
QUANEX BUILDING PRODUCTS CORPORATION
BOARD OF DIRECTORS
NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

NAME

The Board of Directors (the “Board”) of Quanex Building Products Corporation (the “Company”) shall establish a Nominating & Corporate Governance Committee (the “Committee”).

PURPOSE

The Committee shall (a) develop, recommend and annually review a set of corporate governance principles in the form of corporate governance guidelines for the Company; (b) identify and recommend to the Board qualified individuals to fill Board vacancies during the intervals between Annual Meetings of shareholders; (c) identify and recommend to the Board the qualified director nominees for election or re-election for the next Annual Meeting of Shareholders; (d) review annually and confirm with the Board the Company’s programs relating to monitoring compliance with the Company’s Code of Business Conduct & Ethics, and compliance with the laws, regulations and policies regarding environmental stewardship; (e) review all proposed changes to the Charters of the Committees of the Board; and (f) oversee the evaluation of the Board and management.

COMMITTEE
PROCEDURE

1. The Committee shall be composed of no fewer than three members, who, together with the Chair of the Committee, shall be elected by vote of a majority of the Board based on recommendations made by the Committee. The members shall serve until their successors are appointed. A member of the Committee may be removed at any time with or without cause by action of the Board.
2. The membership of the Committee shall meet the independence requirements of applicable laws and the New York Stock Exchange, and shall meet the definitions of “non-employee director” under Rule 16b-3 of the Securities Exchange Act of 1934, and “outside director” under Section 162(m) of the Internal Revenue Code of 1986.
3. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
4. The Committee shall annually review its own performance.
5. The Committee may form and delegate duties to subcommittees when appropriate.

BOARD
EFFECTIVENESS

6. The Committee shall, at least annually and more often to the extent necessary or advisable, oversee the determination by the Board with respect to the independence of each Board member to assure that at all times at least a majority of all directors are independent within the requirements of the rules and regulations of the New York Stock Exchange and Securities and Exchange Commission.

7. As and when it deems necessary, the Committee shall study and review with management the overall effectiveness of the organization of the Board and the conduct of its business, and make recommendations to the Board, as appropriate.
8. As and when it deems necessary, the Committee shall review the appropriateness and adequacy of information supplied to directors prior to and during Board meetings.
9. The Committee shall evaluate annually the Board Self-Assessment.
10. As and when it deems necessary, the Committee shall consider the overall relationship of directors with management.

DIRECTOR
NOMINATION,
ELECTION &
COMPENSATION

11. The Committee shall review director classes each year and recommend directors to the Board for election or re-election.
12. The Committee, as it deems appropriate, shall develop and maintain qualification criteria and procedures for the identification and recruitment of candidates for election to serve as directors of the Company. In identifying and recruiting candidates for election to serve as directors, the Committee shall consider factors that are in the best interests of the Company, including the knowledge, experience, integrity, and judgment of each candidate; the potential contribution of each candidate based on the backgrounds, experience, and competencies which the Board desires to have represented; and each candidate's ability to devote sufficient time and effort to his or her duties as a director.
13. The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates, and to approve the search firm's fees and other retention terms.
14. The Committee shall consider nominees for director recommended by stockholders of the Company, provided such recommendations are addressed to the chairman of the Committee at the Company's principal executive office and received by the Chairman of the Committee in accordance with the time limits set forth in the Company's Bylaws.
15. The Committee shall review and recommend for Board approval the form and amount of non-employee director compensation including cash, equity-based awards, and other director compensation.
16. As and when it deems necessary, the Committee may at its discretion, consult with appropriate advisers to determine appropriate levels of non-employee director compensation based on market analysis and peer company non-employee director compensation.

BUSINESS
CONDUCT
OVERSIGHT

17. The Committee shall annually review and reassess the adequacy of the Corporate Governance Guidelines and the Company's Code of Business Conduct & Ethics, and recommend any proposed changes to the Board for approval.
18. The Committee shall consider any requests for waivers from the Company's Code of Business Conduct & Ethics and assure that the Company makes disclosure of such waivers as may be required by the New York Stock

Exchange and regulations of the Securities and Exchange Commission.

19. The Committee shall review annually and report to the Board with respect to the Company's program relating to monitoring compliance with applicable laws relating to health, safety and the environment.
20. The Committee shall review annually and report to the Board with respect to the Company's program relating to monitoring compliance with the Company's Code of Business Conduct.
21. In performing the review of environmental compliance, the Committee recognizes that management and outside experts have more time, knowledge, and detailed information concerning the Company than do Committee members. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to conduct health, safety or environmental audits and investigations, or to assure compliance with laws and regulations and the Company's policies.
22. The Committee shall approve in advance any financial arrangement, transaction or relationship (such as indebtedness), or series of related transactions within a fiscal year with any "related party" where the Company is a direct or indirect participant and the amount involved is \$100,000 or more. Further, the Committee shall approve in advance any charitable contribution made on behalf of a related party or to an organization where a related party is an officer or director, if the amount involved is \$10,000 or more within a fiscal year, and the Company is a direct or indirect participant. Notwithstanding the preceding provisions, purchases (consistent with the Company's normal procurement policies and procedures) or sales of goods and services contracted for by the Company in the normal course of business, even if the amount is in excess of \$100,000 within a fiscal year, need not be pre-approved, except for transactions involving, in the aggregate, an amount which, in any of the past three fiscal years, exceed the greater of \$1 million, or 2% of consolidate gross revenues of either the Company or the other party. For purposes of this pre-approval requirement, a "related party" means a Director (or Director nominee), a family member of a Director or an organization in which the Director or a family member serves as a director, executive officer, holder of 5% or more of the outstanding shares or any other equity interests, and "family member" means a spouse, parent, child, sibling, stepchild, stepparent, mother-, father-, son-, daughter-, brother, or sister-in-law, or any other person living with a Director (except tenants and household employees).
23. The Committee shall report to the Board at the Board meeting following a meeting of the Committee on all significant matters addressed by the Committee.