
Quanex Building Products Corporation Board of Directors Compensation & Management Development Committee Charter

NAME

The Board of Directors (the “Board”) of Quanex Building Products Corporation (the “Company”) shall establish a Compensation & Management Development Committee (the “Committee”).

PURPOSE

The Committee shall: (a) discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (the “CEO”) corporate officers, and the president of each business group (“the key executives”) in accordance with the Company’s “pay for performance” philosophy; (b) fulfill its responsibilities to the Board relating to the performance, development and succession planning for the CEO and officers; and (c) approve an annual report on executive compensation for inclusion in the Company’s proxy statement in accordance with applicable rules and regulations.

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 a vote of a majority of the Board based on recommendations made by the Nominating & Corporate Governance 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 and 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 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 it is appropriate.

MANAGEMENT DEVELOPMENT

6. The Committee shall meet annually with the CEO to develop the CEO’s performance goals and objectives, and shall submit these to the full board for review and approval.
7. The Committee shall meet annually with the CEO to discuss the CEO’s performance under the goals and objectives that were developed for the previous year. The Committee shall then review with the full board its and the CEO’s respective evaluations of the CEO’s performance, and shall incorporate the input of the full board into a final performance evaluation of the CEO.
8. The Committee shall annually review with the CEO the performance of corporate officers and key executives.
9. The Committee may, at its discretion, review the structural organization of the Company and assist the CEO in developing recommendations for the

selection of senior management personnel and their replacement successors.

10. The Committee shall confer upon, and develop for consideration of the full Board, a recommendation of one or more candidates for CEO in the event the position becomes or is about to become vacant.
11. The Committee shall review the adequacy of the management development program and the succession planning processes to assure a capable cadre of talent to support the senior managerial needs of the Company.

COMPENSATION OVERSIGHT

12. The Committee shall review and approve all employment agreements for the CEO and officers, as applicable including change in control agreements.
13. The Committee shall have the authority to retain, terminate, and approve fees and other retention terms for any compensation consultant to be used to assist in the evaluation of CEO and officer compensation.
14. The Committee shall review and approve the Company's overall total compensation policy, including compensation philosophy and strategy, short- and long-term incentive plans and programs (including equity based plans, stock ownership plans, and retirement benefits) and perquisite programs for the CEO, corporate officers and key executives.
15. The Committee shall annually review the total compensation of the CEO, corporate officers and key executives relative to the compensation of similar executive positions and the performance of comparable general industry and peer companies.
16. The committee shall annually establish the total compensation paid to officers and key executives of the Company, including base, annual incentive, equity grants, and long-term incentives.
17. The Committee shall review and approve the perquisites, executive benefits and other remuneration of the CEO, officers and key employees.
18. The Committee shall review, approve, administer, interpret, and adopt rules and amendments to the Company's equity, incentive, and executive benefit plans.
19. The Committee shall annually review the potential impact of any severance, termination and/or change in control agreements.
20. The Committee shall periodically review the competitiveness of the retirement plans of the Company.
21. The Committee shall approve the report of the Compensation & Management Development Committee to be included in the Company's Proxy Statement to be mailed in connection with meetings of stockholders of the Company.
22. The Committee shall review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on form 10-K by the rules and regulations of the Securities and Exchange Commission and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
23. The Committee shall review and approve any severance agreement/arrangement for the officers.
24. The Committee shall review and recommend to the full board for approval any employment agreement, termination or severance arrangement for the CEO.

REPORT
TO BOARD

25. The Committee shall report to the Board at the Board meeting next following a meeting of the Committee on all significant matters addressed by the Committee.