

# **NCI BUILDING SYSTEMS, INC.**

## **Confidential Complaint Procedures for Accounting and Auditing Matters**

As a publicly traded company, NCI Building Systems, Inc. and its affiliated entities (collectively, "NCI" or the "Company") have a responsibility to conduct their affairs ethically and in compliance with applicable laws and regulations. Part of how NCI demonstrates accountability for its conduct is having a mechanism in place for employees to report illegal or improper actions relating to, among other things, accounting, auditing as well as other misconduct in the workplace. This policy describes how such illegal or improper activities can be reported and how such reports will be handled.

### **TO REPORT ACCOUNTING AND AUDITING MATTERS**

Any employee of the Company may submit a good faith complaint regarding accounting or auditing matters to the management of the Company without fear of dismissal or retaliation of any kind. The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. The Audit Committee of the Board of Directors of the Company will oversee treatment of employee concerns in this area.

In order to facilitate the reporting of employee complaints, the Company's Audit Committee has established the following procedures for (i) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters ("Accounting Matters"), and (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

#### **1. Receipt of Employee Complaints.**

a. Employees with concerns regarding Accounting Matters may report their concerns in a confidential manner to Norman C. Chambers, (Chairman of the Board, President and CEO), Mark Johnson, (Chief Financial Officer), Todd Moore, (General Counsel) or Laura Santiago, (Internal Auditor), at 281-897-7788 or 1-888-624-8678.

b. Alternatively, if the employee chooses, an employee may forward complaints on a confidential/anonymous basis through a hotline or via Internet to:

**NCI BUILDING SYSTEMS-CONFIDENTIAL EMPLOYEE HOLINE**  
**c/o EthicsPoint**  
<http://www.ethicspoint.com/>  
**1-866-ETHICSP (1-866-384-4277)**

Any and all complaints received through the NCI Confidential Employee Hotline will be forwarded **in a confidential format** to the Chairman of the Board, Chairman of the Audit Committee, Chief Financial Officer, General Counsel and/or Internal Auditor for review and investigation.

#### **2. Scope of Matters Covered by These Procedures.**

These procedures relate to employee complaints relating to any questionable accounting or auditing matters, including, without limitation, the following:

- a. Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- b. Fraud or deliberate error in the recording and maintaining of financial records of the Company;
- c. Deficiencies in or noncompliance with the Company's internal accounting controls;
- d. Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- e. Deviation from full and fair reporting of the Company's financial condition; or
- f. Deviation from generally accepted accounting principles (GAAP).

**3. Treatment of Complaints.**

- a. Upon receipt of a complaint, the Company will (i) determine the seriousness and validity of the claim, and (ii) when possible, acknowledge receipt of the complaint to the sender.
- b. Complaints relating to Accounting Matters will be reviewed under Audit Committee direction and oversight by the Chairman of the Board, Chief Financial Officer and General Counsel, Internal Audit or such other persons as the Audit Committee determines to be appropriate under the circumstances. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.
- c. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.
- d. The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding Accounting Matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

**4. Reporting and Retention of Complaints and Investigations.**

The Company will maintain a log of all complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof for the Audit Committee. Copies of complaints and such log will be maintained in accordance with the Company's document retention policy.

<b><i>Via Public Internet</i></b>	<b><i>Toll-Free Phone</i></b>
From any computer having Internet access (home, public library, neighbor, etc.), go to <a href="http://www.ethicspoint.com">www.ethicspoint.com</a> and click on "File a Report".	Call <b>Ethicspoint's</b> toll-free hotline at <b>1-866-ETHICSP (1-866-384-4277)</b> . A compliance specialist will assist you in entering your report into the <b>Ethicspoint</b> system.

**Complete a Report:** Following the on-screen or compliance specialist's instructions please complete a report, being as thorough as you can.

1. Specify what kind of report you'd like to make from the available choices.

2. Please read or listen to the anonymity information very carefully. It helps to ensure that you do not compromise your identity during the reporting process. Click on or say "I agree."

3. You will now complete the report, providing information about the incident, including:

**Who:** persons engaged in the incident, including titles;

**What:** what specifically occurred;

**Where:** the location of the incident; and

**When:** the time and duration of the incident.

4. Next, you will be asked to create a password. Then the Ethicspoint system will generate an identification code called a "Report Key." Write them both down, and keep them in a safe place. You will need them to follow-up later, or if you ever want to review or amend your report.

**Follow-Up 2 Days Later:** Two business days after you complete your report, please return to the Ethicspoint system to see if the company has any follow-up questions or requests.

1. Reconnect with the Ethicspoint system using any of the channels of communication: **Public Internet or Toll-Free Phone.**

2. This time click on (or ask to perform) a Follow-Up.

3. Provide your Report Key and Password.

4. You can now elect to review report details, respond to questions, and add information.

a. To review your report, just click "Review Report Details" or ask the compliance specialist.

b. You will be told if your company has entered questions about your report. Answer the questions verbally or by typing in the question boxes and click "Submit".

c. You can add information to the report verbally or by using the "Submit New Information" box.