

# **NCI BUILDING SYSTEMS, INC.**

## **Executive Committee Charter**

**Amended and Restated October 20, 2009**

### **Organization**

There shall be a permanent committee of the Board of Directors (the "Board") known as the Executive Committee (the "Committee"). The Committee shall be composed of three or more directors. The chairperson of the Committee shall be designated in accordance with the Stockholders Agreement, dated as of October 20, 2009, by and among the Company and certain of its stockholders, as the same may be amended or waived from time to time (the "Stockholders Agreement"), if then in effect. If the Stockholders Agreement is not in effect or if it does not provide for the designation of the chairperson of the Committee, the Chief Executive Officer shall serve as the chairperson of the Committee.

The composition of the Committee shall be in accordance with the terms of the Stockholders Agreement, if then in effect. The members of the Committee shall be appointed in accordance with the Stockholders Agreement, if then in effect, and shall serve until their successors are elected or appointed. Members of the Committee may be removed at any time without cause by the affirmative vote of a majority of the Board in accordance with the Stockholders Agreement, if then in effect. Vacancies resulting from resignation or removal shall be filled in accordance with the Stockholders Agreement, if then in effect.

### **Meetings**

The Committee shall meet as often as it determines during intervals between Board meetings. The Chairman of the Committee or any two members of the Committee may call meetings of the Committee. Meetings of the Committee may be held telephonically, and any member may participate in any meeting telephonically. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or meet with any members of, or consultants to, the Committee.

### **Committee Authority and Responsibilities**

During the intervals between Board meetings, the Committee shall, except as otherwise provided by the By-Laws, the Stockholders Agreement, if then in effect, and Delaware corporate law, have and may exercise all the powers and authority of the Board in the management of the Company's business.

Notwithstanding the foregoing, neither the Committee nor any delegate thereof shall have authority to act upon, approve or declare (i) an amendment to the Company's charter or the By-Laws; or (ii) a dissolution, or revocation of a dissolution, of the Company.