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. The Committee shall annually evaluate the Company's board leadership structure.

9. 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.

10. The Committee shall evaluate annually the Board Self-Assessment.

11. As and when it deems necessary, the Committee shall consider the overall relationship of directors with management.

Director Nomination, Election & Compensation

12. The Committee shall review director classes each year and recommend directors to the Board for election or re-election.

13. 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 and that are required to be reviewed by law, including the knowledge, experience, qualifications, integrity, attributes, skills, 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.

14. 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.

15. 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. In addition, the Committee shall review any stockholder proposals seeking the adoption of stockholder access structures and recommend to the board whether to include such proposals in the Company's proxy materials, engage with the submitting stockholders to get the stockholders to withdraw such proposals, or seek a no-action letter with respect to such proposals.

16. 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.

17. 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.

18. 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.

19. The Committee shall ensure that the Company's overall governance program remains current and in full compliance all applicable regulations and listing requirements.

20. 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.

21. 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.

22. 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.

23. 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.

24. The Committee shall approve in advance any financial arrangement, transaction or relationship (including indebtedness or guarantees of indebtedness), or series of similar transactions within a fiscal year, in which (1) the Company is a participant, (2) any "related party" has a direct or indirect material interest, and (3) 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. For purposes of this pre-approval requirement, a "related party" means (a) a Director or Director nominee, (b) an executive officer, (c) a holder of 5% or more of the outstanding shares or any other equity interests of the Company (a "5% Holder") (d) an immediate family member of a Director, Director nominee, executive officer, or 5% Holder, or (e) an organization in which the Director, executive officer, or a family member serves as an executive officer or holds more than a ten percent equity interest. The term "immediate family member" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of a Director, Director nominee, executive officer, or 5% Holder, or any other person sharing the household of a Director, Director nominee, executive officer, or 5% Holder (except tenants and employees).

    Notwithstanding the preceding provisions, no pre-approval by the Committee is required in the following circumstances:

    - For transactions involving indebtedness, no pre-approval is required for purchases of goods and services subject to usual trade terms, or ordinary business travel and expense payments, or for other transactions in the ordinary course of business, even if the amount is in excess of $100,000 within a fiscal year.

- No pre-approval is required for transactions between the Company and any company with which a related person's only relationship is solely as a director or equity owner of less than ten percent (10%) of such company, even if the amount involved in the transaction(s) is in excess of $100,000.

- No pre approval is required for any transaction involving a related party where the rates or charges involved are determined by competitive bids.

25. 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.