

EAGLE MATERIALS INC.
Amended and Restated
Audit Committee Charter

1. Purpose.

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Eagle Materials Inc. (the "Company") is to assist the Board in fulfilling its responsibility to oversee: (i) the integrity of the Company's financial statements, (ii) the Company's compliance with legal and regulatory requirements, (iii) the independent auditor's qualifications and independence, and (iv) the performance of the Company's internal audit function and independent auditors.

2. Membership.

The Committee shall consist of at least three persons, all of whom shall be members of the Board. Each member of the Committee shall satisfy the independence requirements set forth in the corporate governance and other listing standards of the New York Stock Exchange (the "NYSE Standards"), the applicable requirements set forth in the Securities Exchange Act of 1934, as amended and the rules adopted by the Securities and Exchange Commission ("SEC") thereunder, as in effect from time to time.

Each member of the Committee shall be "financially literate" within the meaning of the NYSE Standards, as such term is interpreted by the Board in its business judgment (or shall become "financially literate" within a reasonable period of time after appointment to the Committee). In addition, at least one member of the Committee shall have "accounting or related financial management expertise" within the meaning of the NYSE Standards, as such term is interpreted by the Board in its business judgment. Furthermore, unless the Board determines that it is not necessary for an "audit committee financial expert" to serve on the Committee, at least one member of the Committee shall be an "audit committee financial expert" as defined by the SEC.

Unless otherwise determined by the Board, no member of the Committee shall serve as a member of the audit committee of more than two public companies other than the Company.

The Board shall elect the members of the Committee at the Board meeting ("Annual Board Meeting") that is held immediately after the annual meeting of the stockholders of the Company, after considering the recommendations of the Corporate Governance and Nominating Committee of the Board, and each Committee member shall serve until the date of the next Annual Board Meeting, unless he or she resigns, is removed or replaced or otherwise ceases to be a director or a member of the Committee prior to such date, in which event the Board shall appoint another director of the Company to fill the resulting vacancy for his or her unexpired term. Furthermore, if for any reason the Board does not elect the members to the Committee at an Annual Board Meeting, the directors who then comprise the Committee will continue to serve as members of the Committee until the Board takes action to elect new members of the Committee. The Board may remove or replace a member of the Committee at any time.

3. Operation.

The Board shall elect one member of the Committee to act as chairperson of the Committee (the "Chairperson"). Such member shall act as Chairperson until the next Annual Board Meeting unless he or she resigns, is removed or replaced or otherwise ceases to be a director or a member of the Committee prior to such date, in which event the Board shall appoint another member of the Committee to serve as Chairperson for his or her unexpired term. The Chairperson shall preside over all meetings of the Committee. The Board may remove or replace the Chairperson at any time.

A majority of the members shall constitute a quorum, unless the Committee is comprised of an equal number of members, in which case one-half of the members of the Committee shall constitute a quorum. The Committee shall act only on the affirmative vote of a majority of the members at a meeting at which a quorum is present (which may be in person or by telephone) or by unanimous consent.

The Committee shall meet at least four times annually. The Committee may invite such persons in addition to the members of the Committee that it deems appropriate to attend all or part of any meetings. The Committee shall maintain minutes of its meetings and written records of its actions. The Committee shall be authorized to meet, as frequently as it determines is necessary or appropriate, with the Company's director of internal audit, the Company's Chief Financial Officer and the Company's independent auditors in separate executive sessions to discuss any matters that the Chairperson or any other member of the Committee believes should be discussed privately.

To the extent permitted by the NYSE Standards and applicable legal requirements, the Committee may delegate specified duties and responsibilities to a subcommittee created by a vote of a majority of the members of the Committee. Each subcommittee shall have one or more members designated by the Committee, and shall be governed by such procedures as the Committee shall determine from time to time.

The Committee may establish such rules as it determines to be necessary or appropriate to conduct its business, so long as such rules do not contravene the express provisions of this Charter.

4. Duties and Responsibilities.

To fulfill its purposes as described above, the Committee shall have the following duties and responsibilities:

a. ***Independent Accountants.*** The Committee has the authority and direct responsibility for the selection, appointment, compensation, evaluation, retention and oversight of the work of any independent auditors engaged (including resolution of any disagreements between management and the auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attestation services for the Company, and such independent auditors shall report directly to the Committee. Without limiting the foregoing, the Committee's duties and responsibilities shall include:

(i) select, appoint, evaluate, retain, terminate and replace the Company's independent auditors;

(ii) obtain and review, at least annually, a report by the Company's independent auditors describing: (i) the independent auditor's internal quality-control procedures; and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues;

(iii) obtain and review, on a periodic basis, a formal written statement from the independent auditors to the Committee describing all relationships between the auditors and the Company and actively engage in a dialogue with the auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors and recommend that the Board take appropriate action in response to the reports from the auditors to satisfy itself of the auditors' independence;

(iv) review any report made by the Company's independent auditors regarding any critical accounting policies, potential alternative accounting treatments and material written communications between the independent auditors and management;

(v) review with the Company's independent auditors any audit problems or difficulties and management's response;

(vi) resolve any disagreements between management and Company's independent auditors regarding financial reporting; and

(vii) pre-approve all audit engagement fees and terms and pre-approve all non-audit services provided to the Company by its independent auditors in accordance with the Committee's policies and procedures for pre-approving audit and non-audit services.

b. **Complaints.** The Committee shall establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

c. **Other Responsibilities.** The Committee's duties and responsibilities shall also include:

(i) discuss the annual audited financial statements and quarterly financial statements of the Company and other significant financial disclosures with management and the independent auditors of the Company, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and any other matters required to be reviewed under applicable legal, regulatory or NYSE requirements;

- (ii) discuss with management the types of information to be disclosed and the types of presentations to be made in the Company's earnings press releases, as well as in any financial information and earnings guidance provided to analysts and rating agencies;
- (iii) as appropriate, obtain advice and seek assistance from outside legal, accounting or other advisors;
- (iv) review management's internal control report and the independent auditor's attestation related thereto;
- (v) discuss policies with respect to risk assessment and risk management including the guidelines and policies which govern the process by which risk assessment and risk management is undertaken;
- (vi) meet separately, periodically, with management, with internal auditors (or other personnel responsible for the internal audit function) and with independent auditors;
- (vii) prepare the report that is required to be included in the Company's annual proxy statement in accordance with the rules of the SEC with respect to the Company's audited financial statements;
- (viii) set clear policies for the Company's hiring of employees or former employees of the independent auditors;
- (ix) report regularly to the Board on the Committee's activities.

d. ***Certain Limitations.*** It is the responsibility of the Company's management to prepare the Company's consolidated financial statements. The Company's independent auditors are responsible for auditing those financial statements. The Committee's responsibility in this regard is one of oversight and review. The Committee does not provide any expert or other special assurance as to such financial statements. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Corporation's financial statements, or any professional certification as to the independent auditors' work, including with respect to auditor independence. In addition, it is not the responsibility of the Committee to assure compliance with applicable laws or regulations or the Company's policies and procedures. Each member of the Committee shall be entitled to rely on the integrity of people and organizations from whom the Committee receives information and the accuracy of such information, including representations by management and the independent auditors regarding non-audit services provided by the independent auditors.

5. Engagement of Advisers; Funding.

The Committee shall have the authority to engage independent counsel and other advisers, as it determines to be necessary to carry out its duties. The Committee shall have the authority to approve and authorize the payment by the Company of appropriate compensation (i) to any independent auditors engaged for the purpose of rendering or issuing an audit report or

related work or performing other audit, review or attestation services for the Company and (ii) any counsel or other advisers employed by the Committee as provided above.

6. Annual Performance Evaluation of the Committee.

The Committee will annually complete a self-evaluation and will provide a report of that assessment to the Board including any recommended changes to the Committee's charter.