

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

NAME

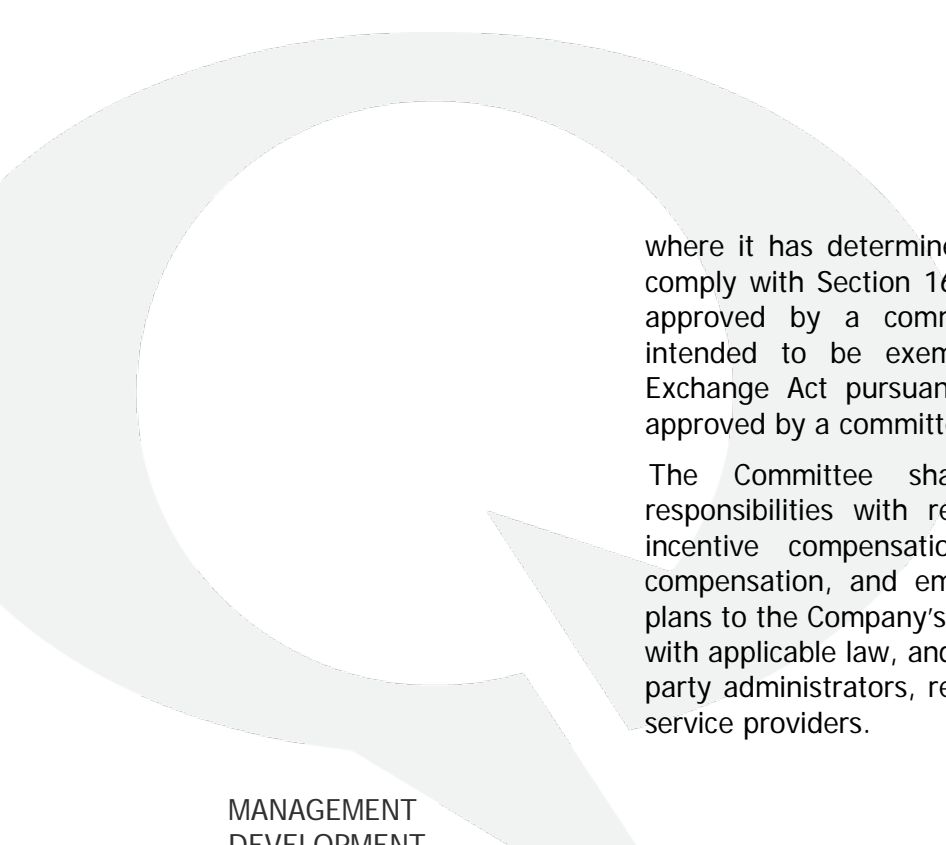
The Board of Directors (the "Board") of Quanex Building Products Corporation (the "Company") shall establish a Compensation & Management Development Committee (the "Committee").

PURPOSE

The Committee shall: (a) discharge the Board's responsibilities relating to compensation of (i) the Company's Chief Executive Officer (the "CEO") and (ii) the Company's corporate officers and the general manager of each business group (the "key executives"), each 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 key executives; and (c) prepare 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, including a chairperson, each of whom 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 eligibility and 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 (the "Code").
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, except that it shall not delegate its responsibilities for any compensation matters

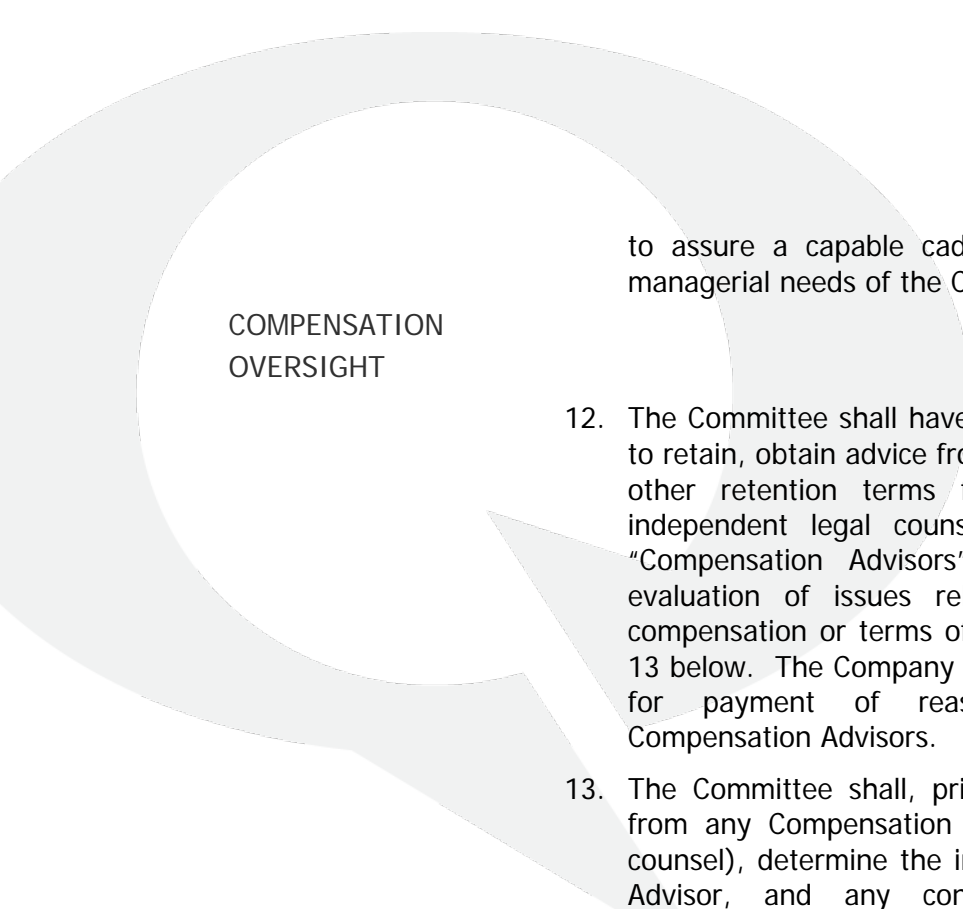


where it has determined such compensation is intended to comply with Section 162(m) of the Code by virtue of being approved by a committee of “outside directors” or is intended to be exempt from Section 16(b) under the Exchange Act pursuant to Rule 16b-3 by virtue of being approved by a committee of “non-employee directors.”.

The Committee shall be entitled to delegate its responsibilities with respect to the administration of the incentive compensation, equity compensation, deferred compensation, and employee pension and welfare benefit plans to the Company’s officers and employees, as consistent with applicable law, and may also utilize the services of third-party administrators, record keepers, consultants, and other service providers.

MANAGEMENT
DEVELOPMENT

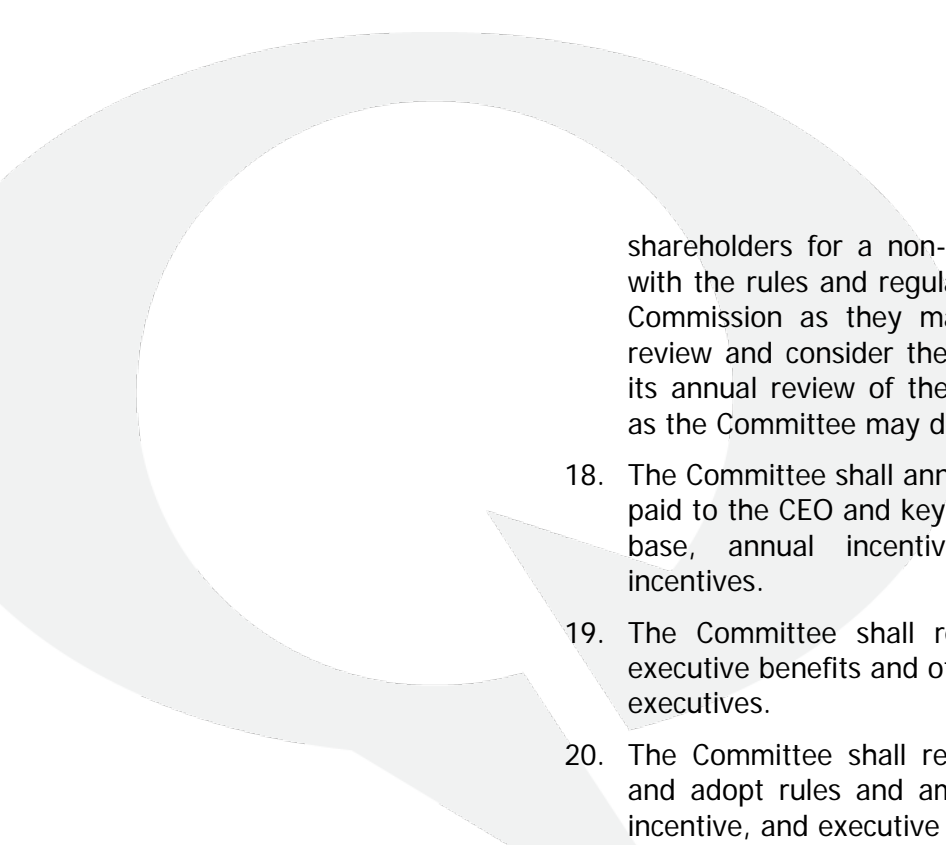
6. The Committee shall meet annually with the CEO to develop the CEO’s performance goals and objectives, and shall submit these to the full Board for review and approval.
7. The Committee shall meet annually with the CEO to discuss the CEO’s performance under the goals and objectives that were developed 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 and approve as a Committee the corporate goals and objectives relevant to each key executive’s compensation, and shall evaluate each key executive’s performance in light of these goals and objectives. The Committee shall review the procedures for evaluation of the key executives and shall review the results of such evaluations on an annual basis.
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 key executives 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



COMPENSATION
OVERSIGHT

to assure a capable cadre of talent to support the senior managerial needs of the Company.

12. The Committee shall have the authority, in its sole discretion, to retain, obtain advice from, terminate, and approve fees and other retention terms for any compensation consultant, independent legal counsel or other advisors (collectively, "Compensation Advisors") to be used to assist in the evaluation of issues related to CEO and key executive compensation or terms of employment, subject to paragraph 13 below. The Company shall provide for appropriate funding for payment of reasonable compensation to such Compensation Advisors.
13. The Committee shall, prior to retaining or obtaining advice from any Compensation Advisor (other than in-house legal counsel), determine the independence of each Compensation Advisor, and any conflicts of interest involving any Compensation Advisor, each as set forth in the rules and regulations of the New York Stock Exchange and Securities and Exchange Commission.
14. The Committee shall review and approve the Company's overall executive total compensation policy, including compensation philosophy and strategy, short- and long-term incentive plans and programs (including equity based plans, stock ownership guidelines, and retirement benefits) and perquisite programs for the CEO and key executives. This review shall include an analysis of the Company's compensation policies and practices to help ensure (a) that they do not encourage employees to take excessive risks and (b) that no compensation policies or practices are reasonably likely to have a material adverse effect on the Company.
15. The Committee shall annually review the total compensation of the CEO and key executives relative to the compensation of similar executive positions and the performance of comparable general industry and peer companies.
16. At least once every six years, the Committee shall ensure that the Company's shareholders are given an opportunity to provide an advisory vote on the frequency by which the Company will seek future advisory votes on the Company's compensation programs.
17. The Committee shall, on the frequency established by advisory shareholder vote from time to time, (a) ensure that compensation issues are presented to the Company's



shareholders for a non-binding advisory vote, in accordance with the rules and regulations of the Securities and Exchange Commission as they may exist from time to time and (b) review and consider the results of any such advisory vote in its annual review of the Company's compensation programs, as the Committee may deem appropriate in its sole discretion.

18. The Committee shall annually establish the total compensation paid to the CEO and key executives of the Company, including base, annual incentive, equity grants, and long-term incentives.
19. The Committee shall review and approve the perquisites, executive benefits and other remuneration of the CEO and key executives.
20. The Committee shall review, approve, administer, interpret, and adopt rules and amendments to the Company's equity, incentive, and executive benefit plans.
21. The Committee shall prepare 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 the terms of any employment, severance, or change in control agreement or arrangement, or any amendments thereto, for the Company's corporate officers.
24. The Committee shall review and recommend to the full board for approval any employment, severance, or change in control agreement or arrangement, or any amendments thereto, for the CEO.
25. The Committee shall establish, or recommend to the Board, stock ownership guidelines for key executives and the CEO and monitor compliance with such guidelines. The Committee shall establish, or recommend to the Board, policies with respect to hedging and pledging of Company stock and recoupment of compensation.
26. The Committee shall advise the Board on management proposals to shareholders related to executive compensation

matters, including advisory votes on executive compensation and the frequency of such votes, and proposals received from shareholders on executive compensation matters. The Committee shall review the results of such votes and consider any implications in connection with the Committee's ongoing determinations and recommendations regarding the Company's executive compensation policies and practices.

REPORT TO BOARD;
OTHER DUTIES

27. 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 and any and all other compensation matters which should appropriately be brought to the Board's attention.
28. The Committee shall perform any other activities required by applicable law, rules or regulations, including the rules of the Securities and Exchange Commission and any exchange or market on which the Company's capital stock is traded, and perform other activities that are consistent with this Charter, the Company's certificate of incorporation and bylaws, and governing laws, as the Committee or the Board deems necessary or appropriate. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.
29. 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. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee may adopt such additional procedures and standards as it deems necessary or advisable from time to time to fulfill its responsibilities or comply with applicable laws, rules or regulations. In addition, the Committee may amend any procedures or standards set forth in this Charter as it deems necessary from time to time to comply with applicable laws, rules or regulations. This Charter, and any amendments thereto, shall be displayed on the Company's web site and a printed copy of such shall be made available to any shareholder of the Company who requests it.