

**CHARTER OF THE
MANAGEMENT ORGANIZATION AND COMPENSATION COMMITTEE OF
THE BOARD OF DIRECTORS OF
HUTTIG BUILDING PRODUCTS, INC.
(Revised February 23, 2016)**

I. PURPOSE AND RESPONSIBILITIES OF THE COMMITTEE

The purpose of the Management Organization and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Huttig Building Products, Inc. (the “Company”) shall be to oversee the Company's compensation plans and practices, including its executive compensation plans and director compensation plans; to review the performance of the Chief Executive Officer of the Company and other members of senior management; and to produce an annual report on executive compensation for inclusion in the Company's proxy statement in accordance with all applicable rules and regulations.

The Committee is responsible to the Board for (1) assuring that the officers and key management personnel of the Company are effectively compensated in terms of salaries, incentive compensation and benefits which are internally equitable and externally competitive, (2) assuring that the fees and other compensation of the outside directors of the Company are effective and competitive, (3) assuring that the Company's management development and succession planning policies and procedures are sound and effective, (4) evaluating the performance of the Chief Executive Officer and other members of senior management and reporting to the Board the results of such evaluation, (5) evaluating the effectiveness of and administering the Company's equity compensation plans and arrangements, and (6) assessing and managing the levels of risk related to or otherwise encouraged by the Company's incentive compensation plans and arrangements.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of three or more directors who qualify as independent directors 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. Members of the Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws.

The members of the Committee shall be elected annually to one-year terms by majority vote of the Board at the first meeting of the Board following the annual meeting of stockholders. One of the members shall be appointed Committee Chairman

by the Board. Vacancies on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the independent directors then in office.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Committee shall meet as provided by its rules, which shall be at least two times each year and as many other times as the Committee deems necessary. Members of the Committee will strive to be present at all meetings. The Chairman of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. As necessary or desirable, the Chairman may request that members of management and representatives of independent consultants be present at meetings of the Committee. The Committee may meet in executive session with representatives of independent consultants and with one or more members of management in discharging its responsibilities.

An appropriate opportunity should be provided for the Chairman of the Board and the Chief Executive Officer to provide input on matters to be considered by the Committee, as determined by the Chairman of the Committee; *provided, however*, that the Chief Executive Officer shall not be present during any voting or deliberations by the Committee on the Chief Executive Officer's compensation.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate within the scope of the Committee's authority; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall be necessary to constitute a quorum of the Committee and to approve any action at a meeting of the Committee. The Committee may also act by written consent provided that all members of the Committee consent in writing or by electronic transmission to the resolution or other instrument evidencing the action of the Committee, whether on one document or in counterparts.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting and highlighting any matters requiring decision making by the Board. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

IV. DUTIES OF THE COMMITTEE

The Committee shall have the following duties and responsibilities:

- (1) Review and evaluate, at least annually, the corporate goals and objectives relevant to the compensation of the Chief Executive Officer, the performance and leadership of the Chief Executive Officer in light of those goals and objectives and, considering the results of the most recent stockholder advisory vote on executive compensation, recommend to the independent members of the Board all compensation actions affecting the Chief Executive Officer.
- (2) Review with the Chief Executive Officer his evaluation of the performance of all executive officers of the Company and all compensation actions affecting the executive officers of the Company and in reviewing such compensation, consider the results of the most recent stockholder advisory vote on executive compensation.
- (3) Review with the Chief Executive Officer his evaluation of other key management personnel and all compensation actions affecting such key personnel.
- (4) Review and approve the calculation of the aggregate bonus pool determined pursuant to the 2005 Executive Incentive Compensation Plan, as may be amended from time to time.
- (5) Review and administer the Company's stock option, restricted stock, and other stock-based compensation plans and programs.
- (6) Review periodically the effectiveness and competitiveness of the Company's incentive compensation, retirement, severance, change-in-control and other significant benefit plans and programs and recommend to the Board any necessary or desirable amendments or improvements thereof. The Committee is specifically authorized and empowered to approve any and all such amendments which are necessary or appropriate to comply with changes in law or regulation.
- (7) Review annually management's report on compensation levels and practices for employees of the Company, other than officers and key management personnel.
- (8) Review annually the form and level of outside 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 and make recommendations to the Board for adoption.

- (9) Review annually the process and results for identifying key management personnel of the Company.
- (10) Review annually the Company's key management personnel development actions and succession plans.
- (11) Review annually with the Board the Company's senior executive succession plan, including those plans for emergency succession in case of the unexpected disability of the Chief Executive Officer.
- (12) Review, discuss with management, and recommend to the Board the Company's compensation discussion and analysis to be included in the Company's annual meeting proxy statement, and approve the Committee's report to be included in the proxy statement.
- (13) Assess and manage the relative levels of risk associated with the Company's incentive compensation plans and arrangements, as well as its compensation structure generally, including whether such compensation and arrangements encourage excessive risk-taking, and review applicable risk management practices and policies.
- (14) Review and recommend to the Board for approval the frequency with which the Company will conduct "say on pay" votes, taking into account the results of the most recent stockholder advisory vote on the frequency of "say on pay" votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the "say on pay" vote and the frequency of the "say on pay" vote to be included in the Company's applicable proxy statement.
- (15) Review and reassess the adequacy of this Charter on a periodic basis and recommend to the Board any appropriate changes in this Charter or the duties of the Committee.
- (16) Report regularly to the Board on such matters within the Committee's scope of responsibilities as the Board deems appropriate.

V. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate one or more compensation consultants, legal counsel or other advisers to assist the Committee in carrying out its responsibilities, including sole authority to approve such adviser's fees and other retention terms; such fees to be borne by the Company. When selecting a compensation consultant, legal counsel or other adviser, the Committee will take into consideration any factors regarding independence or potential conflicts of interest specified in the rules of the SEC and NASDAQ and will evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest thereunder.