

## **NCI BUILDING SYSTEMS, INC.**

### **Nominating and Corporate Governance Committee Charter**

**Amended and Restated November 20, 2014**

#### **Organization**

There shall be a permanent committee of the Board of Directors (the “Board”) known as the Nominating and Corporate Governance Committee (the “Committee”).

The composition of the Committee shall be in accordance with the terms of the Stockholders Agreement, dated as of October 20, 2009, by and among NCI Building Systems, Inc. (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. 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 then-applicable terms, if any, of the Stockholders Agreement, if then in effect; and vacancies resulting from resignation or removal shall be filled in accordance with the then-applicable terms, if any, of the Stockholders Agreement, if then in effect. The Board shall designate a chairperson for the Committee.

#### **Meetings**

The Committee shall meet as often as it determines, but not less than twice a year. The Chairman of the Committee, any two members of the Committee or, at the request of any Committee member, the Chairman of the Board, 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, and may meet periodically in separate executive sessions and with or without management personnel present at the meeting.

#### **Membership**

The Committee shall be composed of three or more directors. The membership of the committee shall satisfy any applicable independence and experience requirements of the Securities and Exchange Committee (the “SEC”) or other regulatory body and the New York Stock Exchange (the “NYSE”) to which the Company is subject;

however, during the period in which the Company is a “controlled company” under the NYSE’s listing standards, the independence requirements shall not apply to membership on the Committee. At such time as the Company ceases to be qualified as a “controlled company” under the rules of the NYSE, each member of the Committee shall satisfy director independence requirements of the NYSE, subject to any applicable transition rules.

### **Purposes of the Committee**

The Committee shall provide assistance to the Board in fulfilling its responsibilities relating to corporate governance of the Company and the quality and integrity of members of the Board and its committees and fulfilling its obligations under the Stockholders Agreement, if then in effect. In particular, the Committee shall, subject to and in accordance with the then-applicable terms, if any, of the Stockholders Agreement, if then in effect:

- (1) Identify and recommend to the Board, or assist in the identification of, individuals qualified to serve as directors of the Company and on committees of the Board;
- (2) Recommend to the Board the director nominees for each annual or special meeting of stockholders held for the purpose of electing directors;
- (3) Advise the Board with respect to Board composition, procedures and committees;
- (4) Develop, recommend, maintain and advise the Board with respect to the corporate governance guidelines applicable to the Company and monitor compliance with those guidelines;
- (5) Formulate and oversee and monitor succession plans for the Chief Executive Officer and other senior managers of the Company;
- (6) Oversee the evaluation and review of Board and management performance.

### **Committee Authority and Responsibilities**

Subject to the then-applicable terms, if any, of the Stockholders Agreement, if then in effect, the Committee shall have the overall responsibility for reviewing and evaluating the credentials, composition and performance of the Board, evaluating and implementing standards and guidelines for the governance of the Company, including succession plans, and monitoring compliance with those standards and guidelines.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain, set the compensation and other terms of engagement of and terminate the retention of independent legal, accounting or other advisors or consultants. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee.

The Committee shall make regular reports to the Board. The Committee shall review and reassess the adequacy of this Charter annually and, if appropriate, recommend any proposed changes to the Board for approval. The Committee shall annually review and evaluate the Committee's own performance. The Committee shall conduct such review and evaluation in such manner as it deems appropriate and report the results of its review and evaluation to the entire Board.

In carrying out its responsibilities, the Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by (i) officers and other employees of the Company or its subsidiaries whom such member believes to be reliable and competent in the matters presented, and (ii) counsel, public accountants, consultants or other persons with respect to matters that the member believes to be within the professional competence of such person.

In carrying out its responsibilities, the Committee's policies and procedures will remain flexible, to best react to changing conditions and to ensure to the Board and stockholders that the corporate governance practices and the Board membership of the Company are in accordance with all requirements and are of the highest quality.

In carrying out these responsibilities, the Committee shall, to the extent it deems necessary or appropriate, subject to the then-applicable terms, if any, of the Stockholders Agreement, if then in effect:

#### Board Candidates and Nominees

1. Identify and evaluate the suitability of potential director nominees other than (x) the Investor Nominees (as defined in the Stockholders Agreement) and (y) the nominees to be Unaffiliated Shareholder Directors (as defined in the Stockholders Agreement).
2. Recommend to the Board the director nominees (other than (x) the Investor Nominees and (y) the nominees to be Unaffiliated Shareholder Directors) for election by the stockholders at each annual or special meeting of stockholders at which directors (other than Investor Directors (as defined in the Stockholders Agreement) and Unaffiliated Shareholder Directors) are to be elected, or for appointment by the Board to fill

vacancies (other than vacancies to be filled by Investor Directors or Unaffiliated Shareholder Directors pursuant to and in accordance with the Stockholders Agreement, if then in effect) created on the Board, as the case may be, which nominees or appointees shall meet substantially all of the criteria adopted by the Board in connection with the Company's Corporate Governance Guidelines.

3. During the Investor Rights Period (as defined in the Stockholders Agreement), recommend to the Board for election by the stockholders at each applicable annual or special meeting of stockholders held for the purpose of electing directors, or for appointment by the Board to fill vacancies created on the Board, as the case may be, the Investor Director Nominees pursuant to and in accordance with Section 3.1(b) of the Stockholders Agreement, if then in effect.
4. During the Investor Rights Period (as defined in the Stockholders Agreement), for so long as the Unaffiliated Shareholders' Voting Interest (each as defined in the Stockholders Agreement) is equal to or greater than 5%, (i) assist the Unaffiliated Shareholder Director(s), the Independent Non-Investor Directors (as defined in the Stockholders Agreement) or the Independent Directors (as defined in the Stockholders Agreement), as applicable, with their identification and evaluation of potential nominees to be Unaffiliated Shareholder Directors and (ii) recommend to the Board for election by the stockholders at each applicable annual or special meeting of stockholders held for the purpose of electing directors, or for appointment by the Board to fill vacancies created on the Board, as the case may be, the nominees for Unaffiliated Shareholder Directors, in each of clauses (i) and (ii), pursuant to and in accordance with Section 3.1(c) of the Stockholders Agreement, if then in effect.
5. Subject to the then-applicable terms, if any, of the Stockholders Agreement, if then in effect, review the suitability of each Board member for continued service as a director when his or her term expires or when he or she has a significant change in status, including but not limited to an employment change, and recommend whether or not the director should be re-nominated.
6. From time to time as the Committee deems necessary, engage an executive recruiting or search firm to recommend persons to the Committee for nomination to the Board. The Committee shall have the sole authority to retain and terminate any such firm and to approve the terms of its retention, including its fees.

7. Review and evaluate the nature of and time involved in any director's, or potential director's, service on other boards of directors when determining his or her suitability to serve on the Company's Board or one of its committees.

#### Board Composition and Procedures

8. Review annually with the Board the composition of the Board as a whole and, subject to the Stockholders Agreement, if then in effect, recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, requisite skills, expertise, characteristics and diversity required for the Board as a whole.
9. Evaluate annually whether the directors participating on the Audit Committee, Compensation Committee and Board qualify as independent under applicable federal securities and tax laws and NYSE requirements. For purposes of disclosure under Item 407 of SEC Regulation S-K, establish and review periodically procedures for documentation of any transaction, relationship or arrangement that the Committee considers in determining the independence of a director.
10. Establish policies and procedures with respect to related party transactions and review the terms of such related party transactions in accordance with such policies and procedures and the Code of Business Conduct and Ethics and the Stockholders Agreement, if then in effect, to ensure that any such transactions are in, or are not inconsistent with, the best interests of the Company and its stockholders.
11. Review periodically the size of the Board and, subject to the Stockholders Agreement, if then in effect, recommend to the Board any appropriate changes.
12. Make recommendations on the frequency and structure of Board meetings.
13. Make recommendations regarding the self-evaluation for the Board, its committees and management, and provide the oversight for such process.

#### Board Committees

14. Subject to the then-applicable terms, if any, of the Stockholders Agreement, if then in effect, make recommendations to the Board regarding the size and composition of each standing committee, including the Committee, of the Board, including the identification of individuals

qualified to serve as members of a committee and recommendation of individual directors to fill any vacancy that might occur on a committee.

15. Monitor the functioning of the committees of the Board and, subject to the then-applicable terms, if any, of the Stockholders Agreement, if then in effect, make recommendations for any changes, including the creation and elimination of committees,
16. Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

#### Officers and Succession

17. Advise the Board concerning the slate of candidates to serve as officers of the Company, and conduct such investigation of such candidates as the Committee deems appropriate.
18. Oversee the Company's planning activities for succession in the ordinary course of business and contingency planning in case of unexpected events.
19. Review, at least annually, the succession plans relating to the positions of Chairman of the Board, Chief Executive Officer, Chief Operating Officer and Chief Financial Officer.
20. The Chairman of the Committee shall chair any session of the Board called for the purpose of discussing succession issues.

#### Corporate Governance

21. Develop Corporate Governance Guidelines and a Code of Business Conduct and Ethics for directors, officers and employees of the Company, and recommend their adoption to the Board.
22. Annually review the Corporate Governance Guidelines and the Code of Business Conduct and Ethics to ensure that they are appropriate for the Company and comply with the requirements of the NYSE and any other applicable laws and regulations, and recommend changes to the Board as needed.
23. Monitor compliance with the Corporate Governance Guidelines and the Code of Business Conduct and Ethics and involve the Audit Committee

and Compensation Committee if matters arise under the Corporate Governance Guidelines and/or the Code of Business Conduct and Ethics that relate to matters for which those committees have responsibility.

24. Oversee and have responsibility for the Board's orientation process for new directors and continuing education program for directors.
25. Advise the Board as to whether a director has a conflict of interest with respect to any issues and determine whether such director should vote on any such issue.
26. Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

#### General

27. Have and exercise such other powers, authority and responsibilities as may be determined by the Board.

All nominations, elections and appointments of director nominees and committee members shall be made in accordance with the then-applicable terms, if any, of the Stockholders Agreement, if then in effect.

The responsibilities and duties set forth above are meant to serve as a guide, with the understanding that the Committee may diverge from the specific duties enumerated as necessary or appropriate given the facts and circumstances. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee.