority to retain and terminate any compensation consultant or consulting firm to assist in the evaluation of director, CEO or senior executive compensation, including sole authority to approve the consultant's fees and other retention terms. The Compensation Committee may also, at its discretion, engage outside legal counsel or other advisers as it deems necessary to carry out its functions.

ADMINISTRATIVE

The Compensation Committee shall meet as often as it deems necessary in order to fulfill its responsibilities, but not less frequently than annually. Meetings of the Compensation Committee may be called by the Chairman of the Compensation Committee or management. Members of senior management or others may attend meetings of the Compensation Committee at the invitation of the Compensation Committee and shall provide pertinent information as necessary; *provided, however*, no member of senior management, including the Chief Executive Officer may be present during the portion of any meeting in which his or her compensation is being determined. The Chairman of the Compensation Committee shall set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the Compensation Committee members prior to each meeting. The Chairman will also cause minutes of each meeting to be prepared and circulated to the Committee Members. The Compensation Committee may meet via telephone conference calls or other media in which the members of the Compensation Committee may hear one another. A majority of the members of the Compensation Committee shall constitute a quorum for all purposes.

AMENDMENT AND RESTATEMENT

This Charter is effective November 3, 2010 and amends, restates and supercedes the Charter of the Compensation Committee which was adopted by the Board of Directors on August 5, 2009.