

EAGLE MATERIALS INC.
Amended and Restated Charter of the
Compensation Committee
(formerly known as the Compensation and Stock Option Committee)

1. Purpose.

The primary purpose of the Compensation Committee (the “Committee”) of Eagle Materials Inc. (the “Company”) is to assist the Board of Directors (the “Board”) in discharging its responsibilities relating to compensation of the Company's Chief Executive Officer (the “CEO”) and other senior executives.

Further, the Committee will direct the production of all reports that Securities and Exchange Commission rules require be included in the Company's annual proxy statement regarding executive compensation.

2. Membership.

The Committee shall consist of at least two directors. At the time such requirements become effective for the Company, the members of the Committee shall satisfy the independence requirements set forth in the corporate governance and other listing standards of the New York Stock Exchange as in effect from time to time (the “NYSE Standards”). In addition, each member of the Committee shall be: (a) a "non-employee director" as defined by Rule 16b-3(b)(3) under the Securities Exchange Act of 1934, as amended; and (b) an “outside director” within the meaning of the Internal Revenue Code of 1986, as amended.

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, 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 member of the Committee prior to such date, in which event the Board shall appoint another director to fill the resulting vacancy for his or her unexpired term. Further, if for any reason the Board does not elect the members to the Committee at the 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 of the members of the Committee to act as chairperson of the Committee (the “Chairperson”). Such member shall act as Chairperson until the next Annual Meeting unless prior thereto he or she (a) resigns as Chairperson, (b) is removed or replaced by the Board or (c) ceases to be a director, in which event the Board shall appoint another member of the Committee to serve as Chairperson for the unexpired term. The Chairperson shall be responsible for determining the agenda for each meeting (following consultation with other members of the Committee) and shall preside over all meetings of the Committee. In addition, the Chairperson shall periodically report the Committee's findings and conclusions to the Board.

The majority of the members of the Committee 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 the members present 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 as often as is appropriate but not less than two times annually. The Committee shall maintain minutes of its meetings and written records of its actions.

The Committee may, at its discretion, engage such independent consultants as it deems appropriate. Further, the Committee may invite to all or part of any Committee meeting such representatives of independent consultants and members of management and other persons as the Committee shall deem necessary or appropriate. The Committee shall, when it deems it appropriate, meet with such consultants without any members of management in attendance. The Committee shall have the sole authority to engage, retain and terminate any compensation consultant to be used to assist it in the performance of its duties hereunder, and shall have the authority to approve such consultant's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal counsel, accounting or other advisors.

4. Duties and Responsibilities.

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

- a. In consultation with management, review and make recommendations to the Board as to the Company's general compensation philosophy and structure, including:
 - (i) reviewing on a periodic basis the compensation programs for senior executive officers who are required to make disclosures under Section 16 of the Securities and Exchange Act of 1934 as amended (the "Senior Officers") to determine whether they are properly coordinated and achieving their intended purposes; and
 - (ii) reviewing on a periodic basis all benefit plans sponsored by the Company to determine whether they are properly coordinated and achieving their intended purposes. In addition, the Committee will consider, from time to time, amendments to existing benefit plans and proposals for new benefit plans, and if appropriate, recommend the same for approval to the Board.
- b. Annually review and approve the corporate goals and objectives relevant to the compensation of the CEO of the Company, evaluate the CEO's performance as measured against such goals and objectives and set the annual salary, annual incentive compensation and equity compensation for the CEO based on such evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee should also consider, among other factors it deems appropriate, the Company's performance based on criteria established by the Committee and relative

shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.

c. With the advice of the CEO, after the end of each fiscal year review and approve the annual base salary, annual incentive bonus and equity compensation for Senior Officers of the Company.

d. Administer the Company's compensation plans for which the Committee is named as Plan Administrator (including without limitation the Company's Incentive Plan), including taking action on grants and awards, determinations with respect to achievement of performance goals and other matters provided in the respective plans.

e. On a periodic basis review the compensation of non-employee directors and make such recommendations to the Board as it deems advisable.

f. Recommend to the Board stock ownership guidelines for executive officers and monitor compliance therewith.

g. Report on compensation policies and practices with respect to the Company's Senior Officers as required by SEC rules.

h. Make periodic reports to the Board on the work of the Committee.

i. Take such other action as requested by the Board from time to time.

5. 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.