



## NEWS RELEASE

### **NCI BUILDING SYSTEMS ANNOUNCES SECONDARY OFFERING BY INVESTMENT FUNDS ASSOCIATED WITH CLAYTON DUBILIER & RICE, LLC**

**HOUSTON, TX** – December 11, 2017 – NCI Building Systems, Inc. (NYSE: NCS) (“NCI” or the “Company”) today announced the sale of an aggregate of 7,150,000 shares of NCI’s common stock on an underwritten basis by investment funds associated with Clayton Dubilier & Rice, LLC (the “Selling Stockholders”) to Goldman Sachs & Co. LLC and RBC Capital Markets, LLC, as the underwriters in a registered offering of these shares (the “offering”).

The last reported sale price of NCI’s common stock on December 11, 2017 was \$20.60 per share. Goldman Sachs & Co. LLC and RBC Capital Markets, LLC intend to offer the shares of common stock to the public at a fixed price, which may be changed at any time without notice.

Upon completion of the offering, including the share repurchase described below, the Selling Stockholders will own approximately 34.68% of the outstanding common stock of NCI. The offering is expected to close and settle on December 13, 2017, subject to customary closing conditions. NCI is not selling any shares of common stock in the offering and will not receive any of the proceeds.

In addition, at the Selling Stockholders’ request, subject to the completion of the offering, the underwriters will reserve up to 1,150,000 of the 7,150,000 shares of common stock for repurchase by NCI. The per share purchase price to be paid by NCI will equal the per share purchase price to be paid by the underwriters to the Selling Stockholders in the offering. The underwriters will not receive any compensation for the shares being repurchased by NCI. The Company’s share repurchase is pursuant to its previously announced stock repurchase program. The timing and method of any future repurchases, which will depend on a variety of factors, including market conditions and the Company’s financial condition, are subject to the discretion of the Board of Directors.

A shelf registration statement (including a prospectus) relating to the offering of the common stock has previously been filed with the U.S. Securities and Exchange Commission (the “SEC”) and has become effective. Before investing, interested parties should read the prospectus and other documents filed with the SEC for information about NCI and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, a copy of the prospectus may be obtained from the underwriters at Goldman Sachs & Co. LLC, Attn: Prospectus Department, 200 West Street, New York, NY 10282, telephone:(212) 902-1171, facsimile: 212-902-9316, e-mail: [Prospectus-ny@ny.email.gs.com](mailto:Prospectus-ny@ny.email.gs.com); or RBC Capital Markets, LLC Attention: Equity Syndicate 200 Vesey Street, 8th Floor New York, NY 10281-8098 Email: [equityprospectus@rbccm.com](mailto:equityprospectus@rbccm.com) Phone: 877-822-4089.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

### **Forward Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those expressed or implied by these statements. The words “believe,” “anticipate,” “plan,” “intend,” “foresee,” “guidance,” “potential,” “expect,” “should,” “will,” “continue,” “could,” “estimate,” “forecast,” “goal,” “may,” “objective,” “predict,” “projection,” or similar expressions are intended to identify forward-looking statements (including those contained in certain visual depictions) in this release. These forward-looking statements reflect our current expectations, assumptions and/or beliefs concerning future events. As a result, these forward-looking statements rely on a number of assumptions, forecasts and estimates and, therefore, these forward-looking statements are subject to a number of risks and uncertainties that may cause the Company’s actual performance to differ materially from that projected in such statements. Among the factors that could cause actual results to differ materially include, but are not limited to, the risks outlined in the prospectus supplement related to the offering and in the Company’s other documents filed with the SEC. The Company expressly disclaims any obligation to release publicly any updates or revisions to these forward-looking statements, whether as a result of new information, future events or otherwise.

### **About NCI Building Systems**

NCI Building Systems, Inc. is one of North America’s largest integrated manufacturers and marketers of metal products for the nonresidential construction industry. NCI is comprised of a family of companies operating manufacturing facilities located in the United States, Mexico, Canada and China, with additional sales and distribution offices throughout the United States and Canada.

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