

**CHARTER
OF THE
COMPENSATION COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
SELECT INTERIOR CONCEPTS, INC.**

Adopted as of July 15, 2018

I. PURPOSE OF THE COMPENSATION COMMITTEE

The purposes of the Compensation Committee (the “Compensation Committee”) of the Board of Directors (the “Board”) of Select Interior Concepts, Inc., a Delaware corporation (the “Corporation”), shall be to oversee the Corporation’s compensation and employee benefit plans and practices, including its executive compensation plans, and its incentive-compensation and equity-based plans; to review and discuss with management the Corporation’s compensation discussion and analysis (“CD&A”) to be included in the Corporation’s annual proxy statement or annual report on Form 10-K filed with the U.S. Securities and Exchange Commission (“SEC”), to the extent required; to prepare the Compensation Committee Report as required by the rules of the SEC; and to perform such further functions as may be consistent with this Charter or assigned by applicable law, the Corporation’s Certificate of Incorporation, as amended (the “Certificate of Incorporation”), the Corporation’s By-Laws, as amended (the “By-Laws”), or the Board.

II. COMPOSITION OF THE COMPENSATION COMMITTEE

The Compensation Committee shall consist of two or more directors as determined from time to time by the Board, and shall be composed entirely of independent directors. Each member of the Compensation Committee shall be qualified to serve on the Compensation Committee pursuant to the requirements of The Nasdaq Stock Market (“Nasdaq”), and any additional requirements that the Board deems appropriate or as may be required by applicable law, rule or regulation.

Members of the Compensation Committee shall 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 the independence requirements of Nasdaq.

The chairperson of the Compensation Committee shall be designated by the Board, *provided*, that if the Board does not so designate a chairperson, the members of the Compensation Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Compensation Committee shall be filled by majority vote of the Board. No member of the Compensation Committee shall be removed except by majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMPENSATION COMMITTEE

The Compensation Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than twice annually. The Compensation Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary, provided, that the Chief Executive Officer of the Corporation may not be present during any portion of a Committee meeting in which deliberation or any vote regarding his or her compensation occurs.

A majority of the members of the Compensation 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 constitute a quorum.

Unless otherwise provided in the Certificate of Incorporation, the By-Laws, or this Charter, and subject to the requirements of Nasdaq and any other applicable law, rule or regulation, any action required or permitted to be taken at any meeting of the Compensation Committee may be taken without a meeting, if all the members of the Compensation Committee consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Compensation Committee.

The Compensation Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

IV. DUTIES AND RESPONSIBILITIES OF THE COMPENSATION COMMITTEE

A. Executive Compensation

The Compensation Committee shall have the following duties and responsibilities with respect to the Corporation's executive compensation plans:

(a) To review at least annually the goals and objectives of the Corporation's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Compensation Committee deems it appropriate.

(b) To review at least annually the Corporation's executive compensation plans in light of the Corporation's goals and objectives with respect to such plans, and, if the Compensation Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans.

(c) To evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Corporation's executive compensation plans, and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the Chief Executive Officer's compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Compensation Committee shall consider factors as it determines relevant, which may include, for example, the Corporation's performance and relative stockholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the Chief Executive Officer of the Corporation in past years. The Compensation Committee may discuss the Chief Executive Officer's compensation with the Board if it chooses to do so.

(d) To evaluate annually the performance of the other executive officers of the Corporation in light of the goals and objectives of the Corporation's executive compensation plans, and either as a Committee or together with the other independent directors (as directed by the Board) determine and approve the compensation of such other executive officers. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Compensation Committee shall consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the Chief Executive Officer.

(e) To evaluate annually, concurrently with the Corporation's Corporate Governance and Nominating Committee, and taking into account any principles or recommendations the Corporation's Corporate Governance and Nominating Committee may provide, the appropriate level of compensation for Board and Committee service by non-employee directors.

(f) To review and approve any severance or termination arrangements to be made with any executive officer of the Corporation.

(g) To perform such duties and responsibilities as may be assigned to the Board or the Compensation Committee under the terms of any executive compensation plan.

(h) To review perquisites or other personal benefits to the Corporation's executive officers and directors and recommend any changes to the Board.

(i) To consider the results of the most recent stockholder advisory vote on executive compensation as required by Section 14A of the Exchange Act and, to the extent the Compensation Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of executive officer compensation.

(j) To review and discuss with management the Corporation's CD&A to the extent required of the Corporation, and based on that review and discussion, to recommend to the Board that the CD&A be included in the Corporation's annual proxy statement or annual report on Form 10-K, information statement, registration statement or similar document.

(k) To review compensation arrangements for the Corporation's employees to evaluate whether incentive and other forms of pay encourage unnecessary or excessive risk taking, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Company's compensation arrangements

(l) To the extent it deems necessary, review and approve the terms of any compensation "clawback" or similar policy or agreement between the Corporation and the Corporation's executive officers or other employees subject to Section 16 of the Exchange Act.

(m) To prepare the Compensation Committee Report in accordance with the rules and regulations of the SEC for inclusion in the Corporation's annual proxy statement or annual report on Form 10-K to the extent required of the Corporation.

(n) To perform such other functions as assigned by law, the Corporation's charter or bylaws or the Board.

(o) To make all decisions (and the Compensation Committee shall have sole discretion and authority to do so) with respect to any action regarding compensation payable to the Chief Executive Officer or other executive officers of the Corporation that the Compensation Committee intends to

constitute “qualified performance-based compensation” for purposes of section 162(m) of the Internal Revenue Code of 1986, as amended and the Treasury Regulations promulgated thereunder.

B. General Compensation and Employee Benefit Plans

The Compensation Committee shall have the following duties and responsibilities with respect to the Corporation’s general compensation and employee benefit plans, including incentive-compensation and equity-based plans:

(a) To review at least annually the goals and objectives of the Corporation’s general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Compensation Committee deems it appropriate.

(b) To review at least annually the Corporation’s general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Compensation Committee deems it appropriate.

(c) To review all equity-compensation plans to be submitted for stockholder approval under Nasdaq listing standards, and to review and, in the Compensation Committee’s sole discretion, approve all equity-compensation plans that are exempt from such stockholder approval requirement.

(d) To perform such duties and responsibilities as may be assigned to the Board or the Compensation Committee under the terms of any compensation or other employee benefit plan, including any incentive-compensation or equity-based plan.

V. ROLE OF CHIEF EXECUTIVE OFFICER

The Chief Executive Officer may make, and the Compensation Committee may consider, recommendations to the Compensation Committee regarding the Corporation’s compensation and employee benefit plans and practices, including its executive compensation plans, its incentive-compensation and equity-based plans with respect to executive officers other than the Chief Executive Officer and the Corporation’s director compensation arrangements.

VI. DELEGATION OF AUTHORITY

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

VII. EVALUATION OF THE COMPENSATION COMMITTEE

The Compensation Committee shall, no less frequently than annually, evaluate its performance. In conducting this review, the Compensation Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Compensation Committee shall address all matters that the Compensation Committee considers relevant to its performance, including at least the following: the adequacy,

appropriateness and quality of the information and recommendations presented by the Compensation Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Compensation Committee were adequate for the Compensation Committee to complete its work in a thorough and thoughtful manner.

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

VIII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Compensation Committee may conduct or authorize investigations into or studies of matters within the Compensation Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Compensation Committee, the expense of which shall be borne by the Corporation. The Compensation Committee may select a compensation consultant, legal counsel or other adviser to the Compensation Committee only after taking into consideration the following:

- (a) The provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other adviser;
- (b) The amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (c) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (d) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
- (e) Any stock of the Corporation owned by the compensation consultant, legal counsel or other adviser; and
- (f) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Corporation.

The Compensation Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Compensation Committee, other than: (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Corporation, and that is available generally to all salaried employees; or providing information that either is not customized for the Corporation or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Compensation Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other compensation adviser. The Compensation Committee may select or receive advice from any compensation consultant, legal counsel or other compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Nothing herein shall be construed: (i) to require the use or retention of a compensation consultant, legal counsel or other adviser to the Compensation Committee; (ii) to require the Compensation Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Compensation Committee; or (iii) to affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties.

While the members of the Compensation Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Compensation Committee, except to the extent otherwise provided under applicable federal or state law.

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