
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

March 4, 2016
(Date of earliest event reported)

QUANEX BUILDING PRODUCTS CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
**(State or other jurisdiction
of incorporation)**

1-33913
**(Commission
File Number)**

26-1561397
**(IRS Employer
Identification No.)**

1800 West Loop South, Suite 1500,
Houston, Texas
(Address of principal executive offices)

77027
(Zip Code)

Registrant's telephone number, including area code: 713-961-4600

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 2.02. Results of Operations and Financial Condition.

On March 7, 2016, Quanex Building Products Corporation (the “Registrant”) issued a press release announcing its results of operations and financial condition for the fiscal quarter ended January 31, 2016. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws*Amendments to Certificate of Incorporation*

As disclosed on the Registrant’s Current Report on Form 8-K as filed with the Securities and Exchange Commission on October 28, 2015, the Registrant’s Board of Directors (the “Board”) previously approved certain amendments to the Registrant’s Certificate of Incorporation (the “Charter”), subject to the approval by the Registrant’s stockholders (the “Stockholders”) at the Registrant’s annual meeting of Stockholders in 2016. The Stockholders approved the proposed Charter amendments on March 4, 2016, as discussed in Item 5.07 below. The Charter amendments approved by the Board, and subsequently approved by the Stockholders, are as follows:

- Article Twelfth of the Charter was amended to phase-in a declassification of the Board over a three year period beginning in 2017 (the “Declassification Amendment”).
- Articles Fourteenth and Fifteenth were amended to set the Stockholder approval threshold for certain amendments to provisions of the Charter at 66 2/3% of the voting power of the outstanding shares of capital stock. The applicable Charter provisions amendable by such vote include provisions addressing (a) the structure of the Board (including its phased declassification) and other Board related mechanics, (b) Stockholder approval of interested stockholder transactions and (c) the prohibition on action by written consent.
- Article Sixteenth was amended to set the approval threshold for changes to the Bylaws effected by Stockholders at 66 2/3% of the voting power of all of the outstanding shares of capital stock.

The Charter amendments approved by the Stockholders were made effective by filing with the Secretary of State of the State of Delaware on March 4, 2016. The foregoing discussion of amendments to the Charter is qualified in its entirety by reference to the full text of the Restated Charter of the Registrant, which is attached to this Current Report on Form 8-K as Exhibit 3.1 and incorporated by reference herein.

Amendments to Bylaws

In connection with the foregoing Charter amendments, the Board also approved, contingent on Stockholder approval of the applicable Charter amendments, certain other related and/or conforming amendments to the Registrant’s Second Amended and Restated Bylaws (the “Bylaws”), including an amendment to Section 4.4 of the Bylaws to provide that (i) until the Board is fully declassified, directors shall be subject to removal for cause only by majority vote of stockholders and (ii) following the time the Board is fully declassified, annually elected directors shall be removable with or without cause by 66 2/3% of the voting power of the outstanding shares of capital stock. Concurrent with Stockholder approval of the Charter amendments noted above, these contingent Bylaw amendments were automatically enacted.

The foregoing discussion of amendments to the Bylaws is qualified in its entirety by reference to the full text of the Third Amended and Restated Bylaws of the Registrant, which is attached to this Current Report on Form 8-K as Exhibit 3.2 and incorporated by reference herein.

Item 5.07. Submission of Matters to a Vote of Security Holders

On March 4, 2016, the Company held its Annual Meeting of Stockholders, pursuant to notice and proxy mailed on January 29, 2016, to the Company's stockholders of record as of January 14, 2016. There were 34,208,012 shares of common stock entitled to vote at the meeting, and a total of 32,128,071 shares were represented at the meeting in person or by proxy.

At the Annual Meeting, two directors were elected for terms expiring at the Company's 2019 Annual Meeting, with the following tabulation of votes for each nominee:

<u>Director Nominee</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>	<u>Percent of Shares Cast in Favor *</u>
William C. Griffiths	28,668,109	368,044	2,173,609	918,310	98.73
LeRoy D. Nosbaum	28,953,488	83,110	2,173,163	918,310	99.71

* Excludes Abstentions and Broker Non-Votes

In addition to the election of directors, stockholders at the Annual Meeting took the following actions:

- Provided an advisory "say on pay" vote approving the Company's executive compensation programs;
- Approved an amendment to our Certificate of Incorporation to declassify our Board of Directors, as more fully discussed in Item 5.03 above;
- Approved amendments to our Certificate of Incorporation to set supermajority voting provisions for certain amendments at 66 2/3 % of our shares, as more fully discussed in Item 5.03 above; and
- Ratified the Audit Committee's appointment of Grant Thornton LLP as the Company's independent auditor for the fiscal year ending October 31, 2016.

The tabulation of votes for each of these proposals is set forth below:

<u>Proposal</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>	<u>Percent of Shares Cast in Favor *</u>
Advisory Vote to Approve Executive Compensation	30,273,974	913,464	22,324	918,310	97.07
Approval of Amendment to Declassify Board of Directors	31,145,307	35,733	28,722	918,310	99.89
Approval of Supermajority Voting Thresholds	31,081,523	102,407	25,832	918,310	99.67
Ratification of Company's Independent Auditor	32,086,628	17,717	23,726	—	99.94

* Excludes Abstentions and Broker Non-Votes

Item 7.01 Regulation FD Disclosure.

On March 7, 2016, the Registrant issued a press release announcing that the Board had declared a quarterly cash dividend of \$0.04 per share of common stock, payable on March 31, 2016, to Stockholders of record on March 18, 2016. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- * 3.1 Restated Certificate of Incorporation of Quanex Building Products Corporation
- * 3.2 Third Amended and Restated Bylaws of Quanex Building Products Corporation
- * 99.1 Press Release dated March 7, 2016

- * Filed herewith.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

March 7, 2016

(Date)

QUANEX BUILDING PRODUCTS CORPORATION

(Registrant)

/s/ KEVIN P. DELANEY

Kevin P. Delaney

Senior Vice President – General Counsel and Secretary

Exhibit Index

- * 3.1 Restated Certificate of Incorporation of Quanex Building Products Corporation
- * 3.2 Third Amended and Restated Bylaws of Quanex Building Products Corporation
- * 99.1 Press Release dated March 7, 2016

- * Filed herewith.

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "QUANEX BUILDING PRODUCTS CORPORATION", FILED IN THIS OFFICE ON THE FOURTH DAY OF MARCH, A.D. 2016, AT 1:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

4473172 8100
SR# 20161496482

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 201940336
Date: 03-07-16

RESTATED

CERTIFICATE OF INCORPORATION

OF

QUANEX BUILDING PRODUCTS CORPORATION

Pursuant to Section 245 of the General Corporation Law of the State of Delaware

QUANEX BUILDING PRODUCTS CORPORATION, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is "Quanex Building Products Corporation".
2. The date of the filing of the Corporation's original Certificate of Incorporation with the Secretary of State of the State of Delaware was December 12, 2007.
3. This Restated Certificate of Incorporation has been duly adopted by the Board of Directors of the Corporation in accordance with Section 245 of the General Corporation Law of the State of Delaware. This Restated Certificate of Incorporation only restates and integrates and does not further amend the provisions of the Corporation's certificate of incorporation as theretofore amended or supplemented, and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.
4. The text of the Corporation's Certificate of Incorporation is hereby restated to read as herein set forth in full.

First: The name of the Corporation is Quanex Building Products Corporation.

Second: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

Third: The nature of the business and purpose to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

Fourth: The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Hundred Twenty-Six Million (126,000,000), of which One Hundred Twenty-Five Million (125,000,000) shall be shares of Common Stock, par value \$.01 per share, and of which One Million (1,000,000) shares shall be Preferred Stock, no par value.

Any amendment to this Certificate of Incorporation which shall increase or decrease the authorized stock of the Corporation may be adopted by the affirmative vote of the holders of a majority of the outstanding shares of stock of the Corporation entitled to vote.

Fifth: [Intentionally Omitted.]

Sixth: The Corporation is to have perpetual existence.

Seventh: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

Eighth: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in the resolution or in the By-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

Ninth: Meetings of stockholders may be held outside the State of Delaware, if the By-laws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation. Elections of directors need not be by ballot unless the By-laws of the Corporation shall so provide.

Tenth: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Eleventh: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the

stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

Twelfth: The Board of Directors shall be divided into three classes, designated as Class I, Class II and Class III, as nearly equal in number as possible, with the term of office of one class expiring each year. Notwithstanding the foregoing, effective as of the annual meeting of the Corporation's stockholders to be held in 2017 and at each annual meeting of the Corporation's stockholders thereafter, except as otherwise provided by law, each director to be elected at any such annual meeting shall be elected to serve until the next annual meeting of the Corporation's stockholders and until his or her successor is duly elected and qualified; provided, however, that any director who prior to the annual meeting of the Corporation's stockholders in 2017 was elected to a three year term that continues beyond the date of the annual meeting of the Corporation's stockholders in 2017, shall continue to serve as a director for the remainder of his or her elected three year term or until his or her earlier resignation, removal, death, or other incapacity. As a result, effective as of the annual meeting of the Corporation's stockholders in 2019, the Board of Directors will no longer be classified under Section 141(d) of the Delaware General Corporation Law and directors shall no longer be divided into classes. During the intervals between annual meetings of stockholders, any vacancy occurring in the Board of Directors caused by resignation, removal, death, or other incapacity and any newly created directorships resulting from an increase in the number of directors shall be filled only by a majority vote of the directors then in office, whether or not a quorum. Each director chosen to fill a vacancy shall hold office for the unexpired term in respect of which such vacancy occurred. Each director chosen to fill any newly created directorship following the annual meeting of the Corporation's stockholders in 2016 shall hold office for a term expiring at the next annual meeting of Corporation's stockholders. No decrease in the number of directorships shall shorten the term of any incumbent director as provided in this Article Twelfth.

Thirteenth:

(A) Except as set forth in paragraph (B) of this Article, the affirmative vote or consent of the holders of not less than four-fifths (80%) of the outstanding shares of stock of the Corporation entitled to vote in elections of directors, voting for purposes of this Article as one class, shall be required:

(1) to adopt any agreement for, or to approve, the merger or consolidation of the Corporation or any subsidiary (as hereinafter defined) with or into any other person (as hereinafter defined),

(2) to authorize any sale, lease, transfer, exchange, mortgage, pledge or other disposition to any other person of all or substantially all of the assets of the Corporation or any subsidiary, or

(3) to authorize the issuance or transfer by the Corporation or any subsidiary of any voting securities of the Corporation or any subsidiary in exchange or payment for the securities or assets of any other person, if such authorization is otherwise required by law or by any agreement between the Corporation and any national securities exchange or by any other agreement to which the Corporation or any subsidiary is a party,

if, in any such case, as of the record date for the determination of stockholders entitled to notice thereof and to vote thereon or consent thereto, such other person is, or at any time within the preceding twelve months has been, the beneficial owner (as hereinafter defined) of 5 percent or more of the outstanding shares of stock of the Corporation entitled to vote in elections of directors. If such other person is not, and has not been a 5 percent beneficial owner, the provisions of this paragraph (A) shall not apply, the provisions of Delaware law shall apply.

(B) The provisions of paragraph (A) of this Article shall not apply, and the provisions of Delaware law shall apply, to (1) any transaction described therein if the Board of Directors by resolution shall have approved a memorandum of understanding with such other person setting forth the principal terms of such transaction and such transaction is substantially consistent therewith, provided that a majority of those members of the Board of Directors voting in favor of such resolution were duly elected and acting members of the Board of Directors prior to the time such other person became the beneficial owner of 5 percent or more of the outstanding shares of stock of the Corporation entitled to vote in elections of directors; or (2) any transaction described therein if such other person is a corporation of which a majority of the outstanding shares of all classes of stock entitled to vote in elections of directors is owned of record or beneficially by the Corporation or its subsidiaries.

(C) The affirmative vote or consent of the holders of not less than four-fifths (80%) of the outstanding shares of stock of the Corporation entitled to vote in elections of directors, voting for purposes of this Article as one class, shall be required for the adoption of any plan for the dissolution of the Corporation if the Board of Directors shall not have, by resolution, recommended to the stockholders the adoption of such plan for dissolution of the Corporation. If the Board of Directors shall have so recommended to the stockholders such plan for dissolution of the Corporation, the provisions of Delaware law shall apply,

(D) For purposes of this Article,

(1) any specified person shall be deemed to be the "beneficial owner" of shares of stock of the Corporation (a) which such specified person or any of its affiliates or associates (as such terms are hereinafter defined) owns, directly or indirectly, whether of record or not, (b) which such specified person or any of its affiliates or associates has the right to acquire pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, or (c) which are beneficially owned, directly or indirectly (including shares deemed owned through application of clauses (a) and (b) above), by any other person with which such specified person or any of its affiliates or associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of stock of the Corporation;

(2) a “subsidiary” is any corporation more than 49 percent of the voting securities of which are owned, directly or indirectly, by the Corporation;

(3) a “person” is any individual, corporation or other entity;

(4) an “affiliate” of a specified person is any person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the specified person; and

(5) an “associate” of a specified person is (a) any person of which such specified person is an officer or partner or is, directly or indirectly, the beneficial owner of 10 percent or more of any class of equity securities, (b) any trust or other estate in which such specified person has a substantial beneficial interest or as to which such specified person serves as trustee or in a similar capacity, or (c) any relative or spouse of such specified person, or any relative of such spouse, who has the same home as such specified person or who is a director or officer of such specified person or any corporation which controls or is controlled by such specified person.

(E) For purposes of determining whether a person owns beneficially 5 percent or more of the outstanding shares of stock of the Corporation entitled to vote in elections of directors, the outstanding shares of stock of the Corporation shall include shares deemed owned through application of clauses (a), (b) or (c) of paragraph (D)(1) above but shall not include any other shares which may be issuable pursuant to any agreement or upon exercise of conversion rights, warrants or options, or otherwise.

(F) The Board of Directors shall have the power and duty to determine, for purposes of this Article, on the basis of information known to such Board,

(1) whether any person referred to in paragraph (A) of this Article owns beneficially 5 percent or more of the outstanding shares of stock of the Corporation entitled to vote in elections of directors; and

(2) whether a proposed transaction is substantially consistent with any memorandum of understanding of the character referred to in paragraph (B) of this Article.

Any such determination shall be conclusive and binding for all purposes of this Article.

Fourteenth: Notwithstanding the provisions of this Certificate of Incorporation and any provisions of the By-laws of the Corporation, no amendment to this Certificate of Incorporation shall amend, modify or repeal any or all of the provisions of Article Twelfth, Article Thirteenth or this Article Fourteenth of this Certificate of Incorporation, unless so adopted by the affirmative vote or consent of the holders of not less than two-thirds (66 2/3rds%) of the outstanding shares of stock of the Corporation entitled to vote in elections of directors, considered for purposes of this Article as a class.

Fifteenth:

(A) Except for (1) any action which may be taken solely upon the vote or consent of holders of Preferred Stock or any series thereof, or, (2) except for any action with respect to which other Articles expressly provide stockholder consent requirements, no action required to be taken or which may be taken at any annual or special meeting of stockholders of the Corporation may be taken by written consent without a meeting, except that any such action may be taken without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all the stockholders of the Corporation entitled to vote thereon.

(B) This Article shall not be amended, modified or repealed except by the affirmative vote of the holders of not less than two thirds (66 2/3rds %) of the voting power of all of the then outstanding shares of capital stock of the Corporation then entitled to vote generally in the election of directors.

Sixteenth:

(A) The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors, which may take such action by the vote of a majority of the directors present and voting at a meeting where a quorum is present. In addition, the stockholders, by the affirmative votes of the holders of not less than two thirds (66 2/3rds %) of the voting power of all of the then outstanding shares of capital stock of the Corporation then entitled to vote generally in the election of directors, may adopt new bylaws, or alter, amend or repeal bylaws adopted by either the stockholders or the Board of Directors.

(B) This Article shall not be amended, modified or repealed except by the affirmative vote of the holders of not less two thirds (66 2/3rds %) of the voting power of all of the then outstanding shares of capital stock of the Corporation then entitled to vote generally in the election of directors.

Seventeenth:

(A) A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware hereafter is amended to authorize further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended General Corporation Law of the State of Delaware. Any repeal or modification of this paragraph by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

(B) The Corporation shall indemnify any director or officer to the full extent permitted by Delaware law.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation is executed on behalf of the Corporation by its Chief Financial Officer and attested by its Secretary this 4th day of March, 2016.

QUANEX BUILDING PRODUCTS CORPORATION

By: /s/ BRENT L. KORB
Brent L. Korb
Senior Vice President – Finance and Chief Financial
Officer

Attest:

/s/ KEVIN P. DELANEY
Kevin P. Delaney
Senior Vice President – General Counsel and Secretary

RESTATED CERTIFICATE OF INCORPORATION

SIGNATURE PAGE

THIRD AMENDED AND RESTATED BY-LAWS
of
QUANEX BUILDING PRODUCTS CORPORATION
(a Delaware Corporation)

ARTICLE I
Offices

1.1. Registered Office. The Corporation shall at all times maintain a registered office in the State of Delaware.

1.2. Other Offices. The Corporation may also have offices at such other places within or outside of the State of Delaware as the Board of Directors shall from time to time appoint or the business of the Corporation require.

ARTICLE II
Capital Stock

2.1. Issuance of Stock. The Board of Directors may authorize the issuance of the capital stock of the Corporation at such times, for such consideration, and on such terms and conditions as the Board may deem advisable, subject to any restrictions and provisions of law, the Certificate of Incorporation of the Corporation as amended and restated from time to time (the "Certificate of Incorporation") or any other provisions of these By-laws.

2.2. Certificates for Shares. The shares of the Corporation shall be represented by certificates, provided that the Board of Directors may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Notwithstanding the adoption of such a resolution by the Board of Directors, every holder of stock represented by certificates and upon request every holder of uncertificated shares shall be entitled to have a certificate signed by, or in the name of the Corporation by, the chairman or vice-chairman of the board of directors, or the president or vice-president, and by the treasurer or an assistant treasurer, or the secretary or an assistant secretary of the Corporation representing the number of shares registered in certificate form. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue. The certificates shall otherwise be in such form as may be determined by the Board of Directors, shall be issued in numerical order, shall be entered in the books of the Corporation as they are issued and shall exhibit the holder's name and number of shares.

2.3. Transfer of Shares. The shares of the capital stock of the Corporation are transferable only on the books of the Corporation upon surrender, in the case of certificated shares, of the certificates therefor properly endorsed for transfer, or otherwise properly assigned, and upon the presentation of such evidences of ownership of the shares and validity of the assignment as the Corporation may require.

2.4. Registered Stockholders. The Corporation shall be entitled to treat the person in whose name any share of stock is registered as the owner thereof for purposes of dividends and other distributions in the course of business or in the course of recapitalization, consolidation, merger,

reorganization, liquidation, or otherwise, and for the purpose of votes, approvals and consents by stockholders, and for the purpose of notices to stockholders, and for all other purposes whatsoever, and shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not the Corporation shall have notice thereof, save as expressly required by the laws of the State of Delaware.

2.5. Transfer Agent and Registrar. The Board of Directors may appoint one or more transfer agents and registrars, and may require certificates for shares to bear the signature of such transfer agent(s) and registrar(s).

2.6. Replacement Certificates. Upon the presentation to the Corporation of a proper affidavit attesting the loss, destruction or mutilation of any certificate for shares of stock of the Corporation, the Board of Directors may direct the issuance of a new certificate or uncertificated shares in lieu of and to replace the certificate so alleged to be lost, destroyed or mutilated. The Board of Directors may require as a condition precedent to the issuance of a new certificate or uncertificated shares any or all of the following: (a) additional evidence of the loss, destruction or mutilation claimed; (b) advertisement of the loss in such manner as the Board of Directors may direct or approve; (c) a bond or agreement of indemnity, in such form and amount and with such surety (or without surety) as the Board of Directors may direct or approve; and (d) the order of approval of a court.

ARTICLE III Stockholders and Meetings of Stockholders

3.1. Places of Meetings. All meetings of stockholders shall be held at such place within or outside of the State of Delaware, including by means of remote communication, as shall be fixed by the Board of Directors and stated in the notice of meeting.

3.2. Annual Meeting. The Annual Meeting of Stockholders of the Corporation shall be held on such date and at such time as is fixed by the Board of Directors and stated in the notice of meeting. Directors shall be elected in accordance with the provisions of the Certificate of Incorporation and these By-laws and such other business shall be transacted as may properly come before the meeting.

3.3. Adjournment of Annual Meeting. The Annual Meeting of Stockholders may be adjourned by the presiding officer of the meeting for any reason (including, if the presiding officer determines that it would be in the best interests of the Corporation to extend the period of time for the solicitation of proxies) from time to time and place to place until the presiding officer shall determine that the business to be conducted at the meeting is completed, which determination shall be conclusive.

3.4. Conduct of Business at Annual Meeting.

(a) At an Annual Meeting of the Stockholders, only such business, including without limitation, nominations of persons for election to the board of directors, shall be conducted as shall have been properly brought before the meeting. To be properly brought before an Annual Meeting, business must be (i) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (ii) otherwise properly brought before the meeting by or at the direction of the Board of Directors or (iii) otherwise properly brought before the meeting by a stockholder of the Corporation who (A) was a stockholder of record of the Corporation at the time the notice provided for in this Section 3.4 is delivered to the Secretary of the Corporation and at the time of the Annual Meeting, (B) shall be entitled to vote at such meeting, and (C) complies with the notice procedures set forth in this Section 3.4 as to such business or nomination. Clause (C) shall be the exclusive means for a stockholder to make nominations or submit business (other than matters properly brought under Rule 14a-8 (or any successor

thereto) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules or regulations), and indicated in the Corporation’s notice of meeting) at an Annual Meeting.

(b) Without qualification, for business to be properly brought before an Annual Meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation and any such business must constitute a proper matter for stockholder action. To be timely, a stockholder’s notice must be delivered to or mailed and received at the principal executive offices of the Corporation, (a) with respect to business to be brought before the Annual Meeting in 2016, not later than the close of business on the 120th day nor earlier than 150 days prior to the first anniversary date of the date that the Corporation mailed its proxy materials related to its immediately preceding Annual Meeting and (b) with respect to business to be brought before the Annual Meeting in 2017 or any Annual Meeting thereafter, not later than the close of business on the 90th day nor earlier than 120 days prior to the first anniversary date of the Corporation’s immediately preceding Annual Meeting; provided, however, that in the event that the date of the Annual Meeting is more than 60 days later than the anniversary date of the immediately preceding Annual Meeting, notice by the stockholder to be timely must be received not later than the close of business on the 10th day following the earlier of the date on which a written statement setting forth the date of the Annual Meeting was mailed to stockholders or the date on which it is first disclosed to the public. In no event shall the public announcement of an adjournment or postponement of the Annual Meeting of stockholders commence a new time period (or extend the time period) for the giving of a stockholder’s notice as described above. To be in proper form, a stockholder’s notice to the Secretary of the Corporation shall set forth:

(i) as to each person, if any, whom the stockholder proposes to nominate for election as a director (A) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to and in accordance with Section 14 of the Exchange Act and the rules and regulations promulgated thereunder (or any subsequent provisions replacing such Act, rules or regulations), (B) such person’s written consent to being named in the proxy statement as a nominee and to serving as a director if elected, and (C) include a completed and signed questionnaire, representation and agreement required by paragraph (e) of this Section 3.4;

(ii) as to each matter the stockholder proposes to bring before the Annual Meeting (other than the nomination of persons for election as directors), (A) a brief description of the business desired to be brought before the Annual Meeting, (B) the reasons for conducting such business at the Annual Meeting, (C) the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the by-laws of the Corporation, the language of the proposed amendment), (D) any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made, and (E) a description of all agreements, arrangements and understandings between such stockholder and beneficial owner, if any, and any other person or persons (including their names) in connection with the proposal of such business by such stockholder; and

(iii) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the proposal is made, (A) the name and address, as they appear on the Corporation’s books, of such stockholder proposing such proposal, and of such beneficial owner, if any, (B)(1) the class and number of shares of the Corporation which are directly or indirectly owned beneficially or of record by such stockholder and by such beneficial owner , (2) the existence and material terms of any proxy, contract, arrangement, understanding, or relationship pursuant to which such stockholder or beneficial owner, if any, has a right to vote any shares of any security of the Corporation (including, if applicable, any contract, arrangement, understanding or relationship pursuant to which any economic interest in the

capital stock to be voted is beneficially owned by a person or persons other than the stockholder of record as of the record date), (3) any short interest in any security of the Corporation (for purposes of this Section 3.4, a person shall be deemed to have a short interest in a security if such person directly or indirectly, through a contract, arrangement, understanding, relationship or otherwise, has the opportunity to profit or share in any profit derived from any decrease in the value of the subject security), in each case with respect to the information required to be included in the notice pursuant to (1) through (3) above, as of the date of such notice and including, without limitation, any such interests held by members of such stockholder's or such beneficial owner's immediate family sharing the same household, (D) any other information relating to such stockholder and beneficial owner, if any, that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitation of proxies for election of directors in a contested election pursuant to Section 14 of the Exchange Act and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules or regulations), (E) a representation that the person is a holder of record or otherwise has the right to vote shares of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination, (F) if the person does not own any stock of record, a representation as to who owns the shares of stock the person intends to vote of record and the basis upon which the person has the right to vote the shares of stock, and (G) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group that intends (1) to deliver a proxy statement or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the proposal or elect the nominees or (2) otherwise to solicit proxies from stockholders in support of such proposal or nomination.

(c) The Corporation may require any proposed nominee to furnish such other information as it may reasonably require (i) to determine the eligibility of such proposed nominee to serve as a director of the Corporation, (ii) to determine whether such nominee qualifies as an "independent director" or "audit committee financial expert" under applicable law, securities exchange rule or regulation, or any publicly-disclosed corporate governance guideline or committee charter of the Corporation; and (iii) that could be material to a reasonable stockholder's understanding of the independence and qualifications, or lack thereof, of such nominee. In addition, if the stockholder's ownership of shares of the Corporation, as set forth in the notice, is solely beneficial, documentary evidence of such ownership must accompany the notice. Notwithstanding anything in these By-laws to the contrary, no business shall be conducted at an Annual Meeting except in accordance with the procedures set forth in this Section 3.4. The presiding officer of an Annual Meeting shall, if the facts warrant, determine and declare to the meeting that any business which was not properly brought before the meeting is out of order and shall not be transacted at the meeting.

(d) Notwithstanding anything in the second sentence of paragraph (b) of this Section 3.4 to the contrary, in the event that the number of directors to be elected to the board of directors of the Corporation at an Annual Meeting is increased and there is no public announcement by the Corporation naming all of the nominees for director or specifying the size of the increased board of directors at least one hundred (100) days prior to the first anniversary of the preceding year's Annual Meeting, a stockholder's notice required by this Section 3.4 shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary of the Corporation at the principal executive offices of the Corporation not later than the close of business on the tenth (10th) day following the day on which such public announcement is first made by the Corporation.

(e) To be eligible to be a nominee for election or reelection as a director of the Corporation (other than a nominee nominated pursuant to Section 3.4(a)(i) or (ii) or Section 3.5(b)(i)), a person must deliver (in accordance with the time periods prescribed for delivery of notice under Sections 3.4 and 3.5 hereof, as applicable) to the Secretary at the principal executive offices of the Corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person

or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (i) is not and will not become a party to (A) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the Corporation or (B) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Corporation, with such person's fiduciary duties under applicable law, (ii) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein, and (iii) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the Corporation, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock trading policies and guidelines of the Corporation.

3.5. Special Meetings.

(a) Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting. Nominations of persons for election to the board of directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (i) by the Board of Directors or a committee appointed by the Board of Directors or (ii) provided that the Board of Directors has determined that the directors shall be elected at such meeting, by any stockholder of the Corporation who (A) was a stockholder of record at the time the notice provided for in Section 3.4 hereof is delivered to the Secretary of the Corporation and at the time of the special meeting, (B) shall be entitled to vote at the meeting and upon such election, and (C) complies with the notice procedures set forth in this Article III. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder entitled to vote in such election of directors may nominate a person or persons (as the case may be) for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice in the same form as required by paragraph (b) of Section 3.4 hereof with respect to any nomination (including the completed and signed questionnaire, representation and agreement required by Section 3.4(e)) shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the 120th day prior to such special meeting and not later than the close of business on the later of the 90th day prior to such special meeting or the tenth day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the board of directors to be elected at such meeting. In no event shall the public announcement of an adjournment or postponement of a special meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(b) Only such business shall have been conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Article III and only such persons who are nominated in accordance with the procedures set forth in this Article III shall be eligible to be elected at an annual or special meeting of the stockholders of the Corporation. Except as otherwise required by law and subject to the rights of the holders of any claim or series of stock having a preference over the common stock of the Corporation (the "Common Stock") as to dividends or on liquidation, a special meeting of stockholders may be called only by the Chairman of the Board or the President or by the Secretary at the written request of a majority of the directors or, solely in accordance with Section 3.5(g) of these By-laws, a stockholder, or a group of stockholders formed for the purpose of making such request, that beneficially own 25% or more of the outstanding Common Stock. The request shall state the purpose or purposes for which the meeting is to be called. The notice of every special meeting of stockholders shall state the purpose for which it is called.

(c) Except as otherwise required by law and subject to the rights of the holders of any claim or series of stock having a preference over the Common Stock as to dividends or on liquidation, the Chairman of the meeting shall have the power and duty (a) to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this Article III and (b) if any proposed nomination or business was not made or proposed in compliance with this Article III, in the reasonable judgment of the presiding officer of the meeting under the circumstances existing at the time and given the information available to such officer, to declare that such nomination shall be disregarded or that such proposed business shall not be transacted. Notwithstanding the foregoing provisions of this Section 3.5, unless otherwise required by law, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting of stockholders of the Corporation to present a nomination or proposed business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation. For purposes of this Section 3.5, to be considered a qualified representative of the stockholder, a person must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of the stockholders.

(d) For purpose of this Article III, “public announcement” shall include disclosure in a press release reported by the Dow Jones News Service, Associated Press, or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14, or 15(d) of the Exchange Act and the rules and regulations promulgated thereunder.

(e) Nothing in this Article III, shall be deemed to affect any rights (a) of stockholders to request inclusion of proposals or nominations in the Corporation’s proxy statement pursuant to Rule 14a-8 (or any successor thereto) promulgated under the Exchange Act or (b) of the holders of any series of preferred stock to nominate and elect directors pursuant to and to the extent provided in any applicable provisions of the Articles of Incorporation.

(f) Any special meeting of stockholders may be adjourned by the presiding officer of the meeting for any reason (including, if the presiding officer determines that it would be in the best interests of the Corporation to extend the period of time for the solicitation of proxies) from time to time and from place to place until the presiding officer shall determine that the business to be conducted at the meeting is completed, which determination shall be conclusive.

(g) Stockholder Requests for Special Meetings. (i) Special meetings of stockholders (each a “Stockholder Requested Special Meeting”) shall be called by the Secretary upon the written request of a stockholder, or a group of stockholders formed for the purpose of making such request, that beneficially own 25% or more of the outstanding common stock (the “Threshold Percentage”) as of the date of submission of the written request. Compliance by the requesting stockholder or group with the requirements of this Section 3.5(g) and related provisions of these By-laws shall be determined by the Board of Directors, which determination shall be conclusive and binding on the stockholder or stockholders making such request for a Stockholder Requested Special Meeting. Except in accordance with this Section 3.5(g), stockholders shall not be permitted to propose business to be brought before a special meeting of stockholders.

(i) A request for a Stockholder Requested Special Meeting must be in writing and signed by the beneficial owners of the Threshold Percentage of the common stock (or their duly authorized agents) and be delivered to the Secretary at the principal executive offices of the Corporation by registered mail, return receipt requested. Such request shall (A) set forth a statement of the specific purpose or purposes of the Stockholder Requested Special Meeting and the matters proposed to be acted on at such Stockholder Requested Special Meeting (including the text of any resolution or resolutions proposed for consideration), (B) bear the date of signature of each stockholder (or duly authorized agent) signing the request, (C) set forth (1) the name and address, as they appear in the Corporation's books, of each stockholder signing such request (or on whose behalf the request is signed), (2) the number of shares of common stock as to which such stockholder has beneficial ownership and (3) include evidence of the fact and duration of such stockholder's beneficial ownership of such stock consistent with that which is required under Regulation 14A under the Exchange Act, (D) set forth all information relating to each such stockholder that is required to be disclosed in solicitations of proxies for election of directors in an election contest (even if an election contest is not involved), or is otherwise required, in each case, pursuant to Regulation 14A under the Exchange Act, (E) describe any material interest of each such stockholder in the specific purpose or purposes of the meeting, (F) describe any agreement, arrangement or understanding between or among the stockholders requesting the Stockholder Requested Special Meeting or between or among the stockholder or stockholders requesting the Stockholder Requested Special Meeting and any other person or entity in connection with the request or the matters proposed to be acted on at the Stockholder Requested Special Meeting and (G) include an acknowledgment by each stockholder and any duly authorized agent that any disposition of shares of common stock as to which such stockholder has beneficial ownership as of the date of delivery of the request and prior to the record date for the proposed Stockholder Requested Special Meeting requested by such stockholder shall constitute a revocation of such request with respect to such shares. In addition, the stockholder and any duly authorized agent shall promptly provide any other information reasonably requested by the Corporation to allow it to satisfy its obligations under applicable law. Any requesting stockholder may revoke a request for a special meeting at any time prior to the commencement of the Stockholder Requested Special Meeting by written revocation delivered to the Secretary at the principal executive offices of the Corporation. If, following such revocation at any time before the commencement of the Stockholder Requested Special Meeting, the remaining requests are from stockholders holding in the aggregate less than the Threshold Percentage, the Board of Directors, in its discretion, may cancel the Stockholder Requested Special Meeting.

(ii) Notwithstanding the foregoing, the Secretary shall not be required to call a Stockholder Requested Special Meeting if (A) the request for such special meeting does not comply with this Section 3.5(g), (B) the Board of Directors or the Chief Executive Officer has called or calls an annual or special meeting of stockholders to be held not later than ninety (90) days after the date on which a valid request has been delivered to the Secretary (the "Delivery Date"), (C) the request is received by the Secretary during the period commencing ninety (90) days prior to the first anniversary of the date of the immediately preceding Annual Meeting and ending on the date of the next Annual Meeting, (D) the request contains an identical or substantially similar item (a "Similar Item") to an item that was presented at any meeting of stockholders held within one hundred and twenty (120) days prior to the Delivery Date (and, for purposes of this clause (D) the election of directors shall be deemed a "Similar Item" with respect to all items of business involving the election or removal of directors), (E) the request relates to an item of business that is not a proper subject for action by the stockholders of the Corporation under applicable law or (F) the request was made in a manner that involved a violation of Regulation 14A under the Exchange Act or other applicable law.

(iii) Any Stockholder Requested Special Meeting shall be held at such date, time and place within or without the state of Delaware as may be fixed by the Board of Directors; provided, however, that the date of any Stockholder Requested Special Meeting shall be not more than sixty (60) days after the record date for such meeting, which shall be fixed in accordance with these By-laws.

Business transacted at any Stockholder Requested Special Meeting shall be limited to the purpose(s) stated in the request; provided, however, that nothing herein shall prohibit the Corporation from submitting matters to a vote of the stockholders at any Stockholder Requested Special Meeting.

3.6. Notice of Meetings. Written notice of each meeting of stockholders shall be mailed to each stockholder of record at his last address as it appears on the books of the Corporation at least ten days, but no more than 60 days prior to the date of the meeting.

3.7. Record Date. The Board of Directors shall have power to close the stock transfer books of the Corporation for a period not more than sixty nor less than ten days preceding the date of any meeting of stockholders, or the date for payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect; provided, however, that in lieu of closing the stock transfer books as aforesaid, the Board of Directors may fix in advance a date not more than sixty nor less than ten days preceding the date of any meeting of stockholders, or the date for any payment of dividends, or the date for allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, as a record date for the determination of the stockholders entitled to vote at any such meeting or entitled to receive payment of any such dividend or to any such allotment of rights, or to exercise the rights in respect of any such change, conversion or exchange of capital stock, and in such cases only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to vote at such meeting, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after any such record date fixed as aforesaid. This By-law shall in no way affect the rights of a stockholder and his transferee or transferor as between themselves.

3.8. Stockholder List. The officer who has charge of the stock ledger of the Corporation shall make, at least 10 days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder for any purpose germane to the meeting for a period of at least 10 days prior to the meeting: (i) on a reasonably accessible electronic network, provided that the information received to gain access to such list is provided with the notice of the meeting, or (ii) during ordinary business hours, at the principal place of business of the Corporation. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

3.9. Quorum. The holders of a majority of the outstanding shares of stock of the Corporation having voting power with respect to a subject matter (excluding shares held by the Corporation for its own account) present or represented by proxy shall constitute a quorum at the meeting of stockholders for the transaction of business with respect to such subject matter; provided, however, that if the subject matter is one as to which a higher vote is required (as contemplated by the Certificate of Incorporation or the laws of the State of Delaware, then the holders of that number of shares equal to at least that higher number of outstanding shares of stock of the Corporation having voting power with respect to such subject matter (excluding shares held by the Corporation for its own account) present or represented by proxy shall constitute a quorum at the meeting of stockholders solely for the transaction of business with respect to such subject matter. In the absence of a quorum with respect to a particular subject, the presiding officer of the meeting shall have power to adjourn the meeting from time to time, without notice other than an announcement at the meeting stating the time, place, if any, thereof, and the means of remote communication if any, until a quorum is present with respect to that subject matter. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. At such adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally notified.

3.10. Majority Vote. When a quorum is present or represented at any meeting of stockholders, the affirmative vote of the holders of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders in all matters, unless the matter is one upon which, by express provision of the corporation laws of the State of Delaware, of the Certificate of Incorporation or of these By-laws, a different vote is required, in which case such express provision shall govern and control the decision of that matter. Each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting of stockholders for the election of directors at which a quorum is present, provided that if as of a date that is fourteen (14) days in advance of the date the Corporation files its definitive proxy statement (regardless of whether or not thereafter revised or supplemented) with the Securities and Exchange Commission the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this section, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of votes cast against that director. The Nominating & Corporate Governance Committee has established procedures under which any director who is not elected shall offer to tender his or her resignation to the Board. The Nominating & Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. Directors shall hold office until the next Annual Meeting and until their successors shall be duly elected and qualified.

3.11. Proxies. Every stockholder having the right to vote shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such stockholder (which for purposes of this Section may include a signature and form of proxy pursuant to a facsimile or telegraphic form of proxy or any other instruments acceptable to the Judge of Election), bearing a date not more than three years prior to voting, unless such instrument provides for a longer period, and filed with the Secretary of the Corporation before, or at the time of, the meeting. If such instrument shall designate two or more persons to act as proxies, unless such instrument shall provide to the contrary, a majority of such persons present at any meeting at which their powers thereunder are to be exercised shall have and may exercise all the powers of voting thereby conferred, or if only one be present, then such powers may be exercised by that one; or, if an even number attend and a majority do not agree on any particular issue, each proxy so attending shall be entitled to exercise such powers in respect of the same portion of the shares as he is of the proxies representing such shares.

3.12. One Vote Per Share. Unless otherwise provided by the Certificate of Incorporation or by the corporation laws of the State of Delaware, each stockholder of the Corporation shall, at every meeting of stockholders, be entitled to one vote in person or by proxy for each share of capital stock of the Corporation registered in his name.

3.13. Shares Held by Certain Holders. Any other corporation owning voting shares in this Corporation may vote the same by its President or by proxy appointed by him, unless some other person shall be appointed to vote such shares by resolution of the Board of Directors of such stockholder corporation. A partnership holding shares of this Corporation may vote such shares by any general partner or by proxy appointed by any general partner. Shares standing in the name of a deceased person may be voted by the executor or administrator of such deceased person, either in person or by proxy. Shares standing in the name of a guardian, conservator or trustee may be voted by such fiduciary, either in person or by proxy, but no such fiduciary shall be entitled to vote shares held in such fiduciary capacity without a

transfer of such shares into the name of such fiduciary. Shares standing in the name of a receiver may be voted by such receiver. A stockholder whose shares are pledged shall be entitled to vote such shares, unless in the transfer by the pledgor on the books of the Corporation, he has expressly empowered the pledgee to vote thereon, in which case only the pledgee, or his proxy, may represent the stock and vote thereon.

3.14. Conduct of Business. The order of business and all other matters of procedure at every meeting of the stockholders may be determined by the presiding officer of the meeting, who shall be the Chairman of the Board of Directors, the President or such other officer of the Corporation as designated by the Board. The presiding officer of the meeting shall have all the powers and authority vested in a presiding officer by law or practice without restriction, including, without limitation, the authority, in order to conduct an orderly meeting, to impose reasonable limits on the amount of time at the meeting taken up in remarks by any one stockholder and to declare any business not properly brought before the meeting to be out of order.

3.15. Judge of Election. The Board shall appoint one or more Judges of Election to serve at every meeting of the stockholders.

ARTICLE IV Directors and Meetings of Directors

4.1. General Powers. The business and affairs of the Corporation shall be managed by a Board of Directors (herein the "Board of Directors" or the "Board") who may exercise all the powers of the Corporation not reserved to or conferred on the stockholders by statute, the Certificate of Incorporation or the By-laws of the Corporation.

4.2. Number of Directors. Except as otherwise fixed pursuant to the provisions of the Certificate of Incorporation relating to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect additional directors under specified circumstances, the number of directors shall be as fixed from time to time by resolution of the Board, provided the number shall be not less than three. The directors, other than those who may be elected by the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, shall be divided into three classes as nearly equal in number as possible, with the term of office of one class expiring each year. The term of office of each director shall expire at the third Annual Meeting of Stockholders after election of the class to which he belongs. Notwithstanding the foregoing, effective as of the Annual Meeting of Stockholders to be held in 2017 and at each Annual Meeting of Stockholders thereafter, except as otherwise provided by law, each director to be elected at any such Annual Meeting of Stockholders shall be elected to serve until the next Annual Meeting of Stockholders and until his or her successor is duly elected and qualified; provided, however, that any director who prior to the Annual Meeting of Stockholders in 2017 was elected to a three year term that continues beyond the date of the Annual Meeting of Stockholders in 2017, shall continue to serve as a director for the remainder of his or her elected three year term or until his or her earlier resignation, removal, death, or other incapacity. As a result, effective as of the Annual Meeting of Stockholders in 2019, the Board of Directors will no longer be classified under Section 141(d) of the Delaware General Corporation Law and directors shall no longer be divided into classes. During the intervals between Annual Meetings of Stockholders, any vacancy occurring in the Board of Directors caused by resignation, removal, death or other incapacity, and any newly-created directorships resulting from an increase in the number of directors, shall be filled by a majority vote of the directors then in office, whether or not a quorum. Each director chosen to fill a vacancy shall hold office for the unexpired term in respect of which such vacancy occurs. Each director chosen to fill a newly-created directorship following the Annual Meeting of Stockholders in 2016 shall hold office for a term expiring at the next Annual Meeting of Stockholders. Directors are not required to be residents of Delaware or stockholders of the Corporation.

4.3. Maximum Age of Directors. No person may be elected or re-elected a director of the Corporation if at the time of his election or reelection he shall have attained the age of 70 years, provided however, that a director who shall attain the age of 70 years while serving as a director shall continue in office until the expiration of the term for which he was elected.

4.4. Removal of Directors.

(a) Notwithstanding anything in the By-laws to the contrary, (i) prior to the third Annual Meeting of the Corporation's stockholders following the adoption at the 2016 Annual Meeting of the amendment to Article 12 of the Corporation's Certificate of Incorporation providing for a phased declassification of the Board of Directors (the "Declassification Amendment"), any director may be removed from office as a director, but only for cause and (ii) after the third Annual Meeting of the Corporation's stockholders following the Declassification Amendment, any director may be removed from office as a director, with or without cause.

(b) The removal of any director for cause shall require the affirmative vote of stockholders of record holding a majority of the outstanding shares of stock of the Corporation entitled to vote in elections of directors at a meeting of the stockholders called for that purpose. The removal of any director without cause shall require the affirmative vote of stockholders of record holding two-thirds (66 2/3rd %) of the outstanding shares of stock of the Corporation entitled to vote in elections of directors at a meeting of the stockholders called for that purpose.

4.5. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and at such place or places as the directors shall, from time to time, determine at a prior meeting. Special meetings of the Board may be called by the Chairman of the Board or President of the Corporation and shall be called by either of said officers upon the written request of any two directors. Special meetings shall be held at the office of the Corporation or at such place as is stated in the notice of the meeting. No notice shall be required for regular meetings of the Board. Notices of special meetings shall be given by mail at least five days before the meeting or by telephone, telecopy or telegram at least 24 hours before the meeting. Notices may be waived. Notices need not include any statement of the purpose of the meeting.

4.6. Unanimous Action; Telephonic and Other Participation. When all of the directors shall be present at any meeting, however called or notified, they may act upon any business that might lawfully be transacted at regular meetings of the Board, or at special meetings duly called, and action taken at such meetings shall be as valid and binding as if legally called and notified. Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment to the full extent and with the same effect as authorized and permitted by the laws of the State of Delaware.

4.7. Quorum. One-third of the total number of the members of the Board of Directors shall constitute a quorum for the transaction of business, and the acts of a majority of the directors present at any meeting at which there is a quorum present shall be the acts of the Board; provided, however, that the directors may act in such other manner, with or without a meeting, as may be permitted by the laws of the State of Delaware and provided further, that if all of the directors shall consent in writing to any action taken by the Corporation, such action shall be as valid as though it had been authorized at a meeting of the Board.

4.8. Compensation. Directors shall receive such compensation and such fees for attendance at meetings of the Board or of committees thereof and such other compensation as shall be fixed by a majority of the entire Board.

ARTICLE V
Committees of Directors

5.1. Designation. The Board of Directors may designate from among its members an executive committee and/or one or more other committees, each consisting of one or more directors. The designation of a committee, and the delegation of authority to it, shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. No member of any committee shall continue to be a member thereof after ceasing to be a director of the Corporation. The Board of Directors shall have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof and to change the functions or terminate the existence thereof.

5.2. Powers. Any such committee, to the extent provided by resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate of Incorporation; adopting an agreement of merger or consolidation; recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets; recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution; or amending the By-laws of the Corporation; and, unless the resolution expressly so provides, no such committee shall have the power or authority to declare a dividend, to authorize the issuance of stock or to adopt a certificate of ownership and merger with respect to the merger into the Corporation of a subsidiary of which at least 90 percent of the outstanding shares of each class are owned by the Corporation.

5.3. Procedures; Meetings; Quorum.

(a) The Board of Directors shall appoint a chairman from among the members of the committee and shall appoint a secretary who may, but need not, be a member of the committee. The chairman shall preside at all committee meetings and the secretary of the committee shall keep a record of its acts and proceedings.

(b) Regular meetings of a committee, of which no notice shall be necessary, shall be held on such days and at such places as shall be fixed by resolution adopted by the committee. Special meetings of a committee shall be called at the request of the Chief Executive Officer or of any member of the committee, and shall be held upon such notice as is required by these By-laws for special meetings of the Board of Directors, provided that notice by word of mouth or telephone shall be sufficient if received in the city where the meeting is to be held not later than the day immediately preceding the day of the meeting. A waiver of notice of a meeting, signed by the person or persons entitled to such notice, whether before or after the event stated therein, shall be deemed equivalent to the giving of such notice.

(c) Attendance of any member of a committee at a meeting shall constitute a waiver of notice of the meeting. A majority of a committee, from time to time, shall be necessary to constitute a quorum for the transaction of any business, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Members of a committee may hold a meeting of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at the meeting.

(d) Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the actions so taken shall be signed by all members of the committee entitled to vote with respect to the subject matter thereof. The consent shall have the same effect as a unanimous vote of the committee.

(e) The Board of Directors may vote to the members of any committee a reasonable fee as compensation for attendance at meetings of the committee.

ARTICLE VI Officers

6.1. Number. The Board of Directors shall elect a Chief Executive Officer, a President, who may also be the Chief Executive Officer, and a Secretary, and may elect a Chairman, a Treasurer, one or more vice presidents, including an Executive or Senior Vice President and a Vice President-Finance, a Controller, a Controller-Operations, and one or more assistant secretaries and assistant treasurers. The Chief Executive Officer of the Corporation and the Chairman shall be directors of the Corporation; other officers need not be directors. Any two of the above offices, except those of President and Vice President, may be held by the same person but no officers shall execute, acknowledge or verify any instrument in more than one capacity.

6.2. Election and Term of Office. Officers of the Corporation shall hold office until their death or resignation or until their successors are duly chosen and qualified. Any officer, agent or employee may be removed at any time, with or without cause, by the Board but such removal shall be without prejudice to the contractual rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Vacancy occurring in any office or position at any time may be filled by the Board. All officers, agents and employees of the Corporation shall respectively have such authority and perform such duties in the conduct and management of the Corporation as may be delegated by the Board of Directors or by these By-laws.

6.3. Compensation. Officers shall receive such compensation as may from time to time be determined by the Board of Directors, and no officer shall be prevented from receiving such compensation by reason of such officer also being a director. Agents and employees shall receive such compensation as may from time to time be determined by the President of the Corporation or, if the Board of Directors has elected a Chairman of the Board and has designated such Chairman of the Board to be the Chief Executive Officer of the Corporation, by the Chairman of the Board.

6.4. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the stockholders and at all meetings of the directors. In the absence of the Chairman of the Board, the Chairman of the Nominating and Corporate Governance Committee shall so preside.

6.5. Chief Executive Officer and President. The Board of Directors shall designate either the Chairman of the Board or the President as the Chief Executive Officer of the Corporation. The Chief Executive Officer of the Corporation shall supervise and direct the operations of the business in accordance with the policies determined by the Board of Directors. If the President is not designated the Chief Executive Officer, the President shall be the Chief Operating Officer of the Corporation and shall be responsible for the general supervision and control of the business and the affairs of the Corporation subject to the directions of the Chairman of the Board and the Board of Directors. The Chief Operating Officer, in the absence or incapacity of the Chief Executive Officer, shall perform the duties of that office.

6.6. Vice President. In the absence or incapacity of the President, the Board of Directors shall designate a Vice President, Senior or Executive Vice President to perform the duties of the President during such absence or incapacity.” Each Vice President shall have such other duties and authority as shall be assigned by the President or may be delegated by the Board of Directors. The Vice President-Finance shall be responsible for and direct the Treasurer and Controller of the Corporation in all treasury, accounting, cost and budgeting, and data collection functions. He will report directly to the President with a report and policy relationship to the Chairman of the Board and the Board of Directors.

6.7. Chief Financial Officer. The Chief Financial Officer shall be the principal financial and accounting officer of the Corporation. He shall have general direction of and supervision over the financial and accounting affairs of the Corporation. He shall render to the Chief Executive Officer, the President and the Board of Directors, at regular meetings of the Board of Directors, or whenever they may require it, an account of the financial condition of the Corporation. He shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors, the Chief Executive Officer or the President.

6.8. General Counsel. The General Counsel shall be the principal legal officer of the Corporation. He shall have general direction of and supervision over the legal affairs of the Corporation and shall advise the Board of Directors and officers of the Corporation on all legal matters. He shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors, the Chief Executive Officer or the President.

6.9. Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of stockholders and shall record all votes and minutes from all proceedings in a book to be kept for that purpose. He shall keep in safe custody the seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his signature or by the signature of the Treasurer or an Assistant Secretary; provided, however, that the affixing of the seal of the Corporation to any document or instrument specifically shall not be required in order for such document or instrument to be binding on or the official act of the Corporation, and the signature of any authorized officer, without the seal of the Corporation, shall be sufficient for such purposes. The Secretary shall perform such other duties and have such other authorities as are delegated to him by the Board of Directors.

6.10. Treasurer. The Treasurer shall be responsible for the care and custody of all funds and other financial assets, taxes, corporate debt, order entry and sales invoicing including credit memos, credit and collection of accounts receivable, cash receipts, and the banking and insurance functions of the Corporation. He shall report directly to and perform such other duties as shall be assigned by the Vice President-Finance.

6.11. Controller. The Controller shall be responsible for the installation and supervision of all general accounting records of the Corporation, preparation of financial statements and the annual and operating budgets and profit plans, continuous audit of accounts and records of the Corporation, preparation and interpretation of statistical records and reports, taking and costing of all physical inventories and administering the inventory levels, supervision of accounts payable and cash disbursements function and hourly and salary payrolls. He shall report directly to and perform such other functions as shall be assigned him by the Vice President-Finance.

ARTICLE VII Notice

7.1. Methods of Giving Notice. Whenever, under the provisions of applicable statutes, the Certificate of Incorporation or these By-laws, notice is required to be given to any director, member of

any committee or stockholder, such notice may be given in writing and delivered personally or mailed to such director, member or stockholder; provided that in the case of a director or a member of any committee such notice may be given orally or by telephone. If mailed, notice to a director, member of a committee or stockholder shall be deemed to be given when deposited in the United States mail first class in a sealed envelope, with postage thereon prepaid, addressed, in the case of a stockholder, to the stockholder at the stockholder's address as it appears on the records of the Corporation or, in the case of a director or member of a committee, to such a persons at his business address. Notice to directors and stockholders may also be given by facsimile telecommunication. Notice may also be given to any director, member of any committee or stockholder by a form of electronic transmission as that term is defined in Section 232 of the Delaware General Corporation Law.

7.2. Written Waiver. Whenever any notice is required to be given under the provisions of an applicable statute, the Certificate of Incorporation or these By-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, or a waiver by electronic transmission by the person or persons entitled to such notice, in each case either before or after the time stated therein, shall be deemed equivalent to the required notice.

ARTICLE VIII

Banking, Checks and Other Instruments

8.1. Banks. The Board of Directors shall by resolution designate the bank or banks in which the funds of the Corporation shall be deposited, and such funds shall be deposited in the name of the Corporation and shall be subject to checks drawn as authorized by resolution of the Board of Directors.

8.2. Contracts and Other Instruments. The Board of Directors may in any instance designate the officers and agents who shall have authority to execute any contract, conveyance, or other instrument on behalf of the Corporation; or may ratify or confirm any execution. When the execution of any instrument has been authorized without specification of the executing officer or agents, the Chairman of the Board, if designated as the Chief Executive Officer of the Corporation, President or any Vice President, and the Secretary or Assistant Secretary or Treasurer or Assistant Treasurer may execute the same in the name and on behalf of the Corporation and may affix the corporate seal thereto.

ARTICLE IX

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of November and end on the thirty-first day of October.

ARTICLE X

Books and Records

The proper officers and agents of the Corporation shall keep and maintain such books, records and accounts of the Corporation's business and affairs and such stock ledgers and lists of stockholders as the Board of Directors shall deem advisable and as shall be required by the laws of the State of Delaware or other states or jurisdictions empowered to impose such requirements.

ARTICLE XI
Indemnification

11.1. Indemnification and Advancement of Expenses. Each director or officer of the Corporation or a subsidiary of the Corporation (an “Article XI Person”) who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a “proceeding”), by reason of the fact that he or she, or a person of whom he or she is the legal representative, (i) is or was a director or officer of the Corporation or a subsidiary of the Corporation, or (ii) is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, in each case whether or not serving in such capacity at the time any claim is asserted or any liability or expense is incurred, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the laws of the State of Delaware (but, in the case of any amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expenses, (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any pending, threatened or completed proceeding in advance of its final disposition; provided, however, that, if the laws of the State of Delaware require, the payment of such expenses incurred by an Article XI Person in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Article XI Person, to repay all amounts so advanced if it shall ultimately be determined that such Article XI Person is not entitled to be indemnified under the applicable provisions of the laws of the State of Delaware. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation or a subsidiary of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

11.2. Claims. If a claim for indemnification or advancement of expenses under this Article XI is not paid in full within thirty days after a written claim therefor by the Article XI Person has been received by the Corporation, the Article XI Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Article XI Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

11.3. Other Sources. The Corporation’s obligation, if any, to indemnify or to advance expenses to any Article XI Person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Article XI Person actually collects as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or non-profit enterprise; *provided* that the person shall not be under any obligation to bring any action or otherwise pursue recovery of any such other right to indemnification or advancement of expenses.

11.4. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article XI shall not adversely affect any right or protection hereunder of any person in respect of any proceeding (regardless of when such proceeding is first threatened, commenced or completed and even if such proceeding is not commenced or completed until after such repeal or modification) arising out of, or related to, any act or omission occurring prior to the time of such repeal or modification.

11.5. Other Indemnification and Advancement of Expenses. This Article XI shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Article XI Persons when and as authorized by appropriate corporate action.

11.6. Non-Exclusivity. The indemnification and advancement of expenses provided in Section 11.1 of these By-laws shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement, vote of stockholders, vote of disinterested directors, insurance arrangement or otherwise, both as to action in his or her official capacity and as to action in another capacity.

ARTICLE XII Other Matters

12.1. Severability. Any determination that any provision of these By-laws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these By-laws.

12.2. Evidence of Authority. A certificate by the Secretary or an Assistant Secretary as to any action taken by the stockholders, directors, any committee or any officer or representative of the Corporation shall as to all persons who rely on the certificate in good faith be conclusive evidence of such action.

ARTICLE XIII Amendments

These By-laws may be altered, amended or repealed and new by-laws may be adopted at any regular meeting of the stockholders or Board of Directors; or at any special meeting of the stockholders or Board of Directors; provided that notice of such proposed making, alteration or repeal be included in the notice of such special meeting. The Board of Directors may take such action by the vote of a majority of those Directors present and voting at a meeting where a quorum is present. In accordance with the provisions of the Certificate of Incorporation, the stockholders may make new by-laws, or adopt, alter, amend, or repeal by-laws adopted by either the stockholders or the Board of Directors by the affirmative vote of the holders of not less than two-thirds (66 2/3rd %) of the voting power of all of the then outstanding shares of capital stock of the Corporation then entitled to vote generally for the election of directors. The power of the stockholders and the Board shall include the fixing and appointing of the number of directors in accordance with the provisions of the Certificate of Incorporation.



Press Release

Quanex Building Products Announces First Quarter 2016 Results and Reaffirms Full Year 2016 Guidance

Margin Expansion Led by Improvement in North America Vinyl Profiles Business Significant EBITDA Contribution from HL Plastics & Woodcraft Acquisitions

HOUSTON, TEXAS - March 7, 2016 - **Quanex Building Products Corporation** (NYSE:NX) ("Quanex" or the "Company") today announced its results for the three months ended January 31, 2016.

Bill Griffiths, Chairman, President and Chief Executive Officer, commented, "Despite the fact that the first quarter of each year is typically challenging for our industry, we are off to a strong start in 2016 and at this time we are confident the full year 2016 guidance we previously provided is achievable. Our continued focus on operational excellence is the primary reason for the margin improvements during the quarter, most notably in our vinyl profiles business in North America. As stated previously, we anticipated realizing benefits of the capital investment we made in this business by the end of 2015. We clearly saw the positive impact of this in the fourth quarter and that improvement carried forward into the first quarter of 2016. In addition, the integration of HL Plastics and Woodcraft is progressing as planned and both had a positive impact on first quarter results."

First Quarter 2016 Highlights

- Adjusted EBITDA* increased to \$18.2 million compared to \$2.6 million in Q1 2015
- Adjusted EBITDA* margin improved by ~700 basis points to 9% vs. Q1 2015
- Adjusted net loss* from continuing operations of (\$0.8) million, or (\$0.02) per diluted share vs. adjusted net loss of (\$3.0) million, or (\$0.08) per diluted share in Q1 2015
- Pro forma net debt/adjusted EBITDA* leverage ratio improved by 0.2x to 2.7x since closing the Woodcraft acquisition on November 2, 2015

* Adjusted EBITDA excludes selected items related to transaction costs and a purchase price accounting inventory step-up at Woodcraft. Adjusted net loss excludes a foreign currency transaction loss in addition to the aforementioned selected items.

Quanex generated net sales of \$201.5 million during the first quarter of 2016, an increase of 58% compared to the first quarter of 2015. The increase was primarily driven by contributions resulting from the acquisitions of HL Plastics and Woodcraft Industries in 2015 combined with steady growth amongst all other product lines, slightly offset by foreign exchange impact.

EBITDA for the three months ending January 31, 2016 was \$10.8 million. After adjusting for selected items related to transaction costs and a purchase price accounting inventory step-up at Woodcraft, the Company reported adjusted EBITDA of \$18.2 million for the quarter, an increase of \$15.6 million compared to the same period of 2015. An adjusted EBITDA margin of 9% during the first quarter of 2016 represented a significant improvement compared to 2% for the first quarter of 2015. Margin expansion was realized across all product lines during the quarter, the majority of which came from Quanex's vinyl profiles business in North America.

The Company reported a net loss from continuing operations of (\$7.2) million, or (\$0.21) per diluted share for the quarter ending January 31, 2016, compared to a net loss from continuing operations of (\$3.1) million, or (\$0.09) per diluted share for the quarter ending January 31, 2015. After adjusting for a foreign currency transaction loss in addition to the aforementioned selected items, Quanex reported an adjusted net loss from continuing operations of (\$0.8) million, or (\$0.02) per diluted share for the quarter, compared to an adjusted net loss of (\$3.0) million, or (\$0.08) per diluted share in the first quarter of 2015.

Additional information related to first quarter 2016 results, including a reconciliation of EBITDA (defined as net income or loss before interest, taxes, depreciation and amortization and other, net), Adjusted EBITDA and Adjusted Net Loss to their most comparable GAAP measures, can be found in the supplemental schedules accompanying this press release.

Recent Events

The stockholders approved each of the following proposals voted on at the Company's annual meeting held on March 4, 2016.

- *Election of Directors* - William C. Griffiths and LeRoy D. Nosbaum were elected to serve as Class III directors on the Quanex Board of Directors until the Company's Annual Meeting of Stockholders in 2019
- *Advisory Vote Approving Named Executive Officer Compensation* - the stockholders approved the Company's executive officer compensation structure
- *Amendment to Certificate of Incorporation to Declassify Board of Directors* - Quanex's Certificate of Incorporation was amended to declassify the Company's Board of Directors over a three-year period commencing at the 2017 Annual Meeting of Stockholders
- *Amendment to Certificate of Incorporation to Set Supermajority Voting Provisions* - Quanex's Certificate of Incorporation was amended to set certain "supermajority voting provisions" with respect to amendments to the Certificate of Incorporation and Bylaws at 66 2/3% of the voting power of the Company's shares
- *Ratification of Appointment of Grant Thornton LLP as Independent Public Accountants* - Grant Thornton LLP was ratified as Quanex's independent registered public accounting firm for the fiscal year ending October 31, 2016

Additionally, the Company's Board of Directors declared a quarterly cash dividend of \$0.04 per share on Quanex's common stock, payable March 31, 2016, to shareholders of record on March 18, 2016.

Conference Call and Webcast Information

The Company has scheduled a conference call for Tuesday, March 8, 2016, at 11:00 a.m. ET (10:00 a.m. CT). To participate in the conference call dial (877) 356-0537 for domestic callers and (913) 667-2634 for international callers, in both cases using the conference passcode 48047821, and ask for the Quanex call a few minutes prior to the start time. The conference call will also be webcast live over the Internet on the Company's website at <http://www.quanex.com> in the Investors section under Quarterly Earnings Webcast. A telephonic replay of the call will be available approximately two hours

after the live broadcast ends and will be accessible through March 15, 2016. To access the replay dial (855) 859-2056 for domestic callers and (404) 537-3406 for international callers, in both cases referencing conference passcode 48047821.

About Quanex

Quanex Building Products Corporation is an industry-leading manufacturer of components sold to Original Equipment Manufacturers (OEMs) in the building products industry. Quanex designs and produces energy-efficient fenestration products in addition to kitchen and bath cabinet components.

For more information contact Scott Zuehlke, Vice President of Investor Relations & Treasurer, at 713-877-5327 or scott.zuehlke@quanex.com.

Forward Looking Statements

Statements that use the words “estimated,” “expect,” “could,” “should,” “believe,” “will,” “might,” or similar words reflecting future expectations or beliefs are forward-looking statements. The forward-looking statements include, but are not limited to, future operating results of Quanex, the repositioning of the Company’s vinyl business, the future financial condition of Quanex, future uses of cash and other expenditures, expenses and tax rates, expectations relating to the Company’s industry, and the Company’s future growth, including revenue and EBITDA guidance. The statements and guidance set forth in this release are based on current expectations. Actual results or events may differ materially from this release. Factors that could impact future results may include, without limitation, the effect of both domestic and global economic conditions, the impact of competitive products and pricing, the availability and cost of raw materials, and customer demand. For a more complete discussion of factors that may affect the Company’s future performance, please refer to the Company’s Annual Report on Form 10-K for the fiscal year ended October 31, 2015, under the sections entitled “Cautionary Note Regarding Forward-Looking Statements” and “Risk Factors,” in our other documents filed with the Securities and Exchange Commission from time to time. Any forward-looking statements in this press release are made as of the date hereof, and Quanex Building Products Corporation undertakes no obligation to update or revise any forward-looking statements to reflect new information or events.

QUANEX BUILDING PRODUCTS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (LOSS)
(In thousands, except per share data)
(Unaudited)

	Three Months Ended January 31,	
	2016	2015
Net sales	\$ 201,468	\$ 127,893
Cost of sales	159,348	105,804
Selling, general and administrative	31,288	19,496
Depreciation and amortization	12,970	8,208
Operating loss	(2,138)	(5,615)
Interest expense	(6,491)	(141)
Other, net	(2,361)	(151)
Loss before income taxes	(10,990)	(5,907)
Income tax benefit	3,741	2,813
Loss from continuing operations	(7,249)	(3,094)
Income from discontinued operations, net of taxes	—	23
Net loss	<u>\$ (7,249)</u>	<u>\$ (3,071)</u>
Loss per common share:		
From continuing operations	\$ (0.21)	\$ (0.09)
From discontinued operations	\$ —	\$ —
Diluted loss per common share:		
From continuing operations	\$ (0.21)	\$ (0.09)
From discontinued operations	\$ —	\$ —
Weighted average common shares outstanding:		
Basic	33,763	35,079
Diluted	33,763	35,079
Cash dividends per share	\$ 0.04	\$ 0.04

QUANEX BUILDING PRODUCTS CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)
(Unaudited)

ASSETS	January 31, 2016	October 31, 2015
Current assets:		
Cash and cash equivalents	\$ 27,748	\$ 23,125
Accounts receivable, net	65,762	64,080
Inventories, net	97,144	63,029
Prepaid and other current assets	10,953	7,992
Total current assets	201,607	158,226
Property, plant and equipment, net	200,494	140,672
Deferred income taxes	—	8,783
Goodwill	237,229	129,770
Intangible assets, net	174,888	120,810
Other assets	15,644	8,529
Total assets	\$ 829,862	\$ 566,790
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 43,298	\$ 47,778
Accrued liabilities	34,776	37,364
Income taxes payable	496	747
Current maturities of long-term debt	8,752	2,359
Total current liabilities	87,322	88,248
Long-term debt	312,125	55,041
Deferred pension and postretirement benefits	6,385	5,701
Deferred income tax liabilities	20,956	—
Other liabilities	22,286	22,505
Total liabilities	449,074	171,495
Stockholders' equity:		
Common stock	376	376
Additional paid-in-capital	250,478	250,937
Retained earnings	213,087	222,138
Accumulated other comprehensive loss	(20,074)	(10,049)
Treasury stock at cost	(63,079)	(68,107)
Total stockholders' equity	380,788	395,295
Total liabilities and stockholders' equity	\$ 829,862	\$ 566,790

QUANEX BUILDING PRODUCTS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW

(In thousands)
(Unaudited)

	Three Months Ended January 31,	
	2016	2015
Operating activities:		
Net loss	\$ (7,249)	\$ (3,071)
Adjustments to reconcile net loss to cash provided by (used for) operating activities:		
Depreciation and amortization	12,970	8,208
Stock-based compensation	1,527	1,264
Deferred income tax provision	(6,158)	(3,239)
Excess tax benefit from share-based compensation	(1)	(60)
Other, net	1,012	(478)
Changes in assets and liabilities, net of effects from acquisitions and dispositions:		
Decrease in accounts receivable	20,912	15,323
Increase in inventory	(4,499)	(2,920)
Decrease (increase) in other current assets	1,178	(12)
Decrease in accounts payable	(8,305)	(10,298)
Decrease in accrued liabilities	(11,879)	(10,934)
Increase (decrease) in income taxes payable	300	(58)
Increase in deferred pension and postretirement benefits	684	520
Increase in other long-term liabilities	361	13
Other, net	(74)	(5)
Cash provided by (used for) operating activities	779	(5,747)
Investing activities:		
Acquisitions, net of cash acquired	(245,946)	—
Capital expenditures	(8,652)	(7,321)
Proceeds from property insurance claim	—	513
Proceeds from disposition of capital assets	561	—
Cash used in investing activities	(254,037)	(6,808)
Financing activities:		
Borrowings under credit facility	332,800	—
Repayments of credit facility borrowings	(68,500)	—
Debt issuance costs	(8,349)	—
Repayments of other long-term debt	(546)	(23)
Common stock dividends paid	(1,362)	(1,448)
Issuance of common stock	2,920	—
Excess tax benefit from share-based compensation	1	60
Purchase of treasury stock	—	(42,748)
Cash provided by (used in) financing activities	256,964	(44,159)
Effect of exchange rate changes on cash and cash equivalents	917	254
Increase (decrease) in cash and cash equivalents	4,623	(56,460)
Cash and cash equivalents at beginning of period	23,125	120,384
Cash and cash equivalents at end of period	<u>\$ 27,748</u>	<u>\$ 63,924</u>

QUANEX BUILDING PRODUCTS CORPORATION
NON-GAAP FINANCIAL MEASURE DISCLOSURE

(In thousands)
(Unaudited)

EBITDA (defined as net income or loss before interest, taxes, depreciation and amortization and other, net) is a non-GAAP financial measure that Quanex's management uses to measure its operational performance and assist with financial decision-making. EBITDA is a key metric used by management in determining the value of annual incentive awards for its employees. The Company believes this non-GAAP measure (included under market conditions outlined in our forward-looking guidance) provides a consistent basis for comparison between periods, and will assist investors in understanding our financial performance when comparing our results to other investment opportunities. EBITDA may not be the same as that used by other companies. Quanex does not intend for this information to be considered in isolation or as a substitute for other measures prepared in accordance with US GAAP.

	Three Months Ended January 31,	
	2016	2015
Net loss	\$ (7,249)	\$ (3,071)
Income from discontinued operations, net of taxes	—	(23)
Income tax benefit	(3,741)	(2,813)
Other, net	2,361	151
Interest expense	6,491	141
Operating loss	(2,138)	(5,615)
Depreciation and amortization	12,970	8,208
EBITDA	\$ 10,832	\$ 2,593
Transaction related costs	5,090	—
Woodcraft PPA—Inventory Step-up	2,287	—
EBITDA as adjusted	\$ 18,209	\$ 2,593
<i>EBITDA Margin, as adjusted</i>	<i>9%</i>	<i>2%</i>
Financial Statistics as of January 31, 2016		
Book value per common share:		\$ 11.28
Total debt to capitalization:		45.7%
Return on invested capital:		3.6%
Actual number of common shares outstanding:		34,218,744

QUANEX BUILDING PRODUCTS CORPORATION

PRE-TAX & AFTER-TAX PRESENTATION

(In thousands, except per share data)

(Unaudited)

Income (Loss) from Continuing Operations As Adjusted and Diluted Earnings (Loss) from Continuing Operations As Adjusted are non-GAAP financial measures that exclude certain charges and credits because Quanex believes that such items are not indicative of its core operating results, are not indicative of trends, and do not provide meaningful comparisons with other reporting periods. The Company believes non-GAAP measures presented (included under market conditions outlined in our forward-looking guidance) provide a consistent basis for comparison between periods, and will assist investors in understanding our financial performance when comparing our results to other investment opportunities. The definition of non-GAAP financial measures used by Quanex may not be the same as that used by other companies. Quanex does not intend for this information to be considered in isolation or as a substitute for other measures prepared in accordance with US GAAP.

<u>Pre-Tax Presentation</u>	<u>Q1 2016</u>	<u>Q1 2015</u>
Loss Before Income Taxes from Continuing Operations As Reported	\$ (10,990)	\$ (5,907)
Benefit (Reduction) to Operating Income (Loss):		
Transaction Related Expenses	5,090	—
Woodcraft PPA—Inventory Step-up	2,287	—
Net Foreign Currency Transaction Loss	2,475	182
Loss Before Income Taxes from Continuing Operations As Adjusted	\$ (1,138)	\$ (5,725)

<u>After-Tax Presentation</u>	<u>Q1 2016</u>	<u>Q1 2016</u>	<u>Q1 2015</u>	<u>Q1 2015</u>
	<u>EPS</u>	<u>EPS</u>	<u>EPS</u>	<u>EPS</u>
Loss from Continuing Operations As Reported	\$ (7,249)	\$ (0.21)	\$ (3,094)	\$ (0.09)
Benefit (Reduction) to EPS:				
Transaction Related Expenses	3,357	0.10	—	—
Woodcraft PPA—Inventory Step-up	1,508	0.04	—	—
Net Foreign Currency Transaction Loss	1,632	0.05	121	0.01
Loss from Continuing Operations As Adjusted	(752)	\$ (0.02)	(2,973)	\$ (0.08)