

Corporate Governance Guidelines
of
Huttig Building Products, Inc.

As of April 27, 2015

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The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “Board”) of Huttig Building Products, Inc. (the “Company”) to assist the Board in the exercise of its responsibilities. These Corporate Governance Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision making both at the Board and management level, with a view to enhancing long-term stockholder value. These Corporate Governance Guidelines are not intended to change or interpret any Federal or state law or regulation, including the Delaware General Corporation Law, or the Certificate of Incorporation or By-laws of the Company in each case as amended from time to time. These Corporate Governance Guidelines are subject to modification from time to time by the Board.

THE BOARD

Role of Directors

The business and affairs of the Company shall be managed by or under the direction of the Board. A director is expected to spend the time and effort necessary to properly discharge such director's responsibilities. Accordingly, a director is expected to use his or her best efforts to attend in person all meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. A director who is unable to attend a meeting (which it is understood may occur on occasion) is expected to notify the Chairman of the Board or the Chairman of the appropriate committee in advance of such meeting and, to the extent possible, participate by teleconference.

The Board's Goals

The Board's goal is to build long-term value for the Company's stockholders and to assure the vitality of the Company for its customers, employees and the other individuals and organizations who depend on the Company.

Selection of the Chairman of the Board

The Board does not require the separation of the offices of the Chairman of the Board and the Chief Executive Officer. The Board shall be free to choose its Chairman of the Board in any way that it deems to be in the best interests of the Company and its stockholders at any given point in time.

Size of the Board

The Board believes that it should generally have no fewer than seven and no more than eleven directors. This range permits diversity of experience without hindering effective discussion or diminishing individual accountability. The size of the Board could,

however, be increased or decreased if determined to be appropriate by the Board. For example, it may be desirable to increase the size of the Board in order to accommodate the availability of an outstanding candidate for director.

Selection of New Directors

The Board shall be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Governance Committee is responsible for identifying, screening and recommending candidates to the Board for Board membership. The Nominating and Governance Committee shall also seek input and advice from the Chairman of the Board and the Chief Executive Officer for establishing director criteria and reviewing the strengths and weaknesses of particular candidates.

Board Membership Criteria

The nominees for director shall be those people who, after taking into account their skills, expertise, integrity, diversity and other qualities, are believed to enhance the Board's ability to manage and direct, in an effective manner, the affairs and business of the Company. In general, nominees for director should have an understanding of the workings of large business organizations such as the Company and senior level executive experience, as well as the ability to make independent, analytical judgments, the ability to be an effective communicator and the ability and willingness to devote the time and effort to be an effective and contributing member of the Board.

The Nominating and Governance Committee shall be responsible for assessing the appropriate balance of criteria required of Board members.

Each director shall be expected, within a reasonable period of time following his or her election to the Board, to own stock in the Company in an amount that is appropriate for such director's financial circumstances.

Other Public Company Directorships

Directors who also serve as Chief Executive Officers should not serve on more than two public company boards in addition to the Board, and other directors should not sit on more than four public company boards in addition to the Board. The members of the Audit Committee should not serve on more than two other audit committees of public companies.

Independence of the Board

The Board shall be comprised of a substantial majority of directors who qualify as independent directors (each an "Independent Director") as determined in accordance with applicable laws, the rules of the Securities and Exchange Commission (the "SEC") and the rules of The NASDAQ Stock Market LLC ("NASDAQ") or any other stock market on which the Company's securities are listed from time to time.

The Board shall review annually the relationships that each director has with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines (i) have no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) and (ii) qualify as an Independent Director as determined in accordance with applicable laws, the rules of the SEC and the rules of NASDAQ or any other stock exchange on which the Company's securities are listed from time to time, will be considered Independent Directors.

Retirement Policy for Directors

The Board does not believe that there should be fixed criteria requiring automatic retirement from the Board. The Board recognizes that each person is different and should be evaluated accordingly. However, the Board recognizes that there are certain events that could have an effect on a person's ability to be an effective contributor to the Board process. Accordingly, each director who has experienced a Status Change (as defined below) shall notify the Nominating and Governance Committee within 30 days of such Status Change and submit with the notification a letter of resignation. The Nominating and Governance Committee shall review the continued appropriateness of the affected director remaining on the Board under the circumstances. Upon completion of this review, the Nominating and Governance Committee will recommend to the Board whether the tendered resignation should be accepted or rejected. The resignation will be accepted and become effective upon the affirmative vote of a majority of the members of the Board, excluding the director submitting his or her resignation.

A "Status Change" means any of the following: (a) a director reaching the age of 70; (b) a director serving on the Board for 15 years or more; (c) a substantial change in professional or business activity; (d) a disability that prohibits the director from performing his or her duties to the Board and the Company; (e) a conviction of a felony; or (f) a material breach of the Company's policies. For the avoidance of doubt, in the event the letter of resignation submitted by a director that has reached the age of 70 and/or served on the Board for 15 years is not accepted by the Board at the time of the Status Change, the submitted letter of resignation shall be deemed to be submitted in perpetuity and will be reviewed by the Board by December 31 of each year thereafter without any further action by such director.

Board Compensation

A director who is also an officer of the Company shall not receive additional compensation for such service as a director.

The Company believes that compensation for non-employee directors should be competitive and should encourage increased ownership of the Company's stock through the payment of a portion of director compensation in Company stock, options to purchase Company stock or similar compensation. The Management Organization and Compensation Committee will annually review the level and form of the Company's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity, to ensure that the fees and other compensation are effective and competitive. Such review will also include a review of both direct and indirect forms of compensation to the Company's directors. Changes to director compensation will be proposed to the full Board for consideration.

Director's fees (including any additional amounts paid to chairmen of committees and to members of committees of the Board) are the only compensation a member of the Audit Committee may receive from the Company; provided, however, that a member of the Audit Committee may also receive pension or other forms of deferred compensation from the Company for prior service so long as such compensation is not contingent in any way on continued service.

Any charitable contribution in excess of \$10,000 to a charity or other tax exempt organization in which a director or executive officer of the Company is a trustee or Board member or which, under applicable laws, the rules established by the NASDAQ or the rules of any other stock market on which the Company's securities are listed from time to time, would cause a director to be deemed not to be independent shall require the prior approval of the Audit Committee.

Separate Sessions of Non-Management Directors

The non-management directors of the Company shall meet in executive session without management on a regularly scheduled basis, but no less than two times a year. The Chairman of the Board shall preside at such executive sessions, unless such person is a member of management of the Company. If the Chairman is a member of management of the Company, the presiding person at executive sessions shall rotate on an annual basis among the chairmen of the Nominating and Governance Committee, Audit Committee and Management Organization and Compensation Committee. If the person designated to serve as the presiding person is not available for any reason to chair an executive session, then the non-management directors shall select a person to preside at such executive session.

The Chairman or the presiding person at such executive sessions shall provide appropriate feedback to the Chief Executive Officer following each non-management executive session.

Any interested parties desiring to communicate with the Chairman and the other non-management directors regarding the Company may directly contact such directors by directing such communication to the office of the Corporate Secretary, who shall promptly forward it to the appropriate person.

Self-Evaluation by the Board

The Nominating and Governance Committee will sponsor an annual self-assessment of the Board's performance as well as the performance of each committee of the Board, the results of which will be discussed with the full Board and each committee. The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the Company. The Nominating and Governance Committee will utilize the results of this self-evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

Strategic Direction of the Company

It is management's job, under the direction of the Chief Executive Officer, to formalize, propose and establish strategic direction, subject to review and input by the Board. It is also the primary responsibility of management, under the direction of the Chief Executive Officer, to implement the Company's business plans in accordance with such strategic direction and for the Board to monitor and evaluate, with the assistance of the Chief Executive Officer, strategic results.

Board Access to Management

Board members shall have access to the Company's management and, as appropriate, to the Company's outside advisors. Board members shall coordinate such access through the Chief Executive Officer and Board members will use judgment to ensure that this access is not distracting to the business operation of the Company.

Attendance of Management Personnel at Board Meetings

The Board encourages the Chief Executive Officer to bring members of management who are not directors from time to time into Board meetings to (i) provide management insight into items being discussed by the Board which involve the manager; (ii) make presentations to the Board on matters which involve the manager; and (iii) bring managers with significant potential into contact with the Board. Attendance of such management personnel at Board meetings is at the discretion of the Board.

Board Materials Distributed in Advance

Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review

by the directors. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

Board Interaction with Institutional Investors, Analysts, Press and Customers

The Board believes that management generally should speak for the Company. It is suggested that each director shall refer all inquiries from institutional investors, analysts, the press or customers to the Chief Executive Officer or his or her designee.

Board Orientation and Continuing Education

The Company shall provide new directors with a director orientation program to familiarize such directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate governance guidelines, principal officers, internal auditors and independent auditors. The Company encourages and supports continuing director education and shall reimburse directors for reasonable expenses incurred in connection therewith.

BOARD MEETINGS

Frequency of Meetings

There shall be at least five regularly scheduled meetings of the Board each year. At least one regularly scheduled meeting of the Board shall be held each calendar quarter.

Selection of Agenda Items for Board Meetings

The Chairman of the Board, in consultation with the Chief Executive Officer, shall annually prepare a "Board of Directors Master Agenda." This Master Agenda shall set forth a general agenda of items to be considered by the Board at each of its specified meetings during the year. Thereafter, the Chairman of the Board in consultation with the Chief Executive Officer may adjust the agenda to include special items not contemplated during the initial preparation of the annual Master Agenda.

Upon completion, a copy of the Master Agenda shall be provided to the entire Board. Each Board member shall be free to suggest inclusion of items on the agenda as well as free to raise at any Board meeting subjects that are not specifically on the agenda for that meeting.

COMMITTEE MATTERS

Number and Names of Board Committees

The Company shall have four standing committees: Audit Committee, Executive Committee, Management Organization and Compensation Committee and Nominating and Governance Committee. The purpose and responsibilities for the Audit Committee,

Management Organization and Compensation Committee, and Nominating and Governance Committee shall be outlined in committee charters adopted by the Board. The Board may, from time to time, form a new committee or disband a current committee depending on circumstances. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

Independence of Board Committees

Each of the Audit Committee, the Management Organization and Compensation Committee and the Nominating and Governance Committee shall be composed entirely of Independent Directors satisfying applicable legal, regulatory and stock exchange requirements necessary for an assignment to any such committee.

Assignment of Committee Members

The Nominating and Governance Committee shall be responsible, after consultation with the Chairman of the Board, for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nominating and Governance Committee's recommendations, the Board shall be responsible for appointing the chairmen and members to the committees on an annual basis.

LEADERSHIP DEVELOPMENT

Selection of the Chief Executive Officer

The Board shall be responsible for identifying potential candidates for, and selecting, the Company's Chief Executive Officer. In identifying potential candidates for, and selecting, the Company's Chief Executive Officer, the Board shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity and reputation in the business community. The Board shall, to the extent appropriate, consult with, and receive input from, the Company's then Chief Executive Officer.

Evaluation of Chief Executive Officer

The Chairman of the Management Organization and Compensation Committee will provide the Chief Executive Officer with an annual performance review at the beginning of each fiscal year with respect to the prior year. The following steps will be utilized to carry out this review:

- The Chief Executive Officer will develop a written self-evaluation at the end of each fiscal year and provide this to the Board as soon as practicable after the end of the fiscal year.
- With this information, each non-management director will provide his or her assessment of the Chief Executive Officer's performance in writing to the Management Organization and Compensation Committee. These assessments

should include the director's appraisal of:

- The Company's performance and the Chief Executive Officer's contribution to it, both compared to competitors and the Company's own strategic goals;
- Achievement of personal goals set by the Chief Executive Officer for the year, as part of his or her self-evaluation; and
- Other aspects of the Chief Executive Officer's performance which the non-management director deems relevant.

The Chairman of the Management Organization and Compensation Committee shall synthesize this information and, thereafter, meet with the Chief Executive Officer to review his performance. The Chairman of the Management Organization and Compensation Committee will report to that Committee at the next regularly scheduled meeting on his synthesis of the views of the directors, as well as on his meeting with the Chief Executive Officer. The Chairman of the Management Organization and Compensation Committee shall thereafter report to the non-management directors in executive session of the Board the results of the evaluation and that Committee's recommendations on compensation for the Chief Executive Officer. The Chief Executive Officer shall have the opportunity to respond to the Board's evaluation at the conclusion of the executive session.

Succession Planning

The Chief Executive Officer shall prepare and distribute to the Board an annual report on succession planning for all senior officers of the Company with an assessment of senior managers and their potential to succeed the Chief Executive Officer and other senior management positions. Such matters shall be reviewed by the Management Organization and Compensation Committee and reported on to the Board.

In addition, the Chief Executive Officer shall prepare, on a continuing basis, a short-term succession plan which delineates a temporary delegation of authority to certain officers of the Company, if all or a portion of the senior officers should unexpectedly become unable to perform their duties. The short-term succession plan shall be reviewed by the Management Organization and Compensation Committee and reported on to the Board and shall be in effect until the Board or such Committee has the opportunity to consider the situation and take action, when necessary.

Management Development

The Management Organization and Compensation Committee shall be responsible for determining that a satisfactory system is in effect for education, development, and orderly succession of senior and mid-level managers throughout the Company.