

Quanex Building Products CORP  
Form DEF 14A  
February 27, 2019

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No.        )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**Quanex Building Products Corp.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
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(1) Amount Previously Paid:

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(3) Filing Party:

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**QUANEX BUILDING PRODUCTS  
CORPORATION**

1800 West Loop South  
Suite 1500  
Houston, Texas 77027  
(713) 961-4600

February 27, 2019

Dear Fellow Stockholder:

You are cordially invited to attend the Company's Annual Meeting of Stockholders to be held at 8:00 a.m., C.D.T., on Friday, March 22, 2019, at the Company's principal executive offices at 1800 West Loop South, Suite 1500, Houston, Texas.

This year you will be asked to vote in favor of the election of six directors, in favor of an advisory vote approving the Company's named executive officer compensation, and in favor of a resolution ratifying the Company's appointment of its independent auditor for the 2019 fiscal year. These proposals are more fully explained in the attached Proxy Statement, which you are encouraged to read.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE IN FAVOR OF EACH PROPOSAL OUTLINED IN THE ATTACHED PROXY. THE BOARD FURTHER URGES YOU TO VOTE AT YOUR EARLIEST CONVENIENCE, WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING.**

Thank you for your continued support.

Sincerely,

William C. Griffiths  
*Chairman of the Board*

\_\_\_\_\_  
**YOUR VOTE IS IMPORTANT**  
\_\_\_\_\_

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
To Be Held March 22, 2019**

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NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Quanex Building Products Corporation, a Delaware corporation (the "Company" or "Quanex"), will be held at the principal executive offices of the Company, 1800 West Loop South, Suite 1500, Houston, Texas, 77027, on Friday, March 22, 2019, at 8:00 a.m., C.D.T., for the following purposes:

- (1) To elect six directors to serve until the Annual Meeting of Stockholders in 2020;
- (2) To approve an advisory resolution approving the compensation of the Company's named executive officers;
- (3) To approve a resolution ratifying the appointment of the Company's independent auditor for fiscal 2019; and
- (4) To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

Information with respect to the above matters is set forth in the Proxy Statement that accompanies this Notice.

The Board of Directors of the Company (the "Board of Directors" or "Board") has fixed the close of business on January 30, 2019, as the record date for determining stockholders entitled to notice of and to vote at the meeting. A complete list of the stockholders entitled to vote at the meeting will be maintained at the Company's principal executive offices, will be open to the examination of any stockholder for any purpose germane to the meeting during ordinary business hours for a period of ten days prior to the meeting, and will be made available at the time and place of the meeting during the whole time thereof.

**Please execute your vote promptly. Your designation of a proxy is revocable and will not affect your right to vote in person if you find it convenient to attend the meeting and wish to vote in person.**

The Company's Annual Report to Stockholders for the fiscal year ended October 31, 2018, accompanies this Notice.

By order of the Board of Directors,

Kevin P. Delaney  
*Senior Vice President General Counsel and Secretary*

Houston, Texas  
February 27, 2019

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**PROXY STATEMENT**

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**Annual Meeting of Stockholders  
To Be Held March 22, 2019**

This Proxy Statement and the accompanying form of proxy are to be first mailed on or about February 27, 2019, to all holders of record on January 30, 2019 (the "Record Date"), of the common stock, \$.01 par value (the "Common Stock"), of Quanex Building Products Corporation, a Delaware corporation (the "Company"). These materials are furnished in connection with the solicitation of proxies by the Board of Directors of the Company to be used at the Annual Meeting of Stockholders to be held at the Company's principal executive offices, 1800 West Loop South, Suite 1500, Houston, Texas, 77027, at 8:00 a.m., C.D.T., on Friday, March 22, 2019, and at any adjournment or adjournments thereof. Shares of Common Stock represented by any un-revoked proxy in the enclosed form, if such proxy is properly executed and is received prior to the meeting, will be voted in accordance with the specifications made on such proxy. Proxies on which no specifications have been made will be voted FOR the election as director of all nominees listed herein, FOR ratification of the appointment of the Company's independent auditor for fiscal 2019, and FOR each other proposal included herein. Proxies are revocable by written notice to the Secretary of the Company at the address of the Company set forth below, or by delivery to the Company of a later dated proxy, at any time prior to their exercise. Proxies may also be revoked by a stockholder attending and voting in person at the meeting.

The Common Stock is the only class of securities of the Company that is entitled to vote at the meeting. As of the close of business on the Record Date, the date for determining stockholders who are entitled to receive notice of and to vote at the meeting, there were 33,299,617 shares of Common Stock outstanding. Each share is entitled to one vote. The presence at the meeting, in person or by proxy, of the holders of a majority of shares of Common Stock is necessary to constitute a quorum. Abstentions and broker non-votes are counted as present in determining whether the quorum requirement is satisfied.

The cost of soliciting proxies will be borne by the Company. Solicitation may be made personally or by mail, telephone or electronic data transfer by officers, directors and regular employees of the Company (who will not receive any additional compensation for any solicitation of proxies), or by the firm of Morrow Sodali, LLC, which has been retained by the Company to assist in the solicitation for a fee of approximately \$7,500 plus expenses. The Company will also reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable expenses for sending proxy materials to the beneficial owners of Common Stock. The mailing address of the Company's principal executive office is 1800 West Loop South, Suite 1500, Houston, Texas, 77027.

***IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE ANNUAL MEETING TO BE HELD ON MARCH 22, 2019:***

Our Proxy Statement and 2018 Annual Report are available online at the following web address:

*<http://www.quanex.com/2018AR>*

In accordance with Securities and Exchange Commission rules, this website provides complete anonymity with respect to any stockholder accessing it.

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**MATTERS TO COME BEFORE THE MEETING**

**PROPOSAL NO. 1  
ELECTION OF DIRECTORS**

Six directors are to be elected at the meeting. Prior to March 2016, the Board was divided into three classes, with the terms of office expiring at different times for each class. In March 2016, however, the Company amended its Certificate of Incorporation and Bylaws to declassify the Board of Directors by providing that each director would be elected for a term of only one year. Class I and Class II directors were elected to one year terms at the Company's Annual Meeting in 2018, and the final three year term of the Class III directors will expire at the Company's Annual Meeting in 2019. As such, the declassification process is now complete, and all of the Company's current directors are up for election for one-year terms.

Because the Quanex Corporate Governance Guidelines mandate that no person may be nominated to serve on the Board after his or her 72<sup>nd</sup> birthday, Mr. Nosbaum is not standing for re-election as a director. Instead, the Board has nominated Mr. Donald R. Maier to stand for election as a director. Mr. Maier is currently the President and Chief Executive Officer of Armstrong Flooring, located in Lancaster, Pennsylvania. In selecting Mr. Maier to stand for election, the Board engaged in a thorough and diligent search process that involved consideration of a number of highly qualified candidates. The Board strongly believes that Mr. Maier's executive, industry, and operational experience, along with his strong understanding of corporate governance issues, will prove to be a huge asset for the Company's Board. More information about Mr. Maier's background and qualifications may be found on page 5 of this Proxy Statement.

Current directors Robert R. Buck, Susan F. Davis, William C. Griffiths, Joseph D. Rupp and Curtis M. Stevens are the directors currently standing for election. Mr. Griffiths was elected by the stockholders in 2016 to a term ending in 2019, and all other directors were elected in 2018 to a one-year term that ends in 2019. Each director nominee is standing for re-election for a term expiring at the 2020 Annual Meeting.

In reviewing the information contained in this Proxy Statement that relates to our directors and officers, it is important to note that Quanex Building Products Corporation was initially created on December 12, 2007, in connection with the April 2008 spin-off of the building products business of Quanex Corporation, and the related merger of Quanex Corporation with Gerdau S.A. In connection with these transactions, the directors and officers of Quanex Corporation became the directors and officers of Quanex Building Products Corporation. As such, we have listed these "carryover" directors and officers as beginning with the Company in 2007 despite the fact that they may have served in similar positions with Quanex Corporation prior to that time. For information related to the transaction, the origins of Quanex Building Products Corporation, and any pre-transaction service as a director or officer of Quanex Corporation, please see (a) the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2008, (b) the Information Statement attached as Exhibit 99.1 to the Company's Registration Statement on Form 10, filed April 4, 2008 and effective April 9, 2008, and (c) Quanex Corporation's Annual Report on Form 10-K, as amended by Form 10-K/A, for the fiscal year ended October 31, 2007.

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Nominees for election to a term that will expire at the 2020 Annual Meeting	Principal Occupation	Age	Director Since
Robert R. Buck	Chairman of the Board of Beacon Roofing Supply, Inc., a leading distributor of roofing materials (Herndon, Virginia).	71	2011
Susan F. Davis	Retired Executive Vice President Asia Pacific of Johnson Controls, Inc., a global leader in automotive systems, building efficiency and power solutions (Milwaukee, Wisconsin).	65	2007
William C. Griffiths	Chairman, President and Chief Executive Officer, Quanex Building Products Corporation (Houston, Texas).	67	2009
Donald R. Maier	President and Chief Executive Officer, Armstrong Flooring, Inc., a global producer of flooring products (Lancaster, Pennsylvania).	54	n/a
Joseph D. Rupp	Retired Chairman of the Board of Olin Corporation, a basic materials company concentrated in chemicals and ammunition (Clayton, Missouri).	68	2007
Curtis M. Stevens	Retired Chief Executive Officer of Louisiana-Pacific Corporation, a leading building materials manufacturer (Nashville, Tennessee).	66	2010
Director whose term expires at the 2019 Annual Meeting (not standing for election)	Principal Occupation	Age	Director Since
LeRoy D. Nosbaum	Retired President and Chief Executive Officer of Itron, Inc., a leading technology provider to the global energy and water industries and a leading provider of intelligent metering, data collection and utility software solutions (Liberty Lake, Washington).	72	2010

### **Director and Director Nominee Biographies, Key Attributes, and Skills**

#### **ROBERT BUCK**, age 71

**Biography:** Mr. Buck is the Chairman of the Board of Beacon Roofing Supply, Inc., a \$6.4 billion NASDAQ-traded roofing materials distributor. Prior to becoming Chairman in early 2011, Mr. Buck served as Chairman and CEO of Beacon from 2007 to 2011; as Chairman, President, and CEO in 2007; and as President and CEO from 2003 to 2007. Prior to joining Beacon in 2003, Mr. Buck spent 21 years with Cintas Corporation in various executive positions. Mr. Buck holds a B.S. in Finance from the University of Cincinnati.

**Key Attributes, Experience, and Skills:** During his time at Beacon Roofing and Cintas Corporation, Mr. Buck developed extensive executive leadership, finance and accounting expertise. Mr. Buck also participated in numerous mergers and acquisitions and has strong corporate governance experience. In addition, Mr. Buck's tenure at Beacon Roofing has provided him substantial experience in the building products industry. Mr. Buck has also amassed extensive public company board experience through his service on the boards of Beacon Roofing Supply, Multi-Color Corporation, and Kendle International.



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**Other Directorships Since 2013:** Mr. Buck currently serves on the boards of Beacon Roofing Supply, Inc., and Multi-Color Corporation. Mr. Buck also serves on the board of privately held Elkay Manufacturing Co..

#### **SUSAN DAVIS, age 65**

**Biography:** Ms. Davis retired in 2016 from Johnson Controls, Inc., a global leader in automotive systems, building efficiency and power solutions. Prior to her retirement, Ms. Davis served as the Executive Vice President Asia Pacific for Johnson Controls, beginning in 2015. Prior to her appointment to that position, Ms. Davis served as the chief human resources officer of Johnson Controls from 1994 to 2015, holding the positions of Executive Vice President and Chief Human Resources Officer from 2014 to 2015, Executive Vice President of Human Resources from 2006 to 2014, and Vice President of Human Resources from 1994 to 2006. Prior to that time, she served in various other positions with Johnson Controls, which she originally joined in 1983. Ms. Davis received an MBA degree from the University of Michigan, and received both Master's and Bachelor's degrees from Beloit College.

**Key Attributes, Experience, and Skills:** As the executive leader of Human Resources at Johnson Controls for over twenty years, Ms. Davis acquired extensive management, corporate governance, public company, and international business expertise. She has also worked extensively with executive compensation and management development issues. Further, Ms. Davis' time as a director for Butler Manufacturing, and Johnson Controls' status as a global leader in building efficiency products and controls, has provided Ms. Davis with the opportunity to accumulate extensive experience in the building products industry and with manufacturing processes, both of which are very valuable in her service as a director of the Company. Ms. Davis also gained public company board experience as a result of her prior service as a director for Butler Manufacturing and Quanex Corporation, and in her current service as a board member of Cooper Tire & Rubber Company.

**Other Directorships Since 2013.** Ms. Davis has served since 2016 on the board of Cooper Tire & Rubber Company, an NYSE-traded manufacturer of car, motorcycle, truck, and racing tires.

#### **WILLIAM GRIFFITHS, age 67**

**Biography:** Mr. Griffiths was named Chairman, President, and Chief Executive Officer of the Company in July 2013. Prior to joining the Company as President and CEO, Mr. Griffiths served as the Managing Director and a member of the board of directors of Sealine (International) Ltd., a privately held manufacturer of yachts and other marine vessels based in the United Kingdom. Prior to joining Sealine in January 2012, Mr. Griffiths served as Chairman of the Board, President and CEO of Champion Enterprises, Inc., a NYSE-traded producer of modular and manufactured housing until 2010. He joined Champion as a Director, and as President and Chief Executive Officer, in August 2004, and was named Chairman of the Board in 2006. Champion filed for Chapter 11 bankruptcy on November 15, 2009. From 2001 to 2004, Mr. Griffiths was President Fluid Systems Division at SPX Corporation, a global multi-industry company located in Charlotte, North Carolina. Mr. Griffiths graduated from the University of London with a BS with Honors in Mining Engineering. In addition, Mr. Griffiths is a graduate of the Harvard Business School's PMD executive education program.

**Key Attributes, Experience, and Skills:** During his tenure as CEO of Champion Enterprises, Mr. Griffiths gained extensive experience with manufacturing processes, corporate governance, and public company issues. Champion also provided Mr. Griffiths with valuable expertise and insight into the building products industry, which he has continued to build during his tenure at Quanex Building Products. In addition, Mr. Griffiths' time as a senior leader at SPX Corporation provided him with extensive and wide-reaching expertise in international operations management and international

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business in general. It also allowed him to build a great deal of experience in mergers and acquisitions, both international and domestic.

**DONALD MAIER**, age 54

**Biography:** Mr. Maier has served since 2016 as the President and Chief Executive Officer of Armstrong Flooring, Inc., an NYSE-traded global producer of flooring products for use primarily in the construction and renovation of commercial, residential and institutional buildings. Prior to assuming that role, Mr. Maier served as Executive Vice President and CEO of the Flooring Products division of Armstrong World Industries, Inc. from 2014 to 2016, and as Senior Vice President, Global Operations Excellence of Armstrong World Industries, Inc. from 2010 to 2014. Mr. Maier also served as Senior Advisor of TPG Capital Advisors from 2007 to 2010, and in various senior leadership, strategic, marketing, business development, and engineering roles at Hillenbrand Industries and its subsidiaries Hill-Rom and Batesville Casket Company from 1987 to 2007.

**Key Attributes, Experience, and Skills:** Mr. Maier has extensive manufacturing, engineering, marketing and operational experience that will make him a valuable member of the Board. In addition, Mr. Maier's experience as a director and chief executive officer of a global and publicly-traded company has provided him with extensive corporate governance, international business, and public company expertise.

**Other Directorships Since 2013.** Mr. Maier has served on Armstrong Flooring's board of directors since 2016.

**LEROY NOSBAUM**, age 72

**Biography:** Mr. Nosbaum is the retired Chairman, President and Chief Executive Officer of Itron, Inc., a NASDAQ-traded leading technology provider to the global energy and water industries and a leading provider of intelligent metering, data collection and utility software solutions. Mr. Nosbaum joined Itron in 1996, was promoted to the role of President and CEO in 2000, and was elected as Chairman in 2002. He retired from Itron in 2009, but returned as President and Chief Executive Officer in 2011, before retiring again in December 2012. Prior to his employment with Itron, Mr. Nosbaum served in various positions at Metricom, Inc. from 1989 to 1996, and at Schlumberger Limited from 1977 to 1989. Mr. Nosbaum holds a B.S. in Electrical Engineering from Valparaiso University.

**Key Attributes, Experience, and Skills:** Mr. Nosbaum brings to the board strong sales, marketing and technology expertise, which he gained during his service as the Executive VP of Marketing and Sales for Metricom, Inc. In his various roles at Itron, Mr. Nosbaum also built extensive public company, strategic development, technology and manufacturing process expertise. Mr. Nosbaum gained extensive finance and acquisition experience while serving as CEO of Itron. Mr. Nosbaum also gained international experience at Itron, which conducts operations throughout Europe, South America, and Asia. In addition, he has built corporate governance expertise both through his role as CEO of Itron, and through his service on the Nominating and Corporate Governance Committees of Esterline Technologies and Quanex Building Products.

**JOSEPH RUPP**, age 68

**Biography:** Mr. Rupp is the retired Chairman of the Board of Olin Corporation, an NYSE traded basic materials company concentrated in chemicals and ammunition. Mr. Rupp served as the Chairman of the Board of Olin Corporation from May 2016 to April 2017. Prior to May 2016, Mr. Rupp served as Chairman, President and Chief Executive Officer of Olin since 2005. Prior to his election as Chairman, Mr. Rupp was President and Chief Executive Officer of Olin from 2002 to 2005. Prior to

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2002, Mr. Rupp served in various positions with Olin, which he originally joined in 1972. Mr. Rupp holds a bachelor's degree in metallurgical engineering from the University of Missouri, Rolla.

**Key Attributes, Experience, and Skills:** As the CEO of Olin, Mr. Rupp amassed strong corporate governance expertise, public company management experience, and solid financial acumen. He also brings a wealth of experience in operations management, lean manufacturing processes, and mergers and acquisitions. In addition, he has gained extensive public board experience as a director of Olin since 2002 and as a director of Quanex Building Products since 2008.

**Other Directorships Since 2013:** Mr. Rupp served as a director of Olin Corporation from 2002 to 2005, and as Chairman of Olin's board from 2005 until his retirement in April 2017. Mr. Rupp has served since 2018 on the board of Owens-Illinois, an NYSE-traded manufacturer of container glass products and since 2016 as a director of Cass Information Systems, a NASDAQ traded company.

### **CURTIS STEVENS, age 66**

**Biography:** Mr. Stevens retired in June 2017 from Louisiana-Pacific Corporation, an NYSE traded building materials manufacturer. Prior to his retirement, Mr. Stevens served as the Chief Executive Officer and a director of Louisiana-Pacific from 2012 to June 2017. Prior to becoming CEO in May 2012, Mr. Stevens served as Louisiana-Pacific's Chief Operating Officer and Executive Vice President beginning in December 2011. Prior to assuming the role of Chief Operating Officer, Mr. Stevens served as Chief Financial Officer of Louisiana-Pacific since 1997, and as Executive Vice President, Administration, since 2002. Before joining Louisiana-Pacific, Mr. Stevens served for 14 years in various financial and operational positions at Planar Systems, a flat-panel display products manufacturer. Mr. Stevens holds a B.A. in Economics and an M.B.A with a concentration in Finance from the University of California at Los Angeles.

**Key Attributes, Experience, and Skills:** Through his various roles at Louisiana Pacific, Mr. Stevens acquired broad experience in the building products industry. He also possesses a strong background in accounting and finance, as well as extensive expertise in information technology and supply chain management, strategy development, and public company issues. Further, Louisiana Pacific's international operations have provided Mr. Stevens with strong international business experience.

**Other Directorships Since 2013:** Mr. Stevens served on the board of Louisiana-Pacific from 2012 until his retirement in 2017, and has served since 2018 on the board of Interfor Corporation, a lumber producer whose stock is listed on the Toronto Stock Exchange.

The Board of Directors has affirmatively determined that Ms. Davis and each of Messrs. Buck, Maier, Nosbaum, Rupp, and Stevens have no material relationship with the Company and have satisfied the independence requirements of the New York Stock Exchange. In assessing director and director nominee independence, the Board of Directors considered the relationships (as a customer or supplier or otherwise) of the Company with various companies with which such directors or director nominees may be affiliated and has determined that there are no such relationships that, in the opinion of the Board, might impact any director's independence. In making this assessment, the Board took into account the level of transactions with such companies in relationship to the Company's and the other parties' aggregate sales, the level of director or director nominee involvement in such transactions and the ability of such directors or director nominees to influence such transactions. Based on its review, the Board determined that no transactions occurred during the year that might affect any non-employee director or director nominee's independence. During the fiscal year, the Nominating & Corporate Governance Committee determined that there were no "related person" transactions, as defined by the Securities and Exchange Commission. In addition, each director and director nominee has met the definitions of "non-employee director" under Rule 16b-3 of the Securities Exchange Act of 1934 and "outside director" under Section 162(m) of the Internal Revenue Code of 1986.

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There are no arrangements or understandings between any person and any of the director nominees pursuant to which such director nominee was selected as a nominee for election at the Meeting, and there are no family relationships among any of the director nominees or executive officers of the Company. Ms. Davis and Messrs. Buck, Griffiths, Maier, Rupp and Stevens have each indicated a willingness to serve if elected. If a nominee should be unable to serve or will not serve for any reason, and if any other person is nominated, the persons designated on the accompanying form of proxy will have discretionary authority to vote or refrain from voting in accordance with their judgment on such other nominee unless authority to vote on such matter is withheld.

**Vote Required**

To be elected as a director, a director nominee must receive a majority of votes cast at the meeting with respect to such nominee (the number of shares voted "FOR" a director nominee must exceed the number of votes cast "AGAINST" that nominee). Cumulative voting is not permitted in the election of directors. Abstentions and broker non-votes will not be treated as a vote for or against any particular director nominee and will not affect the outcome of the election of directors.

Pursuant to the Company's Corporate Governance Guidelines, any current director that is nominated for election must tender his or her resignation as a director in the event that he or she receives more "AGAINST" votes than "FOR" votes. In such an event, the Governance Committee and subsequently the full Board would then review and determine whether to accept or reject the tendered resignation. The Board is required to publicly disclose its decision and the rationale behind it within ninety days from the date of the certification of the election results.

**Recommendation**

**The Board of Directors recommends that you vote "FOR" the elections of Ms. Davis and Messrs. Buck, Griffiths, Maier, Rupp and Stevens.** Unless you give contrary instructions in your proxy, your proxy will be voted "FOR" the elections of Ms. Davis and Messrs. Buck, Griffiths, Maier, Rupp and Stevens. If any nominee should become unable or unwilling to accept nomination or election, the person acting under the proxy will vote for the election of such other person as the Board of Directors may recommend. The Board has no reason, however, to believe that any nominee will be unable or unwilling to serve if elected.

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**PROPOSAL NO. 2**  
**ADVISORY VOTE APPROVING NAMED EXECUTIVE OFFICER COMPENSATION**

At the meeting, the stockholders will vote on an advisory resolution approving the compensation of the Company's named executive officers, as required pursuant to section 14A of the Securities Exchange Act.

We believe that our compensation practices and procedures are competitive, focused on pay-for-performance and strongly aligned with the long-term interests of our stockholders. This advisory stockholder vote, commonly known as "Say-on-Pay," gives you as a stockholder the opportunity to express approval or withhold approval of the compensation we pay our named executive officers through voting for or against the following resolution:

"Resolved, that the stockholders approve the compensation of the Company's named executive officers as disclosed pursuant to Item 402 of Regulation S-K in the Company's 2019 Proxy Statement, which disclosure includes the Compensation Discussion and Analysis, the Summary Compensation Table and the other executive compensation tables and related discussion."

The Company and the Compensation & Management Development Committee (the "Compensation Committee") remain committed to the compensation philosophy, practices, and objectives outlined under the heading "*Compensation Discussion and Analysis*" located on page 15 of this Proxy Statement. As always, the Compensation Committee will continue to review all elements of the executive compensation program and take any steps it deems necessary to continue to fulfill the objectives of the program.

Stockholders are encouraged to carefully review the "*Compensation Discussion and Analysis*" section of this Proxy Statement for a detailed discussion of the Company's executive compensation program.

Because your vote is advisory, it will not be binding upon the Company or the Board of Directors. However, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

Unless the Board modifies its policy on the frequency on holding "Say-on-Pay" advisory votes, Say-on-Pay votes by our stockholders take place at each Annual Meeting, and the next such vote will occur at the annual meeting to which this Proxy Statement relates.

**Vote Required**

The affirmative vote of a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on this proposal is necessary to approve the "Say-on-Pay" proposal. Abstentions will have the same effect as a vote "AGAINST" the Say-on-Pay proposal. Broker non-votes will have no effect on the Say-on-Pay proposal.

**Board Recommendation**

**The Board recommends that you vote "FOR" the ratification of the advisory resolution approving the compensation of the Company's named executive officers.**

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**PROPOSAL NO. 3  
RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDIT FIRM**

The Audit Committee has selected Grant Thornton LLP, an independent registered public accounting firm, to audit the Company's consolidated financial statements for fiscal year 2019. Grant Thornton LLP has been the Company's independent registered public accounting firm since April 2014, when it was retained by the Audit Committee after the completion of a competitive process to select an auditor for the Company's fiscal 2014 financial statements. We are asking the stockholders to ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2019. Grant Thornton LLP was appointed by the Audit Committee in accordance with its charter.

In the event stockholders fail to ratify the appointment of Grant Thornton LLP, the Audit Committee may reconsider this appointment. Even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent accounting firm at any time during the year if the Audit Committee determines that such a change would be in the Company's and its stockholders' best interests.

The Audit Committee has approved all services provided by Grant Thornton LLP. A representative of Grant Thornton LLP will be present at the Annual Meeting, will have the opportunity to make a statement, and will be available to respond to appropriate questions you may ask.

**Vote Required**

This vote requires approval by the affirmative vote of a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on this proposal. Abstentions with respect to the approval of this proposal will have the effect of a vote "AGAINST" this proposal. Broker non-votes will not be counted for the purpose of determining the number of votes necessary for approval of this proposal.

**Board Recommendation**

**The Board recommends that you vote "FOR" the ratification of appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending October 31, 2019.**

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Set forth below is certain information concerning the executive officers of the Company, each of whom serves at the pleasure of the Board of Directors. There is no family relationship between any of these individuals or between these individuals and any of the Company's directors. There are no arrangements or understandings between any person and any of the executive officers pursuant to which such executive officer was selected as an executive officer, except for arrangements or understandings with such executive officer acting solely in such executive officer's capacity as such.

<b>Name and Age</b>	<b>Office and Length of Service</b>
William C. Griffiths, 67	Chairman of the Board, President and Chief Executive Officer since 2013
Brent L. Korb, 47	Senior Vice President Finance and Chief Financial Officer since 2008
Kevin P. Delaney, 57	Senior Vice President General Counsel and Secretary since 2007
George L. Wilson, 50	Vice President Chief Operating Officer since 2017
Scott M. Zuehlke, 42	Vice President Investor Relations & Treasurer since 2016

*Mr. Griffiths* was elected Chairman, President and Chief Executive Officer of the Company effective July 9, 2013. Prior to joining the Company, Mr. Griffiths served as the Managing Director and a member of the board of directors of Sealine (International) Ltd., a privately held manufacturer of yachts and other marine vessels based in the United Kingdom, from 2012 until it was sold in June 2013. Prior to joining Sealine in 2012, Mr. Griffiths served as Chairman of the Board, President and CEO of Champion Enterprises, Inc., a NYSE-traded producer of modular and manufactured housing until 2010. He joined Champion as a Director, and as President and Chief Executive Officer, in August 2004, and was named Chairman of the Board in 2006. Champion filed for Chapter 11 bankruptcy on November 15, 2009. From 2001 to 2004, Mr. Griffiths was President Fluid Systems Division at SPX Corporation, a global multi-industry company located in Charlotte, North Carolina. Mr. Griffiths graduated from the University of London with a B.S. with Honors in Mining Engineering. In addition, Mr. Griffiths is a graduate of the Harvard Business School's PMD executive education program.

*Mr. Korb* was named Senior Vice President Finance and Chief Financial Officer of the Company on August 1, 2008. Mr. Korb was named Vice President Controller of Quanex Corporation in 2005, and was elected to the same position with the Company upon its creation on December 12, 2007. Prior to his election as Vice President Controller of Quanex Corporation, Mr. Korb served as Assistant Controller of Quanex Corporation from 2003 to 2005. Prior to that time, Mr. Korb was Controller & Director of Business Analysis since 2003, and Manager of Business Analysis since 2001, of Resolution Performance Products, a manufacturer of specialty chemicals. From 1996 to 2001, Mr. Korb held various positions at Service Corporation International, a provider of funeral, cremation and cemetery services, including Director International Finance & Accounting, Manager International Finance & Accounting, Manager Corporate Development, Manager Strategic Planning, and Financial Analyst.

*Mr. Delaney* was named Senior Vice President General Counsel and Secretary of Quanex Corporation on February 24, 2005, and was elected to the same position with the Company upon its creation on December 12, 2007. Prior to that, he was Vice President General Counsel of Quanex Corporation since 2003, and Secretary since 2004. Prior to that he was Chief Counsel for Trane Residential Systems, a business of American Standard Companies, a global manufacturer with market leading positions in automotive, bath and kitchen, and air conditioning systems, since 2002; Assistant General Counsel for American Standard Companies since 2001; and Group Counsel for The Trane Company's North American Unitary Products Group since 1997. Prior to that time, Mr. Delaney was Vice President General Counsel with GS Roofing Products Company, Inc. from 1995 to 1997 and Senior Attorney with GTE Directories Corporation from 1991 to 1995.

*Mr. Wilson* was named Vice President Chief Operating Officer of the Company effective August 1, 2017. Prior to his appointment to that role, Mr. Wilson served as President and General

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Manager of the Company's Insulating Glass Systems Division since 2011, and as General Manager of Edgetech I.G., Inc. beginning with its purchase by Quanex in March 2011 until it was consolidated with existing Quanex operations to create the Insulating Glass Systems Division. Prior to joining Quanex, Mr. Wilson served as the Vice President of Operations for Lauren Manufacturing from 2008 to 2010, and as the Vice President of Human Resources for its parent company Lauren International, a diversified manufacturer of polymers, rubbers and plastics, from 2010 to 2011. Prior to that time and beginning in 1993, Mr. Wilson served in various capacities of increasing responsibility for Federal Mogul, a Tier 1 manufacturer of various automobile components.

*Mr. Zuehlke* was named Vice President Investor Relations and Treasurer of the Company effective January 25, 2016. Prior to joining the Company, Mr. Zuehlke served as Vice President, Investor Relations for Halcón Resources from 2011 to 2016, and as Director, Investor Relations for Geokinetics from 2010 to 2011. In those roles, Mr. Zuehlke was responsible for leading and managing the investor relations function and acting as the primary contact to the investment community. Halcón is an independent energy company focused on the acquisition, production, exploration and development of onshore liquids-rich assets in the United States, while Geokinetics is an international land and shallow water geophysical service company focusing on the petroleum and mining industries. Prior to joining Geokinetics, Mr. Zuehlke served as Manager, Finance and Investor Relations for Hercules Offshore from 2009 to 2010. Mr. Zuehlke began his career at Invesco, where he was employed as an Equity Analyst and Market Data Associate from 1998 to 2009.



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**DIRECTOR AND OFFICER COMPENSATION**

**Director Compensation**

Directors who are also employees of the Company do not receive any additional compensation for serving on the Board. In fiscal 2018, Mr. Griffiths was the only director who also served as an employee of the Company. As such, he did not receive any additional compensation for Board service, and has not since the date on which he became an employee.

For the fiscal year ended October 31, 2018, the Company's non-employee directors received the following compensation:

**Annual Cash Retainer**<sup>(1)</sup> \$55,000/year paid quarterly

**Committee Member Retainer**<sup>(1)</sup>

Member of Audit Committee: \$9,000/year paid quarterly

Member of Compensation & Management Development Committee: \$7,500/year paid quarterly

Member of Nominating & Corporate Governance Committee: \$7,500/year paid quarterly

**Committee Chairman Fees (paid in lieu of Committee Member Retainer listed above)**<sup>(1)</sup>

Chairman of Audit Committee: \$15,000/year paid quarterly

Chairman of Compensation & Management Development Committee: \$10,000/year paid quarterly

Chairman of Nominating & Corporate Governance Committee: \$10,000/year paid quarterly<sup>(2)</sup>

**Lead Director Fee**<sup>(1)</sup> \$20,000/year paid quarterly

**Annual Restricted Stock Unit Retainer**<sup>(3)</sup> On the first business day of each fiscal year, non-employee directors receive an annual restricted stock unit award of \$80,000 in equivalent value. The restricted stock unit award vests immediately upon issuance. If the non-employee director meets the Company's director stock ownership guidelines (in shares and share equivalents), payment of the award will be deferred automatically to the director's separation from service (or, if earlier, a change in control of the Company), unless an election is made by the director to settle and pay the award on an earlier permitted specified date, and such election is made prior to the last day of the deferral election period applicable to the award under Section 409A of the Internal Revenue Code. If the non-employee director has not met the Company's applicable stock ownership guidelines, then payment of the award will automatically be deferred until the director's separation from service, and no election for an earlier payment date will be allowed. For purposes of this paragraph, the determination of whether a director meets the stock ownership guidelines will be made as of December 31<sup>st</sup> of the calendar year immediately preceding the calendar year in which the applicable restricted stock unit award is granted. With respect to the restricted stock unit awards that were granted on November 1, 2018, Mr. Stevens elected for early payment to be made on the second anniversary of the date of grant. No other directors elected for an early payment to be made.

**Initial Restricted Stock Unit Grant** On the date on which a non-employee director is first elected or appointed as a director, such director will be granted an annual restricted stock unit award that is pro-rated for the time served during the current fiscal year, from the director's date of election or appointment. These grants will immediately vest and will be settled and paid upon the earlier of the director's separation from service or a change in control of the

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Company. The pro-rated restricted stock unit award, as well as the first full restricted stock unit award granted to a newly appointed or elected director, is not eligible for any form of deferral or other payment timing election.

**Expense Reimbursement** Directors are reimbursed by the Company for their expenses relating to attendance at meetings.

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- (1) Non-employee directors are permitted to defer all or any part of their cash retainers and fees under the Quanex Building Products Corporation Deferred Compensation Plan (the "DC Plan"). These deferrals are placed into notional accounts maintained under the DC Plan and are deemed invested in cash, units denominated in Common Stock, or any of the accounts available under the Company's qualified 401(k) plan, as the director elects. The number of units that are deemed invested in Company common stock units and credited to a director's notional account is equal to the number of shares of Common Stock that could have been purchased with the dollar amount deferred based on the closing price of the Common Stock on the New York Stock Exchange on the date the amount would have been paid for such share purchase. If a dividend or other distribution is declared and paid on Common Stock, for each notional common stock unit credited to a director's account a corresponding credit will be accrued in the director's notional matching account. All director deferrals are 100% vested. No payments may be made under the DC Plan until a distribution is permitted in accordance with the terms of the DC Plan. In the event of a "change in control" of the Company, any amount credited to a director's account is fully vested and is payable in cash within five days after the change in control occurs. A "change in control" is defined generally as (i) an acquisition of securities resulting in an individual or entity or group thereof becoming, directly or indirectly, the beneficial owner of 20% or more of either (a) the Company's then-outstanding Common Stock or (b) the combined voting power of the then-outstanding voting securities of the Company entitled to vote generally in the election of directors, (ii) a change in a majority of the persons who were members of the Board of Directors as of December 12, 2007 (the "Incumbent Board"), (iii) generally, a reorganization, merger, consolidation or sale of the Company or disposition of all or substantially all of the assets of the Company, or (iv) the approval by the stockholders of the Company of a complete liquidation or dissolution of the Company. For this purpose, an individual will be treated as a member of the Incumbent Board if he becomes a director subsequent to December 12, 2007, and his election, or nomination for election by the Company's stockholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board; unless his initial assumption of office occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of an individual, entity or group other than the Board. All distributions under the DC Plan will be made in cash. Any deferral or payment permitted under the DC Plan is administered in a manner that is intended to comply with Section 409A of the Internal Revenue Code of 1986.
- (2) Mr. Rupp serves as Chairman of the Nominating & Corporate Governance Committee, but has chosen to decline the Committee Chairman Fee related to that position.
- (3) Restricted stock unit grants are issued from the Quanex Building Products Corporation 2008 Omnibus Incentive Plan, as amended.

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The table below shows the total compensation of our non-employee directors for the fiscal year ended October 31, 2018:

Name	Fees Earned or Paid in Cash(1) (\$)	Restricted Stock Unit Awards(2) (\$)	Option Awards(2) (\$)	Change in Pension Value & Nonqualified Deferred Compensation(3) (\$)	All Other Compensation(4) (\$)	Total (\$)
Robert R. Buck	71,500	78,879			7,741	158,120
Susan F. Davis	72,500	78,879			8,987	160,366
LeRoy D. Nosbaum	79,000	78,879			3,931	161,810
Joseph D. Rupp	90,000	78,879			4,791	173,760
Curtis M. Stevens	77,500	78,879			6,824	163,203

- (1) Amounts shown reflect fees earned by the directors from the Company during fiscal year 2018. During fiscal 2018, Messrs. Buck and Stevens elected to defer cash compensation of \$71,500 and \$9,688, respectively, under the Quanex Building Products Corporation Deferred Compensation Plan in the form of notional units.
- (2) These columns show respectively, the aggregate grant date fair value for restricted stock units and stock options awarded in fiscal 2018 computed in accordance with FASB ASC Topic 718. There were no grants of stock options to non-employee directors during fiscal 2018. Director grants vest immediately and as such are expensed on the date of grant. A discussion of the assumptions used in computing the grant date fair values may be found in Note 15, "Stock-Based Compensation," included in the audited financial statements including in the Company's Annual Report on Form 10-K for the year ended October 31, 2018. These values reflect the Company's assumptions used to determine the accounting expense associated with these awards and do not necessarily correspond to the actual value that may be recognized by the directors.

The following table shows the grant date fair value of restricted stock units and option grants made during fiscal year 2018 as well as the aggregate number of restricted stock units and stock option awards outstanding for each non-employee director as of October 31, 2018:

Name	Restricted Stock Units			Stock Options		
	2018 Grants Grant Date Fair Value (\$)	Total Units Outstanding as of October 31, 2018 (#)		2018 Grants Grant Date Fair Value (\$)	Total Stock Options Outstanding as of October 31, 2018 (#)	
Buck	11/1/17 78,879	16,545		n/a	20,876	
Davis	11/1/17 78,879	23,956		n/a	35,887	
Nosbaum	11/1/17 78,879	19,656		n/a	35,398	
Rupp	11/1/17 78,879	23,956		n/a	35,887	
Stevens	11/1/17 78,879	19,656		n/a	35,398	

- (3) The Company does not provide a pension plan for non-employee directors. None of the directors received preferential or above-market earnings on deferred compensation.
- (4) Amounts shown represent (a) dividends paid during fiscal 2018 on outstanding restricted stock units, and (b) equivalent dividends paid on phantom stock in the Deferred Compensation Plan for Ms. Davis and Messrs. Buck and Stevens of \$4,196; \$4,432; and \$2,893, respectively.



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**Compensation Discussion and Analysis**

**Introduction**

This section of the proxy describes the compensation paid to the executive officers listed in the "*Summary Compensation Table*" on page 39 of this Proxy Statement:

William C. Griffiths Chairman, President and Chief Executive Officer ("CEO")

George L. Wilson Vice President and Chief Operating Officer ("COO")

Brent L. Korb Senior Vice President Finance and Chief Financial Officer ("CFO")

Kevin P. Delaney Senior Vice President General Counsel and Secretary

Scott M. Zuehlke Vice President Investor Relations and Treasurer

The compensation programs described, however, apply more broadly to other officers and management personnel at the Company, with changes as appropriate to reflect different levels and types of responsibility. The Company believes that this approach helps to align Quanex employees into a unified team committed to the Company's corporate objectives.

**Business and Compensation Context**

*Execution on Strategic Imperatives*

Beginning early in fiscal 2018, we undertook a thorough assessment of the business and our position within the current economic cycle. As a result, we made a conscious decision to accelerate our de-leveraging plans, by focusing even greater attention to free cash flow generation. The Compensation Committee worked closely with management to develop a comprehensive and effective executive compensation program aligned with the Company's strategy. For fiscal 2018, the Compensation Committee set modified free cash flow as the metric in the annual incentive plan, which is consistent with the 2018 strategic imperatives.

Through continuous improvement, tighter control over working capital, and a reduction in capital expenditures, our management team generated record free cash flow in fiscal 2018 of \$78 million. The successful execution of our strategy resulted in returning cash to our shareholders and strengthening our balance sheet, which translated into the following significant accomplishments:

Doubled the quarterly cash dividend from 4 cents to 8 cents per share;

Repurchased \$32 million of Quanex stock in the fourth fiscal quarter;

Repaid \$28 million of debt; and

Exited the year at a two-times net debt to Adjusted EBITDA ratio.

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The following graph illustrates critical financial metrics over the prior five-year period. Achievements during fiscal 2018 reflect our focus on free cash flow generation and our commitment to reducing our leverage while returning capital to our

**Execution of our Strategy Yielded Record Free Cash Flow Generation in Fiscal 2018, Resulting in Cash to our Shareholders and a Stronger Balance Sheet**

Financial Metric(1)	Fiscal 2014	Fiscal 2015	Fiscal 2016	Fiscal 2017	Fiscal 2018
Revenue (\$M)	\$ 595	\$ 646	\$ 928	\$ 867	\$ 890
EBITDA (\$M)	\$ 49	\$ 60	\$ 102	\$ 92	\$ 88
EBITDA Margin	8.2%	9.3%	11.0%	10.6%	9.9%
Free Cash Flow (\$M)	\$ (13)	\$ 37	\$ 50	\$ 45	\$ 78

- (1) For the periods presented above, a reconciliation of EBITDA to Net Income as reported by the Company and a reconciliation of Free Cash Flow to Cash Provided by Operating Activities as reported by the Company, are included in *Annex A* to this Proxy Statement. Free Cash Flow is defined as cash provided by operations less capital expenditures. Free Cash Flow is measured before application of certain contractual commitments (including capital lease obligations), and accordingly is not a true measure of the Company's residual cash flow available for discretionary expenditures.

*Realized Compensation and Shareholder Alignment*

The effect of the strategic repositioning has meaningfully reduced realized pay for our executives during this time frame. The following chart illustrates the relationship between the CEO's aggregate

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target and realized compensation from fiscal 2014 through fiscal 2018 and the Company's total shareholder return between fiscal 2015 and fiscal 2018.

Note: Target pay includes base salary; target bonus; and the grant date value of options, restricted stock, cash-based performance units, and performance shares for the applicable period. Realized compensation includes base salary, bonus payout, in-the-money value of stock options based on the October 31, 2018 stock price, the value of restricted stock and performance restricted stock units granted during the period based on the October 31, 2018 stock price, and the value of performance shares paid out during the period.

The following table shows the payouts (as a percentage of target) for the Company's annual incentive award program ("AIA") and performance awards under the Company's Long-Term Incentive Plan. Over the past five years, incentive plan payouts have been responsive to Company performance on average, payouts under the AIA and long-term performance award have been approximately 85% of target and 42% of target, respectively.

Award Type	Payout (as a % of target)				
	FY2014	FY2015	FY2016	FY2017	FY2018
AIA	78.5%	92.8%	81.4%	0.0%	170.7%
Perf. Award	0.0%	66.8%	100.0%	41.0%	0%

In fiscal 2018, we earned a payout of 170.7% of target under the AIA and 0% of target on the long-term performance award, consistent with our performance on goals during the year.

*Responding to Shareholders: Changes for 2019*

In line with our commitment to align pay and performance, we undertook careful analysis of the value drivers of our business in relation to our compensation arrangements. As a result, the Compensation Committee decided to change our compensation programs for fiscal 2019. The Compensation Committee believes the decisions made to our program going forward demonstrate our ongoing commitment to align executive compensation with stockholder interests and encourage value



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creation at Quanex. Although these changes are discussed here, the full impact of these decisions will be reflected in 2019 pay and in next year's proxy statement. These recent changes include the following:

Held target compensation levels flat for executives, with the exception of a 10% adjustment for the COO.

Changed AIA to be based on 50% EBITDA growth and 50% revenue growth, with a modifier based on working capital as a percentage of sales;

Changed LTI mix to be 30% restricted stock, 30% performance restricted stock units, and 40% performance share awards;

Performance share awards will be based 100% on corporate Return on Net Assets (RONA).

### **Compensation Best Practices**

We use traditional compensation elements of base salary, annual incentives, long-term incentives, and employee benefits to deliver attractive and competitive compensation. We benchmark both compensation and Company performance in evaluating the appropriateness of pay. All of our executive pay programs are administered by an independent compensation committee, with assistance from an independent consultant. Some highlights to our executive compensation program include the following actions:

#### **What We Do**

Link annual incentive compensation to the achievement of an objective pre-established performance goal.

Provide 75% of our long-term compensation in the form of Performance-Based Long-Term Incentives.

Target the market median for all elements of compensation.

Apply robust minimum stock ownership guidelines.

Maintain a clawback policy.

#### **What We Don't Do**

No tax gross ups for new executive officers.

We do not allow hedging or pledging of Company stock.

No "single-trigger" change in control cash payments.

No excessive perquisites.

Use and review compensation tally sheets.

Evaluate the risk of our compensation programs.

Use an independent compensation consultant.

Seek to optimize deductibility of performance-based compensation.

**Compensation Objectives**

We design our executive compensation program to further our corporate goal of paying for performance. Our compensation plan and pay strategy focus on and are intended to influence the profit margins of our businesses, cash flow generation, returns to stockholders and efficient management of our operations.

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Our specific objectives and related plan features include:

<b>Objectives</b>	<b>How We Meet Our Objectives</b>
Attract and retain effective leadership	<p>We provide a competitive total pay package, taking into account base salary, incentives, benefits, and perquisites for each executive.</p> <p>We regularly benchmark our pay programs against the competitive market, comparing both fixed and variable, at-risk compensation that is tied to short- and long-term performance; we use the results of this analysis as context in making pay adjustments.</p> <p>Our plans include three-year performance cycles on long-term incentive awards, three-year vesting schedules on equity incentives, and career-weighted vesting on our supplemental retirement plan to motivate long-term retention.</p>
Motivate and reward executives for achieving specific financial goals	<p>We compete effectively for the highest caliber people who will determine our long-term success.</p> <p>We offer a compensation program that focuses on variable, performance-based compensation (through Annual and Long-Term Incentive Awards).</p> <p>Specific financial performance measures used in the incentive programs include:</p> <p>Fiscal 2018 Annual Incentive Awards (AIA) used a corporate scorecard based on 100% Modified Free Cash Flow, provided the Company achieves the initial performance hurdle of positive operating income (excluding any amounts attributable to corporate). Fiscal 2019 AIA will be based on EBITDA growth and revenue growth, with a modifier based on working capital as a percentage of sales.</p> <p>In Fiscal 2018, stock options were replaced with performance restricted stock units ("PRSUs"), which are based 100% on Absolute Total Shareholder Return (TSR) performance. In addition, the fiscal 2018 performance share awards used compounded Earnings Per Share (EPS) Growth to motivate long-term focus on bottom-line performance, Relative Total Shareholder Return (TSR) to reward executives for performance compared to the market, and Return on Invested Capital (ROIC) to encourage effective capital deployment. In fiscal 2019, the performance share awards will be based on corporate Return on Net Assets (RONA).</p>

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<b>Objectives</b>	<b>How We Meet Our Objectives</b>
Create a strong financial incentive to meet or exceed long-term financial goals and build long-term value	We link a significant part of total compensation to Quanex's financial and stock price performance over 70% of our compensation mix is performance-based.  We deliver 75% of long-term incentives in the form of performance-based compensation.  For SVPs and above, long-term compensation opportunities are weighted to deliver more than two times the target short-term incentive opportunity, resulting in a significant portion of our total compensation delivered in the form of long-term incentives.
Align executive and shareholder interests	In order to emphasize long-term shareholder returns, we require significant Quanex stock ownership among executives through the use of stock ownership guidelines.  The ultimate value of our annual equity grants is driven by stock price performance over the grant date value.

## **Competitive Positioning**

### *Fiscal 2018*

The Compensation Committee annually examines the level of competitiveness and continued appropriateness of our executive compensation program. For fiscal 2018, Quanex used comparative compensation data from a group of seventeen direct industry companies, referred to in this CD&A as the "Peer Group," as a point of reference in designing and setting its compensation levels. The Peer Group consists of companies selected on criteria including size, complexity, revenue, market capitalization, risk profile, asset intensity, margins, and industrial application of the primary business. The Compensation Committee reviewed and approved the following companies to be included in the Company's fiscal 2018 peer group:

AAON Inc.	Insteel Industries Inc.	PGT, Inc.
American Woodmark Corp.	LCI Industries	Ply Gem Holdings Inc.
Apogee Enterprises Inc.	Louisiana-Pacific Corp.	Simpson Manufacturing Inc.
Continental Building Products	Masonite International	Trex Company, Inc.
Gibraltar Industries Inc.	NCI Building Systems Inc.	Universal Forest Products Inc.
Griffon Corporation	Patrick Industries Inc.	

All the companies above, except for Insteel Industries, were included in the fiscal 2017 peer group.

Frederic W. Cook & Co., Inc. ("FW Cook"), an independent compensation consultant to the Compensation Committee, used the Peer Group pay information, along with manufacturing and general industry survey data, to develop the appropriate range of compensation for each executive position. FW Cook also prepared an independent analysis of our key performance indicators such as profitability, growth, capital efficiency, balance sheet strength, and total return to stockholders compared to our sixteen industry peers. These results were then reported to the Compensation Committee in order to provide a thorough picture of the competitiveness of pay in the context of our performance as compared with that of our peers. While the Compensation Committee uses this analysis to help frame its decisions on compensation, it uses its collective judgment in determining executive pay. The Compensation Committee exercises discretion in making compensation decisions based on the following inputs: its understanding of market conditions, its understanding of competitive pay analysis, recommendations from the CEO regarding his direct reports, the Committee's overall evaluation of the executive's performance, and our overall compensation strategy.



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#### *Changes for Fiscal 2019*

For fiscal 2019, the Company made the following changes to the peer group: added two companies (Armstrong Flooring and CSW Industrials) and removed four companies (LCI Industries, Louisiana-Pacific Corp., Ply Gem Holdings Inc., and Universal Forest Products Inc.). The fifteen companies below comprise the fiscal 2019 peer group:

AAON Inc.	CSW Industrials Inc.	NCI Buildings Systems Inc.
American Woodmark Corp.	Gibraltar Industries Inc.	Patrick Industries Inc.
Apogee Enterprises Inc.	Griffon Corporation	PGT, Inc.
Armstrong Flooring Inc.	Insteel Industries Inc.	Simpson Manufacturing Inc.
Continental Building Products	Masonite International	Trex Company, Inc.

#### **Program Description**

Our executive compensation program is a traditional design structure that has been customized to suit the business and organizational objectives of the Company. It includes base salary, annual cash incentive compensation, long-term incentives and executive benefits. Our fiscal 2018 long-term incentive program consisted of restricted stock grants, performance restricted stock units, and performance share awards. The amount of pay that is performance-based for an executive is directly related to the level of responsibility held by the position; accordingly, our highest ranked executive has the most performance-based pay as a percentage of total compensation. We set realistic but challenging goals in our annual incentive and long-term performance plans. In each case, if we fail to meet the pre-determined standards, no plan-based compensation is earned by executives.

We evaluate the various components of compensation annually relative to the competitive market for prevalence and value. By setting each of the elements against the competitive market within the parameters of our compensation strategy, the relative weighting of each element of our total pay mix varies by individual. We do not set fixed percentages for each element of compensation. The mix may also change over time as the competitive market moves or other market conditions which affect us change. We do not have and do not anticipate establishing any policies for allocating between long-term and currently paid compensation, or between cash and non-cash compensation. We have a process of assessing the appropriate allocation between these elements of compensation on a periodic basis and adjusting our position based on market conditions and our business strategy.

#### **Base Salary**

*Purpose:* This pay element is intended to compensate executives for their qualifications and the value of their job in the competitive market.

*Competitive Positioning:* The Company's goal is to target the market median as our strategic target for base salary. We review each executive's salary and performance every year to determine whether base salary should be adjusted. Along with individual performance, we also consider movement of salary in the market, as well as our financial results from the prior year to determine appropriate salary adjustments.

While the Compensation Committee applies general compensation concepts when determining the competitiveness of our executives' salaries, the Compensation Committee generally considers base salaries as being competitive when they are within a reasonable range of the stated market target (in this case, the market 50<sup>th</sup> percentile). In the most recent analysis using both our comparator group and general industry data, the salaries for our named executive officers were within 10% of the market 50<sup>th</sup> percentile.

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*Fiscal 2018 Review:* In December 2017, the Compensation Committee decided to maintain current base salaries for the executives based on the Company's relative position to the market and overall stockholder return. The table below provides base salaries for fiscals 2017 and 2018:

Name and Principal Position	Fiscal 2017 Base Salary	Fiscal 2018 Base Salary	Base Salary Increase
William C. Griffiths Chairman, President and CEO	\$ 815,000	\$ 815,000	0%
George L. Wilson Vice President and COO	\$ 450,000	\$ 450,000	0%
Brent L. Korb Senior Vice President Finance and CFO	\$ 418,000	\$ 418,000	0%
Kevin P. Delaney Senior Vice President General Counsel and Secretary	\$ 375,000	\$ 375,000	0%
Scott M. Zuehlke Vice President Investor Relations and Treasurer	\$ 250,000	\$ 250,000	0%

*Changes for Fiscal 2019:* In October 2018, the Compensation Committee decided to maintain current base salaries for the executives, except for Mr. Wilson. Mr. Wilson will receive a 10% increase, from \$450,000 to \$495,000,

### **Annual Incentive Awards (AIA)**

*Purpose:* This element of compensation is intended to reward executives for the achievement of annual goals related to key business drivers. It is also intended to emphasize to executives the key business goals of the Company from year to year.

*Competitive Positioning:* The Company's strategy is to target the market median for annual incentives for performance that meets expected levels. We have established the range of possible payouts under the plan so that our competitive position could be above or below our stated strategy based on performance outcomes. Our most recent analysis showed our named executive officers to be in a range of 104% to 115% of the market median on target total cash compensation.

*Plan Mechanics:* The Company's 2008 Omnibus Incentive Plan, as amended in 2011 and 2014 (the "Omnibus Plan") serves as the governing plan document for our AIA. The AIA is a goal attainment incentive plan design that pays target award levels for expected performance results.

*Fiscal 2018:* The AIA emphasizes earnings and informed decision making with regard to the Company's operational and strategic goals. To integrate the goals of the AIA throughout the Company, the annual incentive program participation includes the top leaders of all of our domestic business divisions. We believe this is necessary in order to align managers throughout the organization with this incentive structure. The plan design requires the Company (excluding any amounts attributable to corporate) to have positive operating income in order for any Annual Incentive Awards to be paid out. If the performance hurdle is met, then the bonus pool for all Annual Incentive Awards is funded at the maximum bonus opportunity level.

*Rigorous Goals:* If funded, the Compensation Committee will assess performance against the fiscal 2018 corporate scorecard weighted 100% on Modified Free Cash Flow. Modified Free Cash Flow is defined as Adjusted EBITDA minus changes in accounts receivable, inventory, and accounts payable,

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minus capital expenditures. The Company set rigorous performance expectations based on the forecasted results of the operating divisions and the projected markets for building products. The Committee established performance goals for fiscal 2018 that require the Company to at least perform at last year's levels to earn a payout.

*Target Award Levels:* Based on competitive market practices for annual incentives, and our compensation strategy, we set a target award opportunity for each of our executives. This is the amount of incentive compensation the executive can earn when performance meets expected results, or "target." The table below reflects the payout percentage of a named executive's base salary at the threshold, target and maximum levels of performance for fiscal 2018.

**Potential AIA Payout  
Expressed as a % of Salary**

Participant	Threshold	Target	Maximum
CEO	50%	100%	200%
COO	37.5%	75%	150%
CFO	32.5%	65%	130%
GC	30%	60%	120%
VP IR & Treasurer	25%	50%	100%

*Fiscal 2018 Results:* For fiscal 2018, the performance hurdle of positive operating income (excluding corporate) was met, with the Company having earned operating income of \$47 million. Once the hurdle was met and the plan was funded, the Compensation Committee determined the incentive payouts. The primary metric for the AIA scorecard considered by the Compensation Committee was the Modified Free Cash Flow target of \$69.9 million. In calculating Modified Free Cash Flow, the Committee adjusted the EBITDA component by factoring in the effect of foreign exchange rates, LIFO, stock-based compensation, restructuring related costs, loss on sale, and transaction related costs. The Company achieved Modified Free Cash Flow of \$76.6 million, which resulted in an AIA achievement of 171% of target payment for the officers. The AIA achievement resulted in payments to participants as follows:

Participant	Target % (as a % of salary)	Achieved % (as a % of salary)
CEO	100%	170.7%
COO	60%	128.0%
CFO	65%	111.0%
GC	60%	102.4%
VP IR & Treasurer	50%	85.4%

*Fiscal 2019 Changes:* For fiscal 2019, the Compensation Committee took careful consideration of the Company's performance throughout the year. Despite our record performance on free cash flow generation, the Company fell short on our EBITDA growth targets for the year. In line the Company's commitment to be responsive to our shareholders, for fiscal 2019, modified free cash flow will be replaced with a scorecard based on 50% EBITDA growth and 50% revenue growth, with a modifier based on working capital as a percentage of sales. The Compensation Committee believes the combination of EBITDA and revenue growth metrics with a modifier based on working capital % of sales will balance the management team's focus and position the Company strategically for healthy growth and profitability for fiscal 2019. The plan will no longer use positive operating income (excluding any amounts attributable to corporate) as the initial performance hurdle.

AIA participant target payout percentages will remain the same for fiscal 2019.



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***Long-Term Incentive Compensation***

*Purpose:* We have a long-term incentive program designed to help align the interests of executive management with shareholders and reward executives for the achievement of long-term goals. Long-term incentives are also critical to the retention of key employees and provide executives an opportunity for personal capital accumulation. For these reasons we have placed more value on the long-term incentive element of compensation than on other elements. The result is that this element of compensation represents at least half of the named executive officers' total direct compensation.

*Competitive Positioning:* Our long-term incentive philosophy targets the 50th percentile of the market. In our most recent analysis versus the market, we found that the named executive officers' competitive positioning is within approximately 15% of the market 50<sup>th</sup> percentile. The individual performance of each named executive officer is not considered in the value of the long-term incentive awards granted. Since the goals are set prospectively, the Company's financial performance determines the ultimate value of the award.

*Participation:* Participation in the program includes the named executive officers and certain key contributors to the business and is determined based on competitive practices as well as our assessment of which positions contribute to long-term value creation.

*Target Award Levels:* In order to align with our market strategy of targeting the 50<sup>th</sup> percentile, we have maintained the dollar value of target awards for our executives. This has been the practice for the CEO, CFO, and GC since fiscal 2016 and is new for the VPs in fiscal 2018. The following LTI targets were established for the executives for fiscal 2018:

<b>Participant</b>	<b>LTI Target</b>
CEO	\$ 2,145,000
COO	\$ 900,000
CFO	\$ 700,000
GC	\$ 594,000
VP IR & Treasurer	\$ 175,000

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**Fiscal Year 2018 Long Term Incentive Program Design**

*Vehicles and Goals*

At the Compensation Committee's December 2017 meeting, the Compensation Committee elected to change the Company's long-term incentive plan design to consist of a combination of restricted stock, performance restricted stock units (PRSUs), and performance shares. Beginning in fiscal 2018, the PRSUs replaced stock options, resulting in a long-term incentive mix that is 75% performance-based. The allocation between the long-term incentive vehicles is determined by the Compensation Committee based on market information provided by its compensation consultant, as well as input from senior management regarding the key business drivers that allow for the continuation of a results-oriented culture. The Omnibus Plan does not provide for any specific subjective individual performance component in determining the ultimate value of the award. The following chart illustrates the fiscal 2018 allocation of long-term incentives by vehicle type.

**Fiscal 2018 LTI Mix**

*Restricted Stock*

Restricted stock represents 25% of the participant's long-term incentive value. We chose 25% of the total value because it provides meaningful retentive value to our key executives, helps smooth out market volatility, and is cost efficient. The restricted stock awards vest three years after the award is granted, so long as the participant remains employed by us. We believe restricted stock awards are an effective long-term compensation vehicle through which key employees can be retained, especially through volatile periods in the market.

*Performance Restricted Stock Units*

Performance restricted stock units represent 25% of the participant's long-term incentive value. The PRSUs can be earned based on absolute total shareholder return over the three-year performance period. In order for executives to receive a target payout, the Company must have absolute TSR improvement of 20%. The table below illustrates the number of shares that will vest based on the

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Company's absolute TSR under the PRSU awards. Performance will be interpolated for any results in between threshold and target or target and maximum.

Milestones	Absolute Total Shareholder Return Performance	Performance Restricted Stock Units Modifier
Maximum	≥ 50%	150%
Target	20%	100%
Threshold	20%	50%

#### *Performance Shares*

Performance shares represent 50% of each participant's long-term incentive value. Performance shares are payable 50% in cash and 50% in stock and are intended to motivate executives to achieve preset goals that are in line with critical business drivers. These awards also provide an incentive for executives to outperform peer companies as measured by relative total shareholder return.

We set target award values for each year. These target award values are used to calculate the number of performance shares granted to each executive. The final number of shares to vest is not determined until the end of a three-year performance cycle and is based on Earnings Per Share Growth (or "EPS Growth") and Relative Total Shareholder Return (or "Relative TSR"). Each goal is weighted 50% of the total performance share award. As part of our emphasis on performance-based long-term incentives the payouts under these metrics are subject to a modifier based on Return on Invested Capital ("ROIC") improvement.

EPS Growth is measured as the cumulative value of EPS over the three-year performance period, Relative TSR is expressed as the stock price appreciation plus dividends reinvested relative to appreciation of our peer group, and ROIC performance is measured as the Company's absolute improvement over the three-year performance period. ROIC is defined as net operating profit after taxes divided by average invested capital. Net operating profit after taxes is defined as earnings from continuing operations plus after-tax interest and amortization expense. Average invested capital is defined as the sum of the average debt and shareholders' equity for the year. ROIC excludes other comprehensive loss, goodwill impairments and non-economic accounting changes, as they are not reflective of our operating performance. Modifier payouts can range from 0% to 50% of target, but no modifier will be applied if the Company does not reach at least threshold performance on the EPS Growth and Relative TSR metrics. Performance shares will continue to be capped at 200% of target. The goals for EPS Growth and Relative TSR are listed below:

Milestones	Relative Total Shareholder Return Percentile	3-Yr. Cumulative Compounded Annual EPS Growth %	Performance Share Modifier		
			R-TSR (50% Weighting)	EPS (50% Weighting)	Total
Maximum	75%	12%	100%	100%	200%
Target	60%	9%	50%	50%	100%
Threshold	30%	6%	37.5%	37.5%	75%

To measure performance for the fiscal 2018 grant, the three-year cumulative compounded EPS growth will be applied to the starting value of \$0.79 per share, which was derived from historical EPS, adjusted for the pro forma results of businesses acquired, restructuring and goodwill impairment charges, less certain transaction costs.

#### *Fiscal 2018 Long-Term Incentive Grants*

The number of long-term incentive awards granted during fiscal 2018 was determined by: (1) taking 25% of the participant's target award value and dividing it by the 10-day average closing

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stock price between October 18, 2017 and October 31, 2017 to determine the number of restricted stock awards, (2) taking 25% of the participant's target value and dividing it by the calculated Monte Carlo value of the PRSUs based on the 10-day average closing stock price between October 18, 2017 and October 31, 2017 to determine the number of performance restricted stock units, and (3) taking 50% of the participant's target award value and dividing it by the 10-day average closing stock price between October 18, 2017 and October 31, 2017 to determine the number of performance shares. The equity grant calculations apply an average stock price based on the last 10 trading days in October 2017. For more information related to long-term incentive awards granted during fiscal 2017, please see the table entitled "Grants of Plan Based Awards" located on page 41 of this Proxy Statement.

### **Previously Awarded Performance Shares**

#### *Fiscal 2016 Performance Shares*

The performance shares awarded to our executives in December 2015 (the "Fiscal 2016 Performance Shares") became payable to executives in December 2018, with a final value determined by the Company's performance period for fiscal 2016 through fiscal 2018. Performance measures and goals for the Fiscal 2016 Performance Shares included EPS Growth and Relative TSR, each weighted 50% of the total performance share award. EPS Growth is measured as the cumulative value of EPS over the three-year performance period, and Relative TSR is expressed as the stock price appreciation plus dividends reinvested relative to appreciation of our peer group. Relative TSR is determined by calculating the change in the value of our stock plus the value of dividends and comparing that value with that of our peer group. Our performance against these pre-established goals determined the payout to executives within a range from threshold to maximum. The pre-established goals and the actual performance to these goals are set forth below.

Milestones	Relative TSR Percentile	3 yr. EPS Growth(1)		Performance Share Modifier		Total
		Cum.	Percent	R-TSR (50% weighting)	EPS (50% weighting)	
<b>Performance Measures:</b>						
Maximum	75%	\$ 2.53	12%	100%	100%	200%
Target	60%	\$ 2.39	9%	50%	50%	100%
Threshold	30%	\$ 2.26	6%	37.5%	37.5%	75%
<b>Actual Performance</b>	5%	\$ 0.98	(32)%	0%	0%	0%

(1) Three Year EPS Growth was determined by using a base year value of \$0.67, which represents the fiscal 2015 adjusted EPS.

For the Fiscal 2016 Performance Shares, the total actual payout was equal to 0% of target as a result of earning 0% of target associated with EPS Growth and 0% of target associated with relative TSR. Actual payout amounts for each named executive officer were as follows:

Officer	Fiscal 2016 Performance Shares Granted (#)	EPS Growth Total Payout (\$)	EPS Growth Total Shares Granted (#)	R-TSR Total Payout (\$)	R-TSR Total Shares Granted (#)	Cash Paid for Accumulated Dividends during Performance Period		Total Payout (\$)	Total Shares Granted (#)
						(\$)	(\$)		
Griffiths	57,100	\$ 0	0	\$ 0	0	\$ 0	\$ 0	\$ 0	0
Wilson	9,600	\$ 0	0	\$ 0	0	\$ 0	\$ 0	\$ 0	0
Korb	18,600	\$ 0	0	\$ 0	0	\$ 0	\$ 0	\$ 0	0
Delaney	15,800	\$ 0	0	\$ 0	0	\$ 0	\$ 0	\$ 0	0
Zuehlke	4,300	\$ 0	0	\$ 0	0	\$ 0	\$ 0	\$ 0	0

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*Fiscal 2019 Long-Term Incentive Grants*

At the Compensation Committee's December 2018 meeting, the Compensation Committee elected to change the Company's LTI plan design from an LTI mix of 25% restricted stock, 25% performance restricted stock units, and 50% performance shares to 30% restricted stock, 30% performance restricted stock units, and 40% performance shares. The new LTI design will be 70% performance-based. The following chart illustrates the allocation of long-term incentives by vehicle type for fiscal 2019.

**Fiscal 2019 LTI Mix**

*Fiscal 2019 Performance Restricted Stock Units*

The design of the PRSUs will be unchanged for fiscal 2019. The PRSUs will be earned based on absolute total shareholder return over the three-year performance period and settled 100% in equity. In order for executives to receive a target payout, the Company must have absolute TSR improvement of 20%. The table below illustrates the number of shares that will vest based on the Company's absolute TSR under the PRSU awards. Performance will be interpolated for any results in between threshold and target or target and maximum.

<b>Milestones</b>	<b>Absolute Total Shareholder Return Performance</b>	<b>Performance Restricted Stock Units Modifier</b>
Maximum	≥ 50%	150%
Target	20%	100%
Threshold	20%	50%

*Fiscal 2019 Performance Shares*

In December 2018, the Compensation Committee determined to change the design of the performance shares to be based on 100% return on net assets (RONA). RONA is defined as operating income over total assets minus cash minus current liabilities plus current long-term debt. This decision

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to move to one performance metric was made to help focus the executives on exceptional performance on returns. The performance shares will continue to be capped at 200% of target.

Milestones	RONA Performance	Performance Share Modifier
Maximum	9.9%	200%
Target	8.6%	100%
Threshold	7.3%	75%

The foregoing goals are not intended to and do not reflect guidance by or expectations of the Company as to actual results. These goals are part of an overall compensation program designed, among other things, to align executive compensation with the market's reasonable expectations of performance and shareholder returns.

*LTI Targets*

For fiscal 2019, we will continue to target the market median for long-term incentives. Our review of market conditions for fiscal 2019 indicated no change to target LTI values for all the executives. The following table shows the LTI targets for the executives.

Participant	LTI Target
CEO	\$ 2,145,000
COO	\$ 900,000
CFO	\$ 700,000
GC	\$ 594,000
VP IR & Treasurer	\$ 175,000

**Processes and Procedures for Determining Executive Compensation**

Guided by the principal objectives described above, the Compensation Committee approves the structure of the executive compensation program and administers the programs for our executive officers, including matters where approval by our independent Compensation Committee members is appropriate for tax or regulatory reasons. The following describes the roles of key participants in the process.

*The Role of Executives*

Our Chief Executive Officer is the only executive who works with the Compensation Committee and compensation consultant in establishing compensation levels and performance targets. Our Chief Executive Officer is responsible for reviewing the compensation and performance of the other executive officers and, as such, makes recommendations to the Compensation Committee regarding adjustments in compensation to such executive officers. The Compensation Committee considers the Chief Executive Officer's recommendations along with the Compensation Committee's own evaluation of individual and business performance and the market data provided by its compensation consultant. In making recommendations, the Chief Executive Officer relies upon his evaluation of his direct reports' performance and competitive compensation information. The Chief Executive Officer does not recommend his own compensation. The Chief Executive Officer recommends AIA performance goals to the Compensation Committee. The Chief Executive Officer, with input from the compensation consultant, recommends performance goals for long-term incentive awards that are properly aligned with the business goals and compensation strategy.

Our Senior Vice President General Counsel and Secretary serves as the liaison between the compensation consultant, the Compensation Committee, and the Governance Committee. In this role,

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he interfaces with the compensation consultant to carry out the duties of the Compensation Committee and Governance Committee.

***The Role of Independent External Advisors***

To facilitate the formulation and administration of our compensation program, the Compensation Committee has retained Frederic W. Cook & Co., Inc. ("FW Cook") since July 2012 as its independent consultant on executive compensation matters. FW Cook helps the Compensation Committee assess the competitiveness and appropriateness of compensation programs throughout the market, including our peers, and develop a compensation program that is consistent with our objectives and market conditions. FW Cook meets with our Compensation Committee in executive sessions and advises the Compensation Committee with respect to a wide range of issues related to executive compensation. The Compensation Committee authorizes the scope of services that it desires FW Cook to provide for the Company, including reviewing and analyzing market data, evaluating our comparator group composition, making recommendations for incentive system designs, providing market and regulatory updates, assisting with deliberations related to CEO compensation, reviewing any relevant information and reporting to the Compensation Committee on all aspects of our compensation programs. FW Cook reports directly to, and takes its charge from, the Compensation Committee. However, the Compensation Committee does not specifically direct the manner in which FW Cook performs the scope of services it provides to the Company. Additionally, the Compensation Committee makes all final decisions regarding compensation.

*Independence of Advisors*

The Compensation Committee reviewed the independence of FW Cook based on the NYSE rules for independence which include the following factors: (i) the provision of other services to the Company by FW Cook; (ii) the amount of fees from the Company paid to FW Cook as a percentage of FW Cook's total revenue; (iii) the policies and procedures of FW Cook that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the individual compensation advisors who serve the Committee with any member of the Committee; (v) any stock of the Company owned by such individual compensation advisors, and (vi) any business or personal relationship of FW Cook or the individual compensation advisors who serve the Committee with an executive officer of the Company. The Compensation Committee also reviewed FW Cook's policies for avoiding conflicts of interest. The Compensation Committee has determined, based on its analysis of the factors listed above, that the work of FW Cook and the individual compensation consultants employed by FW Cook does not create any conflicts of interest and that FW Cook meets the NYSE standards for independence.

***The Role of the Compensation & Management Development Committee***

The Compensation Committee currently comprises three non-employee independent directors. The Compensation Committee's duties in administering executive compensation programs include the following:

Review and approve the Company's overall total compensation policy.

Review and evaluate Company performance against pre-established performance metrics.

Establish the annual total compensation paid to officers and key executives, including base salary, annual incentive, and long-term incentives.

Regularly review and approve all employment agreements and severance arrangements for the executive officers.

Review the Company's Compensation Discussion and Analysis disclosure.

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The Compensation Committee determines the Chief Executive Officer's salary and incentive awards based upon an assessment of individual and Company performance, as well as market data provided by the compensation consultant. The Compensation Committee may form and delegate duties to subcommittees when appropriate. A more expansive list of the Compensation Committee's responsibilities can be found in its charter, which can be viewed on our website at [www.quanex.com](http://www.quanex.com).

***Post-Employment Compensation***

Severance and change in control benefits are provided under the employment agreements of our executives, as well as under our incentive plans. These benefits are discussed at greater length in the section entitled "*Employment Agreements and Potential Payments upon Termination or Change in Control*" on page 34 of this Proxy Statement.

Since 2013, the Company has maintained a policy to no longer provide excise tax gross up benefits to any new executives in the event of a change in control termination.

***Deferred Compensation Plan***

The Company has a nonqualified deferred compensation program that gives executives the opportunity to defer income. As with our various other plans and programs, this deferral opportunity is designed to attract and retain key executives.

The deferred compensation program is administered by the Compensation Committee. Before eligible employees can participate, they must first receive a recommendation from our senior managers and then final approval by the Compensation Committee. Participants in the program may choose to defer up to 100% of their annual and long-term incentive bonuses. Participants may choose from a variety of investment choices in which the Company will invest their deferrals over the defined deferral period.

***Executive Benefits***

*Purpose:* The role of executive benefits is to provide financial security, enhanced employee welfare, and competitive packages that are meaningful in the markets for which we compete for executive talent. These programs provide post retirement income, and in some cases, additional benefits in place of those that would otherwise be lost due to plan limits imposed by the Internal Revenue Code.

*Competitive Positioning:* Our executive benefits strategy is to provide meaningful yet cost-efficient benefits to executives at a level that aligns with our desired competitive positioning of the market median. We provide executives with health and welfare benefits that are consistent with our program for exempt personnel generally. Supplemental retirement and supplemental life benefits are also provided to our officers.

*Program Elements:*

*Retirement and other benefits.* Our executives participate in the Company's defined benefit pension plan, 401(k) defined contribution retirement plan, and supplemental executive retirement plans. Executives also receive company contributions under our 401(k) plan, a 15% match under our employee stock purchase program (ESPP) and dividends on unvested restricted stock. The Company previously provided a 20% match under the deferred compensation plan, but that benefit was suspended on April 1, 2009.

*Life insurance benefits.* Our executives participate in Company provided life insurance, the amount of which takes into consideration age and/or income. Our executives also have the opportunity to purchase supplemental life insurance.



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*Perquisites.* We provide our executives with certain perquisites which help us compete for executive talent, and in some cases, allow our executives to devote more attention to the business of the Company. Certain perquisites have been grandfathered and not all executives are provided the same. The various perquisites include executive life insurance, financial and tax planning, automobile allowances, and club memberships. The Compensation Committee eliminated tax gross-up payments on perquisites, effective December 31, 2009.

**Other Compensation Items**

*Clawback Provision (Recovery of Incentive Payments)*

We have a policy to enable the Board, in its judgment and to the extent permitted by governing law, to require reimbursement of any cash bonus or performance shares paid to an executive where (a) the value of the award was predicated upon the achievement of certain financial results that were subsequently the subject of a material restatement, and (b) a lower payment would have been made to the executive based on the restated financial results. In each instance, the Company may seek to recover that portion of the affected executive's annual and/or long-term incentive payments that is higher than the payment that would have originally been paid. No reimbursement will be required if such material restatement was caused by or resulted from any change in accounting policy or rules. In addition, we have amended our performance based award agreements to facilitate a transition to new SEC and stock exchange requirements when they are finalized.

*Risk Assessment*

In fiscal 2018, the Compensation Committee discussed and analyzed risks associated with the Company's compensation policies and practices for executive officers and all employees generally. This discussion included, but was not limited to, topics such as eligibility, affordability, retention impact, corporate objectives, alignment with shareholder interests, governance, and possible unintended consequences. The Compensation Committee did not identify any risks arising from the Company's compensation programs or practices that are reasonably likely to have a material adverse effect on the Company.

*Executive Stock Ownership Guidelines*

We encourage our executives to own our Common Stock because we believe such ownership provides strong alignment of interests between executives and shareholders. Our executive stock ownership guidelines provide that different levels of executives are expected to own a specific value of our Common Stock, expressed as a percentage of salary. The stock ownership requirement for the current CEO is effective five years after assuming his role. For other executives, the stock ownership requirement is effective three years after assuming their respective roles. The chart below shows the guidelines by executive level.

Level	Typical Executive Position	Stock Ownership Goal
1	CEO	4x Base Salary
2	COO	2.5x Base Salary
3	SVP	2x Base Salary
4	VP	1x Base Salary

All of our named executives currently are in compliance with the executive stock ownership guidelines.

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***Prohibition on Certain Transactions Involving Company Stock***

The Company's Corporate Governance Guidelines specifically prohibit the Company's directors, officers and employees from hedging or pledging Company stock; maintaining margin accounts holding Company Stock, and buying or selling any puts, calls or other derivatives of Company stock. Please see page 63 of this Proxy Statement for the Company's policy with regard to these activities.

***Timing of Certain Committee Actions***

The Compensation Committee schedules actions related to executive pay to coincide with its regularly scheduled Board meetings in October and December:

<b>Executive Compensation Element</b>	<b>Action Item</b>
Base Salaries	Review and/or adjust based on market review
Short-Term Incentives	Determine year-end results and approve payouts
	Set goals for upcoming year
Long-Term Incentives	Determine performance results and approve long-term plan's payouts
	Set goals for long-term plan's next three-year performance cycle
	Determine and approve equity awards, including stock options and restricted stock awards

Compensation decisions related to promotions or new hire awards are addressed on an individual basis, at the time the executive is promoted or first joins the Company.

***Accounting Considerations and Tax Deductibility of Executive Compensation***

In designing compensation programs, we consider the effects that accounting and taxation may have on us, the named executive officers or other employees as a group. We account for compensation arrangements in accordance with FASB ASC Topic 718. All share based payments to employees are measured at fair value on the date of grant and recognized in the statement of operations as compensation expense over their requisite service periods.

Historically, Section 162(m) of the Internal Revenue Code provided that we may not deduct for federal income tax purposes compensation of more than \$1,000,000 paid in any year to the Chief Executive Officer or any of the three other most highly compensated executive officers, excluding the Chief Financial Officer, unless the compensation is paid solely on the attainment of one or more pre-established objective performance goals and certain other considerations are met.

The exemption from Section 162(m)'s deduction limit for performance-based compensation has been repealed, effective for taxable years beginning after December 31, 2017, such that compensation paid to any "covered employee" in excess of \$1,000,000 will not be deductible, unless it qualifies for transition relief applicable to certain arrangements in place as of November 2, 2017. A "covered employee" under Section 162(m) is any employee who has served as our CEO, CFO or other named executive officers for tax years after December 31, 2016. The rules and regulations promulgated under Section 162(m) are complicated, and may change from time to time, and the scope of the transition relief under the legislation repealing Section 162(m)'s performance-based exemption from the



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deduction limit is uncertain. As such, there can be no guarantee that compensation intended to satisfy the requirements for tax deductibility in fact will.

***Influence of Say on Pay Results on Executive Compensation Decisions***

Management and the Compensation Committee are attentive to the outcome of the shareholder "Say on Pay" vote. At the Company's 2018 annual shareholder meeting, the Company received significant support for its executive compensation program, with 98.9% of the votes in favor of the "Say on Pay" resolution. The Compensation Committee remains responsive to shareholder feedback and believes that the strong support from shareholders indicates satisfaction with the executive compensation program.

**Employment Agreements and Potential Payments upon Termination or Change in Control**

The Company has entered into change in control agreements with its named executive officers. We believe that the change in control agreements help us attract and retain our named executive officers by reducing the personal uncertainty and anxiety that arises from the possibility of a future business combination. During a potential change in control, we do not want executives leaving to pursue other employment out of concern for the security of their jobs or being unable to concentrate on their work. To enable executives to focus on the best interest of our stockholders, we offer change in control agreements that generally provide benefits to executives whose employment terminates in connection with a change in control.

In addition, to attract certain of our named executive officers to accept employment with us, we agreed to provide those officers who previously were employed by Quanex Corporation with severance agreements that will provide them certain of the protections they would have been entitled to if they had remained with Quanex Corporation following the spin-off of Quanex Building Products Corporation from Quanex Corporation in April 2008. The Company also entered into a letter agreement with its President and CEO, effective July 9, 2013, which contains certain executive severance provisions. The Company entered into these arrangements because executives at this level generally require a longer timeframe to find comparable jobs as fewer jobs at this level exist in the market. In addition, executives often have a large percentage of their personal wealth dependent on the status of their employer, given the requirement to hold a multiple of their salary in stock and the fact that a large part of their compensation is stock-based. The amount and type of benefits were based on competitive market practices for executives at this level.

Provisions of the severance agreements and severance letter arrangement require a termination of employment before any benefits are paid. The change in control agreements require both a change in control and a termination of employment before any benefits are paid (a "double trigger"). If an executive officer who is covered by both a change in control agreement and a severance agreement or letter arrangement experiences both a change in control of the Company and a termination of employment, benefits are payable under only the change in control agreement; in no event will the executive be able to receive payment under both the severance agreement or letter arrangement and the change in control agreement.

***Severance Agreements of Certain Executives***

This section describes the severance agreements entered into by Quanex with the SVP Finance and CFO and the SVP General Counsel and Secretary. As described above, benefits are payable under the severance agreements following a termination of employment that meets certain requirements. A termination of employment that triggers benefits under the severance agreements includes involuntary termination by the Company without Cause. "Cause" exists if the executive commits gross negligence or willful misconduct in connection with his employment; an act of fraud,

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embezzlement or theft in connection with his employment; intentional wrongful damage to Company property; intentional wrongful disclosure of our secret processes or confidential information; or an act leading to a conviction of a felony or a misdemeanor involving moral turpitude.

If the executive is entitled to benefits under the severance agreement, the executive will receive the following:

Annual base salary and compensation for earned but unused vacation time accrued through the date of termination of employment;

Pro-rated amount equal to the greater of the executive's (i) target performance bonus for the year of termination of employment, or (ii) performance bonus for the year immediately preceding the year of termination of employment;

Lump sum severance equal to 18 months of the executive's base salary for the fiscal year in which the termination occurs;

Continued participation in health and welfare plans and payment of benefit premiums for 18 months; and

All other perquisites to which the executive is entitled pursuant to the terms of the agreements providing for such perquisites.

### ***President and CEO Severance Letter Agreement***

This section describes the severance provisions contained in the letter agreement entered into by the Company and Mr. Griffiths upon his assumption of duties as the Company's Chairman, President and CEO. In the event that Mr. Griffiths' employment is terminated by the Board of Directors for any reason other than "Cause," as defined in the change in control agreement, or a material violation of the Company's Code of Business Conduct and Ethics, the following benefits would be payable:

Base salary continuation for two years (at the rate in effect immediately preceding the date of termination), paid semi-monthly for 24 months;

Pro-rated AIA bonus for the year of termination, as determined by the Board of Directors; and

Continued participation in health and welfare plans and payment of benefit premiums (i.e., medical, dental, vision, life, disability and any other welfare plans he currently participates in) for 18 months.

The letter agreement requires Mr. Griffiths to execute a mutually satisfactory release of all claims before the expiration of the 90<sup>th</sup> day following his termination, or he shall forfeit any and all payment, reimbursements, and benefits due under the letter agreement.

### ***Change in Control Agreements***

As described above, benefits are payable under the change in control agreements following the occurrence of both (i) a change in control of the Company and (ii) termination of the named executive officer's employment with the Company. Each of the following events generally constitutes a change in control of the Company for purposes of the change in control agreements:

Any person or entity acquiring or becoming beneficial owner as defined in SEC regulations of 20% or more of (i) the then outstanding shares of our Common Stock or (ii) the combined voting power of the then outstanding voting securities of the Company;

Generally, our current directors ceasing to constitute a majority of our directors;



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Consummation of a merger, consolidation, or recapitalization (unless the directors continue to represent a majority of the directors on the Board, more than 80% of the pre-spin-off ownership survives and, in the event of a recapitalization, no person owns 20% or more of (i) the then outstanding shares of our Common Stock or (ii) the combined voting power of our then outstanding voting securities);

The stockholders approve a complete liquidation or dissolution of the Company; or

The sale, lease, or disposal of substantially all of our assets.

Terminations of employment that meet the termination requirement under the change in control agreements will be similar to but broader than those required under the severance agreements. For these purposes, a termination of employment would include a termination by the Company without Cause as well as the executive's resignation for "Good Reason." "Good Reason" under the change in control agreements will include (but will not be limited to):

the executive is assigned any duties inconsistent with his/her position; there is a change in his/her position, authority, duties or responsibilities; he/she is removed from, or not re-elected or reappointed to, any duties or position previously held or assigned or there is a material diminution in such position, authority, duties or responsibilities;

the executive's annual base salary is reduced;

the executive's annual bonus is reduced below a certain amount;

the executive's principal office is relocated outside of the portion of the metropolitan area of the City of Houston, Texas that is located within the highway known as "Beltway 8";

the executive's benefits are reduced or terminated;

any other non-contractual benefits that were provided to the executive or any material fringe benefit is reduced;

the executive's number of paid vacation days is reduced;

the executive's office space, related facilities and support personnel (including, but not limited to, administrative and secretarial assistance) are reduced or moved;

the executive is required to perform a majority of his duties outside our principal executive offices for a period of more than 21 consecutive days or for more than 90 days in any calendar year; or

any provision of any employment agreement with the executive is breached.

If the executive officer is entitled to benefits under a change in control agreement, the executive officer would receive the following:

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Annual base salary and compensation for earned but unused vacation time accrued through the date of termination of employment;

Pro-rated amount equal to the greater of the executive officer's (i) target performance bonus for the year of termination of employment and (ii) performance bonus for the year immediately preceding the year of termination of employment;

Lump sum severance equal to 2.99 times (for the Chief Executive Officer and Chief Operating Officer), three times (for the Senior Vice Presidents), or two times (for the Vice President Investor Relations and Treasurer) the sum of (i) base salary for the year of termination and (ii) the greater of the executive officer's (x) target performance bonus for the year of



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termination of employment and (y) performance bonus for the year immediately preceding the year of termination of employment;

In the event that severance benefits under the change in control agreement result in the imposition of an excise tax, then (i) the Chief Executive Officer and Chief Operating Officer would receive either the net benefits after the excise tax is calculated, or the benefits will be cut back to the point that they do not exceed 2.99 times the base amount, whichever is greater, and (ii) the Senior Vice Presidents would receive a gross-up payment for the value of any such excise tax.

Continued health and welfare benefits for the shorter of (i) three years from the date of termination or (ii) such time as the executive becomes fully employed; and

All other perquisites to which the executive is entitled pursuant to the terms of the agreements providing for such perquisites.

If an executive officer is entitled to benefits under a change in control agreement, the following would occur immediately upon the occurrence of a change in control (regardless of whether the named executive officer's employment is terminated as a result of the change in control):

all options to acquire our Common Stock and all stock appreciation rights pertaining to Common Stock held by the executive immediately prior to a change in control would become fully exercisable;

all restrictions on any restricted Common Stock granted to the executive prior to the change in control would be removed and the stock would be freely transferable;

all performance shares held by the executive prior as of the change in control will be paid in cash at the target level, calculated on a pro rata basis rounded up to include the full current year of the performance period;

all Performance RSUs would vest in full, with the number of earned Performance RSUs to be determined by total shareholder return based on the price per share of the Company's stock to be paid in connection with the change in control.

As set forth above, a named executive officer is entitled to benefits under *either* the severance agreement or the change in control agreement; under no circumstances can a named executive officer receive payment under both agreements.

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**Post-Employment Compensation Table**

The following table describes the potential payments or benefits upon termination, other post-employment scenarios or change in control for each of the Company's named executive officers. The amounts in the table below show only the value of amounts payable or benefits due to enhancements in connection with each scenario, and do not reflect amounts otherwise payable or benefits otherwise due as a result of employment. In each case, the termination is assumed to take place on October 31, 2018.

Potential Scenarios	Severance Payment (\$)	Pro-rated Bonus (Unvested) (\$)	Options (Unvested) (\$)	Restricted Stock (1)(10) (\$)	Performance Shares (1)(10) (\$)	Performance RSUs (1)(10) (\$)	Health Welfare (2) (\$)	NQ Deferred Comp. (2) (\$)	Retirement (SERP & Restoration) (3) (\$)	Tax Gross-Up (4) (\$)	Total Benefit (\$)
<b>William C. Griffiths</b>											
Enhanced											
Retirement(5)		1,391,312			909,010(11)	129,172				n/a	2,429,494
Death/Disability		1,391,312		831,661	909,010(11)	129,172				n/a	3,261,155
Involuntary w/o Cause(6)	1,630,000	1,391,312(9)					19,787			n/a	3,041,099
Change in Control(7)		815,000		1,270,074	1,785,145					n/a	3,870,219
Termination after Change in Control(8)	3,381,619(14)	815,000		1,270,074	1,785,145		45,842			n/a	7,297,680
<b>George L. Wilson</b>											
Enhanced											
Retirement(5)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Death/Disability		576,157		166,682	212,863(11)	54,072				n/a	1,009,774
Involuntary w/o Cause(6)										n/a	
Change in Control(7)		337,500		303,810	360,219					n/a	1,001,529
Termination after Change in Control(8)	1,968,750	337,500		303,810	360,219		51,521			n/a	3,021,800
<b>Brent L. Korb</b>											
Enhanced											
Retirement(5)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Death/Disability		463,828		270,589	296,613(11)	42,056		3,125,419(12)		n/a	4,198,505
Involuntary w/o Cause(6)	627,000	271,700					28,814			n/a	927,514
Change in Control(7)		271,700		413,478	582,009					n/a	1,267,187
Termination after Change in Control(8)	2,069,100	271,700		413,478	582,009		68,682	5,244,597	2,780,878	11,430,444	
<b>Kevin P. Delaney</b>											
Enhanced											
Retirement(5)		384,105			251,212(11)	35,547				n/a	670,864
Death/Disability		384,105		229,909	251,212(11)	35,547		n/a(13)		n/a	900,774
Involuntary w/o Cause(6)	562,500	225,000					28,814			n/a	816,314
Change in Control(7)		225,000		351,234	493,645					n/a	1,069,879
Termination after Change in Control(8)	1,800,000	225,000		351,234	493,645		74,509	1,158,461	1,316,735	5,419,584	
<b>Scott M. Zuehlke</b>											
Enhanced											
Retirement(5)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Death/Disability		213,391		98,766	74,156(11)	10,514				n/a	396,827
Involuntary w/o Cause(6)										n/a	
Change in Control(7)		125,000		139,308	140,136					n/a	404,444
Termination after Change in Control(8)	540,695(14)	125,000		139,308	140,136		37,834			n/a	982,973

(1) Unvested stock options, restricted shares, performance shares, and performance restricted stock units (including accrued dividends) granted under the Quanex Building Products 2008 Omnibus Incentive Plan are forfeited except upon death, Disability, retirement (except restricted stock) or Change in Control

(2)

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Health & Welfare Benefits paid upon involuntary termination without Cause include company paid COBRA premiums. Health & Welfare Benefits paid upon termination after Change in Control include continuation of all health & welfare benefits.

- (3) See Narrative to "Pension Benefit Table" for further description of SERP and Restoration Plan.
- (4) Tax Gross-Up was calculated using the tax rates in effect on 10/31/2018.
- (5) Messrs. Wilson, Korb, and Zuehlke have not reached the minimum retirement requirement of 65 years of age or 55 years of age with five years of service with the Company, but Messrs. Griffiths and Delaney have as of October 31, 2018.
- (6) These benefits would be provided upon termination by the Company without Cause.
- (7) These benefits would be provided upon a Change in Control without termination of employment.
- (8) These benefits would be provided upon termination by the Company without Cause, as well as resignation for Good Reason in connection with a Change in Control.
- (9) Mr. Griffiths' pro rata bonus paid upon involuntary termination without Cause absent a Change in Control is determined by the Board of Directors pursuant to his Offer Letter. We assumed the Board of Directors would award Mr. Griffiths with his actual 2018 bonus if he was terminated on the last day of the fiscal year.
- (10) The fair market value of Company stock on the date of separation from service was \$14.82.
- (11) Executives are entitled to a pro rata portion of their performance shares based on actual performance for the full performance period upon their termination due to Retirement, death or Disability. With respect to the 2017 and 2018 awards, since actual performance for the full performance period is unknown, target performance level was used for purposes of these calculations. Messrs. Griffiths and Delaney are the only Executives eligible for Retirement and therefore entitled to this benefit in that scenario.
- (12) The amount represents the present value of the Disability Benefit as of October 31, 2018.
- (13) Mr. Delaney is retirement eligible and so is not entitled to SERP disability benefits.
- (14) Severance payment is shown net of required scaleback.

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We have calculated a ratio of our CEO's pay as compared to our median employee, in accordance with the requirements of Item 402(u) of Regulation S-K. To identify our median employee, we relied on our payroll records to examine the fiscal 2018 total taxable wages for all full-time, part-time and seasonal employees of the Company and its subsidiaries as of October 31, 2018, other than those workers employed at our facility in Germany. On the determination date, our 83 German employees comprised less than five percent of our total workforce of 3,818, and those German employees were thus excluded from the median employee calculation. We did not make any assumptions, adjustments, or estimates with respect to the calculation of total employee compensation, and did not annualize base salary pay for any employees that were employed for only a portion of the year. For employees located in the United Kingdom, we converted compensation amounts to United States Dollars using an average foreign exchange rate measured over the entirety of fiscal 2018.

Once we determined the identity of our median employee, we calculated annual total compensation for that employee using the same methodology that we used in calculating the total annual compensation of our Named Executive Officers as set forth in our Summary Compensation Table. Based on that calculation, our median employee's 2018 total compensation was \$36,602 and our CEO's 2018 total compensation was \$3,952,016, which resulted in a pay ratio of approximately 108 to 1.

**Summary Compensation Table**

The following table provides information about the compensation of the Company's Chief Executive Officer, its Chief Financial Officer, and the three most highly compensated officers during the fiscal years ending October 31, 2018, 2017 and 2016. George L. Wilson became Chief Operating Officer on August 1, 2017, and served as President of the Company's Insulating Glass Systems division since fiscal 2011. Amounts presented below for Mr. Wilson for fiscal 2017 include service in these capacities. No amounts are presented for Mr. Wilson for the periods prior to assuming an executive officer role.

Name/Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards(1) (\$)	Option Awards(1) (\$)	Change in Pension Value and Non-Equity Nonqualified Incentive Compensation Plan		All Other Compensation(4) (\$)	Total (\$)
						(2)	(3)		
<b>William C. Griffiths</b>	2018	815,000		1,535,940		1,391,312	168,039	44,725	3,952,016
Chairman of the Board,	2017	815,000		1,398,744	569,905	254,043	109,202	41,907	3,188,801
President & Chief Executive Officer	2016	813,654		1,103,567	575,904	1,192,359	113,099	31,982	3,830,565
<b>George L. Wilson</b>	2018	450,000		644,805		576,157	44,598	74,410	1,789,970
Vice President Chief Operating Officer	2017	352,546		233,641	95,589	142,285	40,684	30,768	895,513
	2016								
<b>Brent L. Korb</b>	2018	418,000		500,940		463,828	140,986	38,320	1,562,074
Senior Vice President Finance & Chief Financial Officer	2017	418,000		455,688	221,445	82,943	165,149	36,939	1,380,164
	2016	417,308		359,166	188,160	393,986	457,552	35,688	1,851,860
<b>Kevin P. Delaney</b>	2018	375,000		424,350		384,105	345,543	47,861	1,576,859
Senior Vice President General Counsel & Secretary	2017	375,000		386,566	188,195	70,146	206,398	46,758	1,273,063
	2016	374,423		305,098	159,264	329,790	555,736	44,182	1,768,493
<b>Scott M. Zuehlke</b>	2018	250,000	35,000	125,235		213,391	24,633	9,020	657,279
Vice President Investor Relations & Treasurer	2017	250,000		105,030	55,195		21,805	7,339	439,369
	2016	182,692		119,601	75,125	74,312	11,698	5,361	468,789

(1)

These columns show respectively, the aggregate grant date fair value for: (a) restricted stock, the equity portion of performance share awards (assuming the shares will settle at 100%), and beginning in 2018, performance restricted stock units (assuming units will settle at 100%) and (b) stock options computed in accordance with FASB ASC Topic 718. A discussion of the assumptions used in computing the grant date fair



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values may be found in Note 15, "Stock-Based Compensation" included in the audited financial statements contained in the Company's Annual Report on Form 10-K for the year ended October 31, 2018. Performance share awards and performance restricted stock units are expected to settle at target (100%), however, performance shares and performance restricted stock units could potentially settle at maximum (200% and 150%, respectively). If these performance share awards and performance restricted stock units were to vest at maximum, the fair value for the equity portion of these awards and restricted stock granted during fiscal 2018 for Messrs. Griffiths, Wilson, Korb, Delaney and Zuehlke would be \$2,303,910; \$644,805; \$500,940; \$424,350; and \$125,235, respectively. These values reflect the Company's assumptions to determine the accounting expense for these awards and do not necessarily correspond to the actual value that may be recognized by the named executive officers. For information regarding the restricted stock, performance shares, and option awards granted in fiscal 2018, please see the "Grants of Plan-Based Awards" table located on page 41 of this Proxy Statement.

(2)

"2018" amounts represent payments made in December 2018 for (a) performance from November 1, 2017 to October 31, 2018 for Annual Incentive Awards (AIA) and (b) performance from November 1, 2015 to October 31, 2018 for performance share grants in December 2015 (portion settled in cash (50%), including dividends accrued on all performance share equivalents earned (100%) for the performance period). The December 2015 performance share grants did not result in a cash settlement or share issuance. "2017" amounts represent payments made in December 2017 for (a) performance from November 1, 2016 to October 31, 2017 for Annual Incentive Awards (AIA), for which only Mr. Wilson received a pro rata payment for his service as President of IG Systems for the period November 1, 2016 to July 31, 2017, and (b) performance from November 1, 2014 to October 31, 2017 for performance share grants in December 2014 (portion settled in cash (50%), including dividends accrued on all performance share equivalents earned (100%) for the performance period). "2016" amounts represent payments made in December 2016 for (a) performance from November 1, 2015 to October 31, 2016 for Annual Incentive Awards (AIA), and (b) performance from November 1, 2013 to October 31, 2016 for performance share grants in December 2013 (portion settled in cash (50%), including dividends accrued on all performance share equivalents earned (100%) for the performance period).

The AIA and performance share payouts would include the dollar value of such amounts deferred under the Quanex Building Products Corporation or Quanex Corporation Deferred Compensation ("DC") Plan, as applicable. Under the terms of each DC Plan, participants may elect to defer a portion of their incentive bonus to a mix of cash, or notional common stock units or investment accounts. None of the named executive officers deferred amounts pursuant to these awards for the periods presented.

The amounts paid for the AIA, performance units and performance shares, along with any respective deferred amounts, are as follows:

Name	Year	Annual Incentive		Performance Unit Payout		Performance Share Payout		Total	
		Total (\$)	Deferred (\$)	Total (\$)	Deferred (\$)	Total (\$)	Deferred (\$)	Total (\$)	Deferred (\$)
Griffiths	2018	1,391,312						1,391,312	
	2017					254,043		254,043	
	2016	663,018				529,341		1,192,359	
Wilson	2018	576,157						576,157	
	2017	109,108				33,177		142,285	
	2016								
Korb	2018	463,828						463,828	
	2017					82,943		82,943	
	2016	221,033				172,953		393,986	
Delaney	2018	384,105						384,105	
	2017					70,146		70,146	
	2016	183,042				146,748		329,790	
Zuehlke	2018	213,391						213,391	
	2017								
	2016	74,312						74,312	

Please see the "Compensation Discussion and Analysis" section for a detailed discussion of the performance measures and related outcomes for payments of the awards.

(3)

The amounts in this column represent the change in actuarial present value of each individual's accumulated benefit under all defined benefit pension plans. The change in pension value reflects the difference in the present value of accumulated benefits determined as of the end of the current reporting period compared to the end of the previous reporting period. For instance, the change for fiscal 2018 would represent the difference between the value at October 31, 2017 and October 31, 2018. The key assumptions used to calculate the change in value are shown with the "Pension Benefits" table located on page 48 of this Proxy Statement. If aggregate changes in pension value during a fiscal year are negative, such amounts are excluded from the Summary Compensation Table.

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No named executive officer received preferential or above-market earnings on deferred compensation.

(4)

The named executives receive various perquisites and benefits provided by or paid for by the Company. These perquisites and benefits can include life insurance, financial planning, personal use of automobiles, memberships in social and professional clubs, and relocation reimbursement. Also included are the Company's contributions under its 401(k) plan, a 15% match under its Employee Stock Purchase Program (ESPP), and dividends on unvested restricted stock and restricted stock units. Effective December 31, 2009, the Compensation Committee eliminated tax gross-up payments on perquisites, except as permitted under the relocation reimbursement guidelines.

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The amounts reported in Other Annual Compensation for the named executives are set forth below:

**All Other Compensation**

		Life Insurance	Financial Planning	Auto-mobile	Annual Club Membership	Housing	Relocation Reimbursement	401K Match	ESPP 15% Stock Match	Unvested Restricted Stock and RSU Dividends*	Total
	Year	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Griffiths	2018	17,877	1,775					6,742		18,331	44,725
	2017	17,520	1,790					6,304		16,293	41,907
	2016	8,862	1,830					6,625		14,665	31,982
Wilson	2018	2,190		12,000		49,500		6,620		4,100	74,410
	2017	965		12,000			7,701	6,388	1,350	2,364	30,768
	2016										
Korb	2018	3,897	1,500	14,400	6,068			6,875		5,580	38,320
	2017	3,826	789	14,400	6,186			6,750		4,988	36,939
	2016	3,518	650	14,400	6,031			6,625		4,464	35,688
Delaney	2018	7,570	7,500	14,400	6,776			6,875		4,740	47,861
	2017	7,519	7,500	14,400	6,349			6,750		4,240	46,758
	2016	6,273	6,892	14,400	6,200			6,625		3,792	44,182
Zuehlke	2018	390						6,750		1,880	9,020
	2017	386						5,769		1,184	7,339
	2016	230						4,567		564	5,361

\*

Cash dividends are paid on unvested restricted stock shares and unvested restricted stock units. The dividend rate is not preferential and is equal to the rate paid on the Company's common stock as disclosed in Part II, Item 8 of the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2018.

**Grants of Plan-Based Awards**

The following table discloses the estimated range of payouts that were possible for the fiscal year 2018 Annual Incentive Awards along with the potential estimated range of payouts that will be possible with respect to performance shares granted in December 2017. The table also shows the actual number of restricted stock awards granted during fiscal 2018 and their respective grant date fair value, as well as the number of performance shares and performance restricted stock units granted in fiscal 2018.

**Grants of Plan-Based Awards**

Name	Grant Date	Non-Equity Incentive Plan Awards(1)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			All Other Stock Awards(4)	All Other Option Awards(5)	Grant Date Fair Value of Stock Option Awards(6)
			Threshold (\$)	Target (\$)	Maximum (\$)			
Griffiths	2018		407,500(2)	815,000(2)	1,630,000(2)			
	12/7/2017	24,200	180,030(3)	514,371(3)	1,028,742(3)	74,200		1,535,940
Wilson	2018		168,750(2)	337,500(2)	675,000(2)			
	12/7/2017	10,150	75,508(3)	215,738(3)	431,477(3)	31,150		644,805



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Korb	2018		135,850(2)	271,700(2)	543,400(2)		
	12/7/2017	7,900	58,770(3)	167,915(3)	335,829(3)	24,200	500,940
Delaney	2018		112,500(2)	225,000(2)	450,000(2)		
	12/7/2017	6,700	49,843(3)	142,409(3)	284,817(3)	20,500	424,350
Zuehlke	2018		62,500(2)	125,000(2)	250,000(2)		
	12/7/2017	1,950	14,507(3)	41,447(3)	82,895(3)	6,050	125,235

(1)

The figures shown reflect the non-equity component of performance shares granted in December 2017 under the Omnibus Plan. The performance shares are earned based upon a market condition (relative total shareholder return) and an internal performance condition (earnings per share growth). The grant date fair value related to the market condition was based on a Monte Carlo simulation. The grant date fair value related to the internal performance condition was based on the closing price of the Company's common stock on the date of grant. The awards settle 50% in cash, and 50% in shares, and the participants can earn from 0% to 200% of the awards granted (Threshold 75%; Target 100%; Maximum 200%). Threshold can be achieved for each of the performance measures independently. Therefore, threshold as presented above is calculated at 37.5% (50% of 75% of Target). The

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award includes an enhancement based upon achievement of a designated return on invested capital (ROIC), but the maximum cannot exceed 200% (even if the enhancement is achieved). Achievement of the enhancement was not assumed for purposes of this presentation. The figures presented in this item represent the non-equity portion (amount expected to settle in cash). The portion expected to settle in shares has been included in item (4). This presentation assumes that the shares will settle at 100% (Target).

- (2) These amounts reflect possible Annual Incentive Award (AIA) payments under the Omnibus Plan for fiscal year 2018, under which the named executive officers were eligible to receive a cash bonus based on a target percentage of base salary.

Please see the "*Compensation Discussion and Analysis*" section for more information regarding this program, performance shares and performance restricted stock units granted thereunder, the related performance measures and the actual performance results.

- (3) These amounts reflect possible payments with regard to the performance shares granted under the Omnibus Plan in December 2017, which are expected to settle in cash. The amount of cash which is ultimately paid will be determined by the Company's performance over the performance period from November 1, 2017 through October 31, 2020.

Please see the "*Compensation Discussion and Analysis*" section for more information regarding this program, performance shares granted thereunder, and the related performance measures.

- (4) The amounts shown reflect grants of restricted stock, the equity portion of performance share awards (assuming shares settle at 100%) and grants of performance restricted stock units (assuming performance units settle at 100%) granted under the Omnibus Plan.

- (5) There were no grants of stock options during the year ended October 31, 2018.

- (6) The fair value shown in these columns was calculated in accordance with FASB ASC Topic 718. A discussion of the assumptions used in calculating these values may be found in Note 15, "Stock-Based Compensation" to the audited financial statements contained in the Company's Annual Report on Form 10-K for the year ended October 31, 2018.

Table of Contents**Outstanding Equity Awards**

The following table provides information about outstanding equity awards held by the named executive officers as of October 31, 2018:

**Outstanding Equity Awards at October 31, 2018**

Name	Option Awards				Stock Awards		
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested(14) (#)	Market Value of Shares or Units of Stock That Have Not Vested(14) (\$)	
Griffiths		(1)			74,200	1,099,644	
	34,033	68,067(2)	19.45	11/30/2026	65,850	975,897	
	57,133	28,567(3)	19.31	12/02/2025	57,150	846,963	
	48,300	(4)	20.28	12/03/2024			
	55,800	(5)	17.63	12/05/2023			
	175,500	(6)	16.72	7/09/2023			
	5,987	(7)	19.77	10/31/2022			
	8,132	(7)	14.75	10/31/2021			
	6,390	(7)	18.02	10/29/2020			
	5,000	(7)	15.58	02/26/2020			
5,489	(7)	14.87	10/30/2019				
Wilson		(1)			31,150	461,643	
	5,700	11,400(2)	19.45	11/30/2026	11,000	163,020	
	9,600	4,800(3)	19.31	12/02/2025	9,600	142,272	
	6,300	(4)	20.28	12/03/2024			
	7,300	(5)	17.63	12/05/2023			
	14,900	(8)	21.11	12/05/2022			
	17,600	(9)	15.08	11/30/2021			
	15,000	(10)	20.27	04/01/2021			
	Korb		(1)			24,200	358,644
		11,100	22,200(2)	19.45	11/30/2026	21,450	317,889
18,666		9,334(4)	19.31	12/02/2025	18,600	275,652	
15,800		(4)	20.28	12/03/2024			
18,200		(5)	17.63	12/05/2023			
43,700		(8)	21.11	12/05/2022			
54,700		(9)	15.08	11/30/2021			
41,900		(11)	16.90	12/01/2020			
37,500		(12)	16.21	12/02/2019			
Delaney		(1)			20,500	303,810	
	9,433	18,867(2)	19.45	11/30/2026	18,200	269,724	
	15,800	7,900(4)	19.31	12/02/2025	15,800	234,156	
	13,400	(4)	20.28	12/03/2024			
	15,500	(5)	17.63	12/05/2023			
	35,400	(8)	21.11	12/05/2022			
	46,100	(9)	15.08	11/30/2021			
	35,300	(11)	16.90	12/1/2020			
	32,400	(12)	16.21	12/2/2019			
	Zuehlke		(1)			6,050	89,661
2,766		5,534(2)	19.45	11/30/2026	5,400	80,028	
8,333		4,167(13)	17.46	01/25/2026	6,850	101,517	

(1)

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Stock option awards were not awarded during the fiscal year ended October 31, 2018. Restricted stock awards, performance shares, and performance restricted stock units were granted during the year.

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- (2) Messrs. Griffiths, Wilson, Korb, Delaney and Zuehlke's stock option awards vest annually in equal installments over a three-year period. One-third of the stock options vested on November 30, 2017, with the remaining two-thirds vesting in equal installments on November 30, 2018 and 2019.
- (3) Messrs. Griffiths, Wilson, Korb, and Delaney's stock option awards vest annually in equal installments over a three-year period. One-third of the stock options vested on December 2, 2016 and one-third of the stock options vested on December 2, 2017, with the remaining one-third vesting on December 2, 2018.
- (4) Messrs. Griffiths, Wilson, Korb, and Delaney's stock option awards vested annually in equal installments on December 3, 2015, 2016 and 2017.
- (5) Messrs. Griffiths, Wilson, Korb, and Delaney's stock option awards vested annually in equal installments on December 5, 2014, 2015 and 2016.
- (6) Mr. Griffiths' stock options vested annually in equal installments on July 9, 2014, 2015 and 2016.
- (7) Mr. Griffiths received these stock option awards while providing service as a non-employee member of the Board of Directors. As such, in accordance with the plan provisions, these stock options vested immediately upon grant.
- (8) Messrs. Wilson, Korb and Delaney's stock options vested annually in equal installments on December 5, 2013, 2014 and 2015.
- (9) Messrs. Wilson, Korb and Delaney's stock options vested annually in equal installments on November 30, 2012, 2013 and 2014.
- (10) Mr. Wilson's stock options vested annually in equal installments on April 1, 2012, 2013 and 2014.
- (11) Messrs. Korb and Delaney's stock options vested annually in equal installments on December 1, 2011, 2012 and 2013.
- (12) Messrs. Korb and Delaney's stock options vested annually in equal installments on December 2, 2010, 2011 and 2012.
- (13) Mr. Zuehlke's stock option awards vest annually in equal installments over a three-year period. One-third of the stock options vested on January 25, 2017 and one-third of the stock options vested on January 25, 2018, with the remaining one-third vesting on January 25, 2019.
- (14) The following table provides the details of the number and value of the shares or units of stock that have not yet vested as of October 31, 2018:

	Grant Date	Number of Shares or Units of Stock That Have Not Vested			Total Shares (#)	Market Value of Shares or Units of Stock That Have Not Vested(18) (\$)
		Restricted Stock Awards(15) (#)	Performance Shares(16) (#)	Performance Restricted Stock Units(17) (#)		
Griffiths	12/07/2017	24,200	24,200	25,800	74,200	1,099,644
	11/30/2016	32,900	32,950		65,850	975,897

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	12/02/2015	28,600	28,550		57,150	846,963
Wilson	12/07/2017	10,200	10,150	10,800	31,150	461,643
	11/30/2016	5,500	5,500		11,000	163,020
	12/02/2015	4,800	4,800		9,600	142,272
Korb	12/07/2017	7,900	7,900	8,400	24,200	358,644
	11/30/2016	10,700	10,750		21,450	317,889
	12/02/2015	9,300	9,300		18,600	275,652
Delaney	12/07/2017	6,700	6,700	7,100	20,500	303,810
	11/30/2016	9,100	9,100		18,200	269,724
	12/02/2015	7,900	7,900		15,800	234,156
Zuehlke	12/07/2017	2,000	1,950	2,100	6,050	89,661
	11/30/2016	2,700	2,700		5,400	80,028
	01/25/2016	4,700	2,150		6,850	101,517

(15)

Restricted stock awards vest three years from date of grant.

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- (16) Amounts include the equity portion of performance share awards (assuming shares settle at 100% of Target) and vest three years from the date of grant based on performance during the established three-year performance period.
- (17) Amounts assume performance restricted stock units will settle at 100% of Target and vest three years from the date of grant based on performance during the established three-year performance period.
- (18) This column shows the total market value of the unvested stock awards as of October 31, 2018, based on the closing price per share of Quanex Building Products Corporation's stock of \$14.82 on October 31, 2018.

**Option Exercises and Stock Vested in Fiscal 2018**

The following table provides information regarding the value realized by the named executive officers upon the exercise of options, the vesting of restricted stock awards and the vesting of the equity portion of performance shares during the fiscal year ended October 31, 2018.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise(1) (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting(2) (\$)
Griffiths			37,788	849,225
Wilson			4,935	110,906
Korb	161,800	901,059	12,288	276,180
Delaney	50,400	815,741	10,434	234,488
Zuehlke				

- (1) The value realized upon exercise represents the number of options exercised multiplied by the excess of the closing market price of a share of Quanex Building Products Corporation stock on the exercise date over the price on the grant date.
- (2) The value realized upon vesting represents the number of shares of stock vesting multiplied by the closing market price of a share of Quanex Building Products Corporation stock on the vesting date.

**Pension Benefits**

Our named executive officers are eligible to participate in our Salaried and Nonunion Employee Pension Plan, described below, that is generally available to all our salaried and nonunion hourly employees except for employees of certain recent acquisitions. The named executive officers are also eligible to participate in certain plans, also described below, which are only available to a select group of management and highly compensated employees.

***Salaried and Nonunion Employee Pension Plan***

We have established the Salaried and Nonunion Employee Pension Plan (the "Pension Plan"), a noncontributory defined benefit pension plan intended to be a tax-qualified plan under Section 401(a) of the Internal Revenue Code, for the benefit of substantially all of our salaried and nonunion hourly employees with the exception of those employed by the Company's cabinet components division. With some exceptions, an employee hired prior to January 1, 2018, is eligible to participate in the Pension Plan once that employee has completed one hour of service. Employees hired after January 1, 2018, are eligible to participate after reaching age 21 and completing one year of service.

Under the Pension Plan, two main types of benefits are available to participants, depending upon when they began participating in the Pension Plan or the Quanex Corporation Salaried Employees'





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Pension Plan (the "Quanex Corporation Pension Plan"). The employees who participated in the Quanex Corporation Pension Plan on or before December 31, 2006, are generally referred to as "Traditional Participants," while employees who began participating in the Quanex Corporation Pension Plan or the Pension Plan after such date are generally referred to as "Cash Balance Participants".

Under the Pension Plan, a Traditional Participant is entitled to receive a monthly single life annuity, payable following termination of employment at or after age 65, equal to the sum of (i) and (ii), less (iii), where:

(i) is the greater of (x) 1.5% of the Traditional Participant's average monthly compensation for the five consecutive calendar years that lead to the highest monthly average multiplied by his whole and fractional years of benefit service earned with Quanex Corporation prior to November 1, 1985, or (y) the product of \$9.00 and his years of benefit service earned with Quanex Corporation prior to November 1, 1985;

(ii) is the greater of (x) the sum of 1% of the Traditional Participant's average monthly compensation for the five consecutive calendar years that lead to the highest monthly average up to but not in excess of  $\frac{1}{12}$  of the average of the Social Security taxable wage bases in effect for each calendar year during the 35-year period ending with the last day of the calendar year in which the Traditional Participant attains Social Security retirement age (referred to as Social Security covered compensation) and 1.5% of the Traditional Member's average monthly compensation for the five consecutive calendar years that lead to the highest monthly average in excess of  $\frac{1}{12}$  of the Traditional Member's Social Security covered compensation, the total of which is then multiplied by his whole and fractional years of benefit service earned with Quanex Corporation and the Company from and after November 1, 1985 or (y) the product of \$9.00 and the Traditional Member's whole and fractional years of benefit service earned with Quanex Corporation and the Company from and after November 1, 1985; and

(iii) is the Traditional Participant's monthly accrued benefit under any qualified defined benefit plan that was maintained at any time by Quanex Corporation or the Company to the extent that the Traditional Participant's service taken into account for benefit accrual purposes under such other plan is taken into account as benefit service under the Pension Plan.

Traditional Participants are eligible for early retirement benefits when they attain age 55 with five years of service. The early retirement benefit is calculated as (x) minus (y), where (x) is the sum of items (i) and (ii) immediately above, reduced by  $\frac{5}{9}$  of 1% for each of the first 60 months that the early retirement benefit payment commencement date precedes the Traditional Participant's normal retirement date and further reduced by  $\frac{5}{18}$  of 1% for each of the months in excess of 60 that the payment commencement date precedes the Traditional Participant's normal retirement date, and (y) is item (iii) immediately above, but determined as if the Traditional Participant's benefit under such Quanex Corporation or Company qualified defined benefit plan commences to be paid at the same time as the Pension Plan benefit, using the reduction factors used in connection with such other qualified defined benefit plan.

Under the Pension Plan, upon termination of employment with the Company, a Cash Balance Participant receives the following after at least three years of vesting:

The sum of the notional company contributions accrued under the Pension Plan through the date on which the Cash Balance Participant terminates employment, where such contribution generally equals 4% of the Cash Balance Participant's compensation for the applicable year; plus

The sum of the interest credits on those notional company contributions accrued under the Pension Plan through the date on which the Cash Balance Participant terminates employment with us, where such contribution generally equals the interest rate on the 30-year Treasury security for the fifth month prior to the first day of the applicable year.

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For purposes of both Traditional Participants' benefits and Cash Balance Participants' benefits, the compensation taken into account under the Pension Plan generally comprises salary and bonus compensation for the applicable year.

Pension Plan benefits for unmarried participants are generally payable as a single life annuity and for married participants as a 50% joint and survivor annuity, unless the participant and his spouse, if applicable, elect to receive the benefit under another optional form of payment available under the Pension Plan. If the participant receives a benefit other than a single life annuity, the benefit will be adjusted to provide the actuarial equivalence of the participant's benefit under the Pension Plan. This adjustment is designed so Pension Plan benefits will be equivalent as if the option had not been chosen.

Mr. Delaney is presently eligible to receive early retirement benefits under the Pension Plan as a Traditional Participant, and Mr. Griffiths is presently eligible to receive retirement benefits under the Pension Plan as a Cash Balance Participant.

### ***Supplemental Employee Retirement Plan***

We provide additional retirement benefits to certain of our named executive officers under the Supplemental Employee Retirement Plan (the "SERP"). Eligibility to participate in the SERP is determined by the Board of Directors. Currently the SVP Finance and CFO, and the SVP General Counsel and Secretary are the only participants in the SERP.

Under the SERP, an eligible participant receives a monthly single life annuity (or actuarially equivalent optional form of payment) payable at age 65 equal to:

2.75% of the highest consecutive 36-month average of salary and bonus compensation from the last 60 months of employment,

multiplied by the eligible executive's years of service with the Company (but not in excess of 20 years), and

reduced by (i) any benefits payable under the Pension Plan and (ii) 50% of the executive's Social Security benefits adjusted pro rata for years of service not in excess of 20 years.

The eligible executive is required to remain employed until he or she has accumulated five years of service in order to receive a benefit under the SERP. SERP participants are eligible for early retirement benefits when they attain age 55 with five years of service. The early retirement benefit is calculated based on average compensation and service at early retirement, and reduced by 5% for each year benefit commencement precedes age 65. Mr. Delaney is presently eligible to receive early retirement benefits under the SERP.

Upon an eligible executive's termination of employment after a change in control, he or she will be eligible to receive a lump sum payment in lieu of any other benefit payable from the SERP. The lump sum is equal to the present value of the SERP life annuity, which is payable immediately without reduction for early payment, based on the executive's years of service and compensation at date of termination. The SERP is administered in a manner that is intended to comply with Section 409A of the Internal Revenue Code.

### ***Restoration Plan***

We provide additional retirement benefits to our executive officers who do not participate in the SERP under the Restoration Plan (the "Restoration Plan"). Eligibility to participate in the Restoration Plan is determined by a committee appointed by the Company's Board of Directors. Currently, the CEO, the COO, the VP-Investor Relations & Treasurer, the Company's divisional leaders, certain key employees, and certain former officers and divisional leaders are the only participants in the Restoration Plan.

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Under the Restoration Plan, an eligible participant will receive a lump sum actuarial equivalent of a monthly benefit for life payable at age 65 equal to:

the benefit payable to the eligible executive under the Pension Plan if the compensation taken into account under that plan were not capped at the amount required under Section 401(a)(17) of the Internal Revenue Code,

reduced by the benefit payable to the executive under the Pension Plan taking into account only the amount of compensation allowed under Section 401(a)(17) of the Internal Revenue Code.

The specific elements of an executive's compensation taken into account for purposes of the Restoration Plan are the same as those items of compensation taken into account for purposes of the Pension Plan, described above.

The eligible executive must remain employed until he or she has accumulated five years of service in order to receive a benefit under the Restoration Plan. Restoration Plan participants are eligible for early retirement benefits when they attain age 55 with five years of service. The early retirement benefit is the actuarial equivalent of the participant's lump sum benefit under the Restoration Plan, determined as of his or her early retirement date. Mr. Griffiths is currently eligible to receive retirement benefits under the Restoration Plan. The Restoration Plan is administered in a manner that is intended to comply with Section 409A of the Internal Revenue Code.

### ***Pension Benefits Table***

The following table discloses the years of credited service of, present single-sum value of the accrued benefits as of October 31, 2018 for, and payments during fiscal year 2018 for, the named executive officers under the SERP, the Pension Plan, and the Restoration Plan. For information related to the valuation method and material assumptions applied in quantifying the present value of the current accrued benefit, please see Note 9, "Retirement Plans" to the audited financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2018.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit (\$)	Payments During Last Fiscal Year (\$)
William C. Griffiths	Restoration Plan(1)	5.32	473,071	
	Pension Plan(2)	5.32	92,756	
George L. Wilson	Restoration Plan(1)	10.16	136,856	
	Pension Plan(2)	10.16	121,268	
Brent L. Korb	SERP(3)	14.95	1,572,109	
	Pension Plan(2)	14.95	236,064	
Kevin P. Delaney	SERP(3)	15.29	1,952,159	
	Pension Plan(2)	15.29	494,652	
Scott M. Zuehlke	Restoration Plan(1)	2.77	15,017	
	Pension Plan(2)	2.77	43,119	

(1)

The Restoration Plan was established to provide a retirement pay supplement for a select group of management or highly compensated employees so as to retain their loyalty and to offer a further incentive to them to maintain and increase their standard of performance. The Restoration Plan pays a retirement benefit in the form of a lump sum to eligible employees following retirement or termination of employment. If a participant terminates employment, the participant will receive an actuarial equivalent lump sum of the participant's Pension Plan benefit that would be payable if the applicable limitation under section 401(a)(17) of the Code for each fiscal year of the Pension Plan commencing on or after November 1, 1994, was not limited (indexed for increases in the cost of living), less the Participant's Pension Plan benefit. Early retirement under the Restoration Plan



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requires a participant to have attained age 55 with 5 Years of Service. Mr. Griffiths is currently eligible to receive a retirement benefit under the Restoration Plan. None of the named executive officers is currently eligible to receive an early retirement benefit under the Restoration Plan. The Restoration Plan requires five years of service for vesting purposes for Traditional Participants, and three years of service for Cash Balance Participants. In addition, the Restoration Plan pays a death benefit to the designated beneficiary of a participant if the participant has retired or terminated employment, but has not commenced payment. The Restoration Plan does not provide a disability benefit. The Company has no policy for granting additional service under the Restoration Plan.

(2)

The Pension Plan was established to provide retirement income to the Company's non-union employees. It is an ERISA qualified pension plan. As discussed above, the Pension Plan pays a retirement benefit to eligible participants depending on whether the participant is a Traditional Participant or a Cash Balance Participant. A Traditional Participant's Pension Plan Benefit generally is equal to 1.5% of the Traditional Participant's average monthly compensation (that is, the participant's high 5 consecutive years of earnings out of the 10 years preceding termination or retirement) times years and fractional years of benefit service earned prior to November 1, 1985 plus the sum of 1% of average monthly compensation up to Social Security covered compensation and 1.5% of the Traditional Member's average monthly compensation in excess of Social Security covered compensation, the total of which is multiplied by years and fractional years of benefit service from, on and after November 1, 1985. Compensation is defined as earned income excluding deferred compensation. Compensation is limited by the compensation limits imposed under the Internal Revenue Code. For Cash Balance Participants, the Pension Plan pays the amount in the participant's account balance with interest at date of termination. The contribution is generally 4% of Pension Plan compensation plus a guaranteed rate of interest. The Pension Plan pays a death benefit prior to retirement to the spouse, or to the estate, if no spouse. The Pension Plan does not provide for a disability retirement. The Pension Plan requires five years of vesting service for Traditional Participants and three years of vesting service for Cash Balance Participants. Early retirement under the Pension Plan requires a Traditional Participant to have attained age 55 with 5 years of service. Mr. Delaney is currently eligible to receive an early retirement benefit under the Pension Plan. Benefits commencing prior to age 65 are reduced  $\frac{5}{9}$ ths of 1% for each of the first 60 months, and an additional  $\frac{5}{18}$ ths of 1% for each month in excess of 60 that benefits commence prior to age 65. The Company has no policy for granting additional service under the Pension Plan. Mr. Delaney is a Traditional Participant, and Messrs. Griffiths, Wilson, Korb and Zuehlke are Cash Balance Participants.

(3)

The SERP provides retirement benefits for certain designated officers in addition to those provided under the Pension Plan. The purpose of the SERP is to supplement those retirement benefits that a participant may be entitled to receive as a salaried employee of the Company. The SERP pays a retirement benefit to eligible executives following retirement or termination of employment. As noted above, the benefit formula under the SERP equals: 2.75 percent of final average earnings (defined as the highest 36 months of compensation during the last 60 months preceding retirement or termination) multiplied by years of service (not in excess of 20 years), less the sum of (1) the executive's Pension Plan benefit, and (2) one-half of the executive's Social Security benefit multiplied by a fraction (which shall not exceed one), the numerator of which is the executive's number of years of service and the denominator of which is 20. The definition of "compensation" under the SERP includes W-2 wages modified by excluding reimbursements or other expense allowances, fringe benefits (cash and noncash), moving expenses, deferred compensation, welfare benefits, performance shares, performance RSUs, restricted stock awards and stock options; and modified further by including elective contributions under a Company cafeteria plan and the 401(k) Plan.

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Vesting in the SERP is based on five years of service. Early retirement under the SERP requires a participant to attain age 55 with five years of service. Mr. Delaney is currently eligible to receive an early retirement benefit under the SERP. If a participant retires prior to age 65, the accrued benefit is reduced 5% for each year (and fractional year) that the participant's benefit commencement precedes age 65.

Benefits under the SERP are paid under the following options:

Single Life Annuity

50%, 75%, or 100% Joint & Survivor Annuity

10 Year Certain and Life

Single Lump Sum

The SERP also pays a death benefit to the designated beneficiary if the participant has retired or terminated employment, but has not commenced payment. In addition, the SERP pays a disability benefit. Should a participant with six months of service terminate due to disability prior to early retirement, the SERP will pay a disability benefit until age 65 equal to 50% of the sum of his monthly earnings in effect at the date of his disability and the monthly equivalent of the average of his incentive awards for the prior three plan years, less the sum of (1) the participant's Pension Plan benefit; (2) the participant's Social Security benefit; (3) the participant's benefit under the Company's group long-term disability insurance plan; (4) the participant's benefit under an individual disability policy provided by the Company; and (5) the participant's benefit under the Company's wage continuation policy plan. Benefits payable from the SERP are equal to the actuarial equivalent of the accrued benefit at date of distribution employing the actuarial equivalent definition from the Pension Plan. The Company has no policy for granting additional service under the SERP. Mr. Griffiths is not participating in the SERP, and therefore participates in the Restoration Plan.

**Qualified Defined Contribution Plans**

***Salaried and Nonunion Employee 401(k) Plan***

We have established the Salaried and Nonunion Employee 401(k) Plan (the "401(k) Plan"), a defined contribution plan intended to be a tax-qualified plan under Section 401(a) of the Internal Revenue Code, for the benefit of substantially all of our salaried and nonunion hourly employees. An employee is eligible to participate in the 401(k) Plan on the later of (i) the date the Company or an affiliate which employs the employee adopts the 401(k) Plan or (ii) the date the employee completes one hour of service for the Company. Effective January 1, 2017, employees of the Company's cabinet components division became eligible to participate in the 401(k) Plan.

Participants in the 401(k) Plan may contribute from 1% of compensation per payroll period up to a maximum percentage per payroll period to be determined by the administrative committee of the Company's plans appointed by the Board of Directors (the "Benefits Committee"). Certain highly compensated employees are subject to a maximum payroll contribution of 7% per payroll period. In addition, any new participants who do not affirmatively elect otherwise have 3% of their compensation per payroll period automatically contributed to the 401(k) Plan. To the extent permitted by the Benefits Committee, participants may also make after-tax contributions to the 401(k) Plan. Participants are also allowed to make Roth contributions to the 401(k) Plan.

Effective January 1, 2018, the Company makes matching contributions to each participant's account equal to 50% of the pre-tax contributions the participant makes to the 401(k) Plan, up to 5% of the participant's eligible compensation. Prior to January 1, 2018, participants employed by the Company's cabinet components division received matching contributions equal to 35% of pre-tax

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contributions, up to 5% of the participant's eligible compensation. The Company may, at its discretion, make profit-sharing contributions to the participants' accounts.

Participants will always be 100% vested in their pre-tax and after-tax contributions to the 401(k) Plan. Company matching and profit-sharing contributions vest 20% per year and are 100% vested after five years. In addition, a participant will be 100% vested in all amounts under the 401(k) Plan in the event of (i) disability prior to termination of employment, (ii) retirement or (iii) death prior to termination of employment.

All distributions from the 401(k) Plan will be made in a single lump sum payment.

### **Stock Purchase Plans**

#### ***Employee Stock Purchase Plan***

The Employee Stock Purchase Plan (the "Stock Purchase Plan") is designed to provide our eligible employees the opportunity to invest in our Common Stock through voluntary payroll deductions. In addition, participating employees receive a percentage match from the Company, thereby encouraging employees to share in the Company's success and to remain in its service. The Stock Purchase Plan is not intended to meet the requirements of Section 423 of the Internal Revenue Code.

The Stock Purchase Plan is administered by Equiniti Trust Company ("Equiniti"), who may be removed at management's election. Equiniti also serves as the transfer agent and registrar for Quanex Common Stock.

Regular full time employees of the Company or any of the Company's subsidiaries are eligible to participate in the Stock Purchase Plan. Participation in the Stock Purchase Plan is voluntary.

#### *Contributions to the Stock Purchase Plan*

Contributions to the Stock Purchase Plan consist of employees' payroll deductions and an amount from the Company equal to 15% of those deductions. The Bank establishes an account under the Stock Purchase Plan as agent for each eligible employee electing to participate in the Stock Purchase Plan and credits the following sources of cash to each employee's account for the purchase of full and fractional shares of Common Stock ("Plan Shares"):

such employee's payroll deductions;

such employee's 15% Company contribution;

cash dividends received from the Company on all shares in such employee's Stock Purchase Plan account at the time a dividend is paid; and

cash resulting from the sale of any (i) rights to purchase additional shares of the Company's stock or other securities of the Company, or (ii) securities of any other issuer.

Participants generally may not add shares of Common Stock held in their name to their accounts. All shares are held in the name of Equiniti or its nominee as Plan Shares subject to the terms and conditions of the Stock Purchase Plan.

#### *Purchase of Plan Shares*

Equiniti applies cash credited to each participant's account to the purchase of full and fractional Plan Shares and credits such Plan Shares to such participants' accounts. The price at which Equiniti is deemed to have acquired Plan Shares for accounts is the average price, excluding brokerage and other costs of purchase, of all Plan Shares purchased by Equiniti for all participants in the Stock Purchase Plan during the calendar month. Equiniti purchases Plan Shares in negotiated transactions or on any





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securities exchange where the Company's Common Stock is traded. The purchases are on terms as to price, delivery and other matters, and are executed through those brokers or dealers, as Equiniti may determine.

*Stock Certificates*

Equiniti holds the Plan Shares of all participants in its name or in the name of its nominee evidenced by as many or as few certificates as the Bank determines. No certificates representing Plan Shares purchased for participants' accounts are issued to any participant unless the participant makes a request in writing or until the participant's account is terminated and the participant makes the election described below under "*Termination and Withdrawal by Participants*." Certificates are not issued for fewer than ten shares unless the participant's account is terminated.

*Voting of Plan Shares*

Equiniti will vote each participant's Plan Shares as instructed by the participant on a form to be furnished by and returned to Equiniti at least five days (or such shorter period as the law may require) before the meeting at which the Plan Shares are to be voted. The Bank will not vote Plan Shares for which no instructions are received.

*Assignment or Sale*

Except as otherwise described herein, participants cannot sell, pledge, or otherwise assign or transfer their accounts, any interest in their accounts or any cash or Plan Shares credited to their accounts. Any attempt to do so will be void.

Subject to the restrictions set forth below under "*Restrictions on Resale*," each participant may request that Equiniti sell:

all or part of such participant's Plan Shares at any time, if the participant is employed by the Company or in connection with a division or subsidiary of the Company immediately before the Company sells or otherwise disposes of that division or subsidiary and after such sale or other disposition the participant is no longer employed by the Company or its subsidiary;  
and

all or any part of such participant's Plan Shares at any time after they have been held in the participant's account for at least six months.

If a participant elects to sell all of his or her Plan Shares, such participant will be deemed to have terminated participation in the Stock Purchase Plan.

*Termination and Withdrawal by a Participant*

Participants may terminate their participation in the Stock Purchase Plan at any time by giving proper notice. Upon receipt of such notice, unless the participant has made a contrary election in written response to Equiniti's notice relating to such participant's account, Equiniti will send the participant a certificate or certificates representing the full Plan Shares accumulated in the participant's account and a check for the net proceeds of any fractional share in the participant's account. After the participant's withdrawal, the sale by the participant of any shares of Common Stock issued to the participant upon such withdrawal is subject to the restrictions below under "*Restrictions on Resale*." If a participant elects to terminate his or her participation in the Stock Purchase Plan, he or she may rejoin the Stock Purchase Plan at any time with respect to future offering periods.

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*Restrictions on Resale*

The Company's officers, directors and affiliates (as defined by the relevant securities laws) are subject to certain restrictions on resale that apply to sales by (i) Equiniti on their behalf of shares of Common Stock pursuant to the Stock Purchase Plan and (ii) the participant, after he or she withdraws from the Stock Purchase Plan, of shares of Common Stock issued to the participant upon his or her withdrawal from the Stock Purchase Plan.

**Nonqualified Defined Benefit and Other Nonqualified Deferred Compensation Plans**

The Company's directors, executive officers, key management and highly compensated employees are eligible to participate in certain non-tax qualified plans described below.

***2008 Omnibus Incentive Plan, as amended***

The Company recognizes the importance of aligning the interests of its directors, officers, and employees with those of its stockholders. This alignment of interests is reflected in the Omnibus Plan, which provides those persons who have substantial responsibility for the management and growth of the Company and its affiliates with additional performance incentives and an opportunity to obtain or increase their proprietary interest in the Company, thereby encouraging them to continue in their employment or affiliation with the Company and its affiliates.

The Omnibus Plan provides for the granting of stock options, stock appreciation rights (SARs), restricted stock, restricted stock units, performance share awards, performance unit awards, annual incentive awards, other stock-based awards and cash-based awards. Certain awards under the Omnibus Plan may be paid in cash or in Common Stock. Eligibility will be determined by the Compensation Committee, which has exclusive authority to select the officer and employee participants to whom awards may be granted, and may determine the type, size and terms of each award. The Compensation Committee will also make all determinations that it decides are necessary or desirable in the interpretation and administration of the Omnibus Plan.

***Deferred Compensation Plan***

The Company maintains the Quanex Building Products Corporation Deferred Compensation Plan (the "Deferred Compensation Plan"), a plan not intended to be qualified under section 401(a) of the Internal Revenue Code, which allows certain highly compensated management personnel and directors to defer all or a portion of their directors' fees, certain compensation under the Omnibus Plan and compensation under the Management Incentive Plan (the "MIP").

None of the named executive officers maintained a deferred compensation plan account balance during the fiscal year ended October 31, 2018, and, therefore, there were no related contributions, earnings or withdrawals during fiscal 2018.

*Eligibility and Participation*

The individuals who are eligible to participate in the Deferred Compensation Plan are key employees in the Omnibus Plan and the MIP, and all of the Company's directors, subject to additional eligibility requirements for participation in the Deferred Compensation Plan as the Compensation Committee may determine from time to time.

*Deferral Elections*

A participant may elect, during the designated election periods, (1) the percentage of his bonus awarded under the MIP (an "Incentive Bonus") earned during the applicable year to be deferred under the Deferred Compensation Plan; (2) the percentage of his compensation earned under the Omnibus

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Plan during the applicable year ("Omnibus Compensation") to be deferred under the Deferred Compensation Plan; (3) the percentage of his director fees earned during the applicable year to be deferred under the Deferred Compensation Plan; (4) the percentage to be deferred in the form of deemed shares of Common Stock or other investment funds provided under the Deferred Compensation Plan; (5) the length of the period for deferral; and (6) the form of payment at the end of the period for deferral (either a lump sum, or quarterly or annual installment payments over a period of time of not less than three nor more than 20 years). All elections made are irrevocable once they are made for a given plan year, except for the election as to how the distribution is to be made or as otherwise permitted under applicable Internal Revenue Service guidance. That election can be changed if the change is made at least 12 months prior to the end of the deferral period, is not effective for at least 12 months and the scheduled payment is no earlier than five years after the date on which the payment would have otherwise have been made or commenced. If the election of the form of distribution is changed and an event causing distribution occurs within one year, the change in election will be ineffective and the original election will remain in effect.

The deferrals in the form of deemed shares of Common Stock elected by all participants in any plan year will not be allowed to exceed 3% of the shares of Common Stock outstanding on the first day of the plan year.

*Company Match*

Previously, if a participant elected to defer a portion of his Incentive Bonus, Omnibus Compensation or director fees under the Deferred Compensation Plan in the form of deemed shares of the Company's Common Stock for a period of three full years or more, the Company provided a matching award of additional deemed shares of Common Stock equal to 20% of the amount deferred, excluding deferrals of long-term incentives, in the form of deemed shares of our Common Stock. The Company suspended its matching award effective April 1, 2009.

*The Participant's Account*

Under the Deferred Compensation Plan, an account is established for each participant, which the Company maintains. The account reflects the amount of the obligation to the participant at any given time (comprising the amount of compensation deferred for the participant under the Deferred Compensation Plan, the Company match, if any, and the amount of income credited on each of these amounts). If the participant elects his deferral to be in the form of deemed shares of our Common Stock, the number of shares credited to his account as Common Stock will be the number of shares of our Common Stock that could have been purchased with the dollar amount deferred, without taking into account any brokerage fees, taxes or other expenses that might be incurred in such a transaction, based upon the closing quotation on the NYSE on the date the amount would have been paid had it not been deferred. In addition to the option to hold the account as deemed shares of Common Stock, the participant may choose from a variety of investment choices.

*Dividends and Distributions Associated with Company Common Stock.*

When dividends or other distributions are declared and paid on the Company's Common Stock, those dividends and other distributions will be accrued in a participant's account based upon the shares of Common Stock deemed credited to the participant's account. Such amounts credited to a participant's account will vest at the same time the underlying deemed shares of Common Stock vest and will be subject to the same forfeiture restrictions. The dividends or other distributions, whether stock, property, cash or other rights, are credited to the account as additional deemed shares of the Company's Common Stock. For this purpose, all dividends and distributions not in the form of deemed shares of the Company's Common Stock or cash are valued at the fair market value as determined by the Compensation Committee.

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*Common Stock Conversion Election*

At any time during a period commencing three years prior to the earliest time a participant could retire under the Pension Plan and ending on the participant's normal retirement date as established under the Pension Plan, the participant is allowed to elect a retirement date under the Pension Plan and may elect to have all deemed shares of Common Stock in his account converted to cash and deemed to be invested in the participant's selected investment options. At any time which is at least three years after deemed Common Stock is credited to a participant's account, the participant is allowed to elect to have such deemed Common Stock converted to cash and deemed to be invested in the participant's selected investment options.

*Vesting*

All deferrals of the Incentive Bonus, Omnibus Compensation and director fees are 100% vested at all times, except in the event of forfeiture as described below. Company matching contributions and dividends are 100% vested after the earliest of (i) three years after the applicable deemed share of Common Stock is credited to the participant's account, (ii) the participant's death, (iii) the participant's termination of employment due to disability or (iv) the participant's retirement.

If the Compensation Committee finds that the participant was discharged by the Company for fraud, embezzlement, theft, commission of a felony, proven dishonesty in the course of his employment by the Company that damaged the Company, for disclosing its trade secrets, or for competing directly or indirectly with the Company at any time during the first two years following his termination of employment, the entire amount credited to his account, exclusive of the total deferrals of the participant, will be forfeited. Notwithstanding the foregoing, such forfeitures will not apply to a participant discharged during the plan year in which a change of control occurs.

*Distributions under the Deferred Compensation Plan*

Upon a distribution or withdrawal, the balance of all amounts deemed invested in investment funds and the number of deemed shares of Common Stock credited to the participant and required to be distributed is distributed in cash, whether the distribution or withdrawal is in a lump sum or in installments. The value per deemed share of common stock will be calculated based on the closing quotation for the Company's Common Stock on the NYSE. Distributions are made with respect to a participant's interest in the Deferred Compensation Plan upon the expiration of the term of deferral as was previously elected by the participant or upon the participant's earlier death or disability. A withdrawal may be made by the participant prior to an event causing distribution, in an amount needed to satisfy an emergency or in certain unforeseeable events of hardship beyond the control of the participant, as approved by the Compensation Committee.

The Deferred Compensation Plan is administered in a manner that is intended to comply with Section 409A of the Internal Revenue Code.

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The following table sets forth, as of the Record Date, the number and percentage of beneficial ownership of shares of Common Stock, Restricted Stock Units, shares of Phantom Common Stock credited under the Deferred Compensation Plan, and the amount of shares obtainable upon conversion of options exercisable (or exercisable within 60 days) for each current director and nominee for director of the Company, the executive officers named in the "Summary Compensation Table" on page 39 of this Proxy Statement, and all officers and directors as a group. Each of the directors and executive officers has sole voting and investment authority with respect to the securities listed by their name below. Unless otherwise indicated, the directors and current executive officers have not pledged as security any of the shares beneficially owned by them.

	Common Stock Owned of Record	Restricted Stock Units	Phantom Common Stock Credited Under DC Plan	Common Stock Underlying Exercisable Options(1)	Total	Percent
William C. Griffiths	219,032	5,954	0	464,365	689,351	2.07%
George L. Wilson	53,049	0	0	86,900	139,949	*
Brent L. Korb	112,745	0	0	262,000	374,745	1.13%
Kevin P. Delaney	118,703	0	0	220,667	339,370	1.02%
Scott M. Zuehlke	12,016	0	0	18,033	30,049	*
Robert R. Buck	0	21,729	23,311	20,876	65,916	*
Susan F. Davis	25,182	29,140	21,252	35,887	111,461	*
LeRoy D. Nosbaum	2,500	21,230	0	35,398	59,128	*
Joseph D. Rupp	40,421	29,140	0	35,887	105,448	*
Curtis M. Stevens	0	24,840	14,653	35,398	74,891	*
All Officers and Directors as a group	583,648	132,033	59,216	1,215,411	1,990,308	5.98%

\*

Less than 1.0%

(1)

Includes all stock options exercisable within 60 days.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Under SEC rules, the Company's directors, executive officers and beneficial owners of more than 10% of the Company's equity securities are required to file certain reports of their ownership, and changes in that ownership, with the SEC. Based solely on its review of copies of these reports and representations of such reporting persons, the Company believes that all such SEC filing requirements were satisfied during the fiscal year ended October 31, 2018.

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**CORPORATE GOVERNANCE**

The following sections of this Proxy Statement provide an overview of the Company's corporate governance structure, including our Board leadership structure, certain responsibilities and activities of the Board and its Committees and independence and other criteria we use in selecting Director nominees. We also discuss how our stockholders and other stakeholders can communicate with the Board of Directors.

**Completed Governance Initiative Board Declassification**

The Company takes good corporate governance extremely seriously and is committed to evolving to meet and exceed corporate governance best practices. To this end, following a careful review of the Company's practices, the Board adopted a number of governance reforms in 2015 and 2016, including a phased declassification of the Board to be achieved over three years. Director nominees at the 2017 and 2018 Annual Meetings were nominated for terms of only one year, and the same is true for director nominees at the upcoming 2019 Annual Meeting. All future director terms will also be for terms of only one year. As a result, we consider the Board to now be fully declassified.

**Corporate Governance Guidelines**

The following corporate governance guidelines have been adopted by the Board of Directors as the framework within which directors and management can effectively pursue the Company's objectives of adding to stockholder value. These guidelines reflect the practices and principles by which the Company operates. The Board periodically reviews and may update these guidelines and other corporate governance matters.

*Corporate Governance Guidelines*

*The Board*

1. The business of Quanex Building Products Corporation (the "Company") shall be managed by a Board of Directors (the "Board") who shall exercise all the powers of the Company not reserved to the shareholders by statute, the Certificate of Incorporation or the By-Laws of the Company.
2. The Chief Executive Officer shall be a member of the Board.
3. The size of the Board, the classification of directors, the term of office, and the process for filling vacancies shall be in accordance with the Company's Certificate of Incorporation and By-Laws.
4. In its discretion from time to time and as vacancies may occur, the Board may choose to employ a leadership structure consisting of either (a) a joint Chairman of the Board and Chief Executive Officer with an independent Lead Director, or (b) a non-executive Chairman of the Board, who shall serve in the role of Lead Director, with a separate Chief Executive Officer.

*Board Committees*

5. The Board shall at all times maintain an Audit Committee, a Nominating & Corporate Governance Committee, an Executive Committee, and a Compensation & Management Development Committee, which shall operate in accordance with applicable laws, their respective Charters as adopted and amended from time to time by the Board, and the applicable rules of the Securities and Exchange Commission and the New York Stock Exchange.

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6. The membership of the Audit Committee, the Compensation & Management Development Committee, and the Nominating & Corporate Governance Committee shall meet the independence requirements of applicable laws, the New York Stock Exchange, and if deemed appropriate from time to time, meet the definition of "non-employee director" under Rule 16b-3 under the Securities Exchange Act of 1934, and "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986.
7. The Board may establish such other committees as it deems appropriate and delegate to such committees such authority permitted by applicable law and the Company's By-Laws as the Board sees fit.

### ***Board Procedure***

8. At each regular meeting of the Board, the Board shall meet in executive session, where non-management directors meet without management participation.
9. The Board, in executive session, shall conduct an annual review of the performance of the Chief Executive Officer, taking into account the views and recommendations of the Chairman of the Compensation & Management Development Committee as set forth in the Committee's Charter.
10. The Board shall review policies and procedures developed by the Company and reviewed and approved by the Compensation & Management Development Committee, regarding succession to the position of Chief Executive Officer and positions of other corporate officers and key executives in the event of emergency or retirement.
11. The Board shall conduct an annual Self-Assessment to determine whether it and its committees are functioning effectively. The full Board shall discuss the evaluation to determine what, if any, action could improve Board and Board committee performance.

### ***Board Resources***

12. The Board shall establish methods by which interested parties may communicate directly with the Chairpersons of each Committee or with non-employee directors of the Board as a group and cause such methods to be published.
13. The Company shall provide each director with complete access to the management of the Company, subject to reasonable notice to the Company and reasonable efforts to avoid disruption to the Company's management, business and operations.
14. The Board and Board committees, to the extent set forth in the applicable committee Charter, have the right to consult and retain independent legal and other advisors at the expense of the Company.
15. The Board or the Company shall establish, or identify and provide access to, appropriate orientation programs, sessions or materials for newly-appointed directors of the Company for their benefit either prior to or within a reasonable period of time after their nomination or election as a director.
16. The Board or the Company shall encourage directors to periodically pursue or obtain appropriate programs, sessions or materials as to the responsibilities of directors of publicly-traded companies.

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***Director Qualifications***

17. A majority of the members of the Board must qualify as independent directors in accordance with the applicable rules of the New York Stock Exchange.
18. No person shall be nominated by the Board to serve as a director after he or she has passed his or her 72nd birthday, unless the Nominating and Governance Committee has voted, on an annual basis, to waive the mandatory retirement age for such director.
19. Directors shall promptly report changes in their business or professional affiliations or responsibilities, including retirement, to the Chairman of the Board and the Chairman of the Nominating & Corporate Governance Committee.
20. A director shall offer to resign from the Board if the Nominating & Corporate Governance Committee concludes that the director (a) no longer meets the Company's requirements for service on the Board, or (b) has experienced a substantial reduction in responsibilities in full time employment. A director shall also offer to resign from the Board if the director has retired, been terminated, or has otherwise separated from an employer. In an uncontested election, any director who receives a greater number of against and/or withheld votes than votes for election must tender his or her resignation to the Board promptly following certification of the shareholder vote. Upon such tendered resignation, the Nominating & Corporate Governance Committee will have forty-five (45) days following certification of the shareholder vote to consider the resignation and recommend to the Board whether or not to accept such resignation. Following the recommendation of the Nominating & Corporate Governance Committee, the Board must decide within ninety (90) days of certification of the shareholder vote whether or not to accept the tendered resignation.
21. No director shall serve as a director, officer or employee of a competitor of the Company.
22. Non-employee directors shall not serve in a paid consulting role for the Company.
23. Directors shall advise the Chairman of the Board and the Chairman of the Nominating & Corporate Governance Committee promptly upon accepting any other public company directorship or any assignment to the audit committee or compensation committee of the board of directors of any public company of which such director is a member.
24. Non-employee directors shall serve on the board of no more than three other public companies.
25. A director who is also an officer of the Company shall not continue serving on the Board upon separation of employment with the Company, except in special instances to facilitate a transition of management.
26. The Nominating & Corporate Governance Committee shall be responsible for establishing additional qualifications for directors and shall evaluate prospective nominees against the following standards and qualifications, and any additional qualifications it deems appropriate:
  - a. The ability of the prospective nominee to represent the interests of the shareholders of the Company;
  - b. The prospective nominee's standards of integrity, commitment and independence of thought and judgment;
  - c. Whether the prospective nominee would meet the Company's criteria for independence as required by the New York Stock Exchange;



d.

The prospective nominee's ability to dedicate sufficient time, energy and attention to the diligent performance of his or her duties, including the prospective nominee's service on

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other public company boards, as specifically set out in the Company's Corporate Governance Guidelines; and

- e. The extent to which the prospective nominee contributes to the range of talent, skill and expertise appropriate for the Board and such other relevant factors as it deems appropriate, including the current composition of the Board, the need for Audit Committee expertise, and the evaluations of other prospective nominees.

***Director Responsibilities***

27. Directors should exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company in a manner consistent with their fiduciary duties.
28. Directors are expected to attend all Board meetings and meetings of committees to which they are assigned, and at a minimum, 75 percent of such meetings each year.
29. Directors are expected to prepare for all meetings of the Board or committees to which they are assigned by reviewing the materials that are sent to all directors in advance of meetings.
30. Non-employee directors are expected to own, beneficially or otherwise, common shares or common share equivalents of the Company's Common Stock valued at no less than \$220,000, which shares or share equivalents may be accumulated over the first five years of service.

***Director Compensation***

31. The Nominating & Corporate Governance Committee shall review and recommend for Board approval the form and amount of non-employee director compensation, including cash, equity-based awards and other director compensation.
32. In determining non-employee director compensation, the Nominating & Corporate Governance Committee, may consult with appropriate advisers to determine levels of director compensation similar to the compensation of directors of similar companies.
33. Non-employee directors shall be paid in equity, equity equivalents and/or cash for their services, with a deferral option.
34. Unless and until a recommendation is made by the Nominating & Corporate Governance Committee and approval of the Board, the amount of cash compensation for non-employee directors is as follows: Retainer \$55,000/year paid quarterly; Committee Member Retainer Fees \$9,000/year paid quarterly for membership on the Audit Committee and \$7,500/year paid quarterly for membership on the Compensation or Governance Committees; Committee chair fees \$15,000/year paid quarterly for Audit Committee and \$10,000/year paid quarterly for Compensation and Governance Committees; Lead Director fee of \$20,000/year paid quarterly; and reimbursement for all travel and living expenses associated with meeting attendance.
35. Unless and until a recommendation is made by the Nominating & Corporate Governance Committee and approval of the Board, on the date on which a non-employee director is first elected or appointed as a director, such director will be granted an annual restricted stock unit award that is pro-rated for the time to be served during the current fiscal year from the director's date of election or appointment. These grants will immediately vest, and will be settled and paid upon the earlier of the director's separation from service or a change in control of the Company. This pro-rated restricted stock unit award, as well as the first restricted stock unit award granted to such newly appointed or elected director as set forth in paragraph 36 of these Guidelines, will not be eligible for any form of deferral or other payment timing election.



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36.

Unless and until a recommendation is made by the Nominating & Corporate Governance Committee and approval of the Board, on the first business day of each fiscal year, non-employee directors shall receive an annual restricted stock unit award of \$80,000 in equivalent value. The restricted stock unit award vests immediately upon issuance. If the non-employee director meets the director stock ownership guidelines (in shares and share equivalents), payment of the award will be deferred automatically to the director's separation from service (or, if earlier, a change in control of the company), unless an election is made by the director to settle and pay the award on an earlier permitted specified date, and such election is made prior to the last day of the deferral election period applicable to the award under Section 409A of the Internal Revenue Code. If the non-employee director has not met the applicable stock ownership guidelines, then payment of the award will automatically be deferred until the director's separation from service, and no election for an earlier payment date will be allowed. For purposes of this paragraph, the determination of whether a director meets the stock ownership guidelines will be made as of December 31<sup>st</sup> of the calendar year immediately preceding the calendar year in which the applicable restricted stock unit award is granted. The restricted stock unit awards to be granted on November 1, 2015, will immediately vest, and will be paid upon the earlier of the director's separation from service or a change in control of the Company, and no election for an earlier payment date will be allowed for any director, regardless of stock ownership. For restricted stock units awarded in calendar 2016 and thereafter, the director will have an election for a deferred compensation arrangement under which directors may elect the timing of the payment in compliance with applicable regulations.

37.

Unless and until a recommendation is made by the Nominating & Corporate Governance Committee and approval of the Board, non-employee directors shall not receive any remuneration from the Company other than as set forth in this Director Compensation section of the Corporate Governance Guidelines.

***Role of Lead Director***

38.

The Lead Director shall preside at each executive session.

39.

The Lead Director shall be a member of the Executive Committee and shall have the following responsibilities:

a.

Chairing the Board in the absence of the Chairman;

b.

Acting as liaison between the Board and the Chairman, as requested by the Board;

c.

In concert with the Chairman, setting the agenda for board meetings, based on input from directors and the annual meeting plans;

d.

Ensuring that independent directors have adequate opportunity to meet in executive session without management present, and setting the agenda for, and moderating, all such sessions;

e.

Communicating to the Chief Executive Officer, as appropriate, the results of executive sessions among independent directors;

f.

Ensuring that the Board has adequate resources, including full, timely and relevant information, to support its decision making requirements;

g.

Organizing the Board's evaluation of the Chairman and providing the Chairman with feedback related thereto;

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- h. Working with the Chairman to ensure proper Committee structure and membership, including the assignment of members and Committee chairs, and appropriate succession planning related to members and Committee chairs;
- i. Notifying the Chairman of the retention of outside advisors and consultants who report directly to the Board;
- j. Participating in one-on-one discussions with individual directors, as requested by the Nominating & Corporate Governance Committee;
- k. Leading the Board self-assessment process, in conjunction with the Nominating & Corporate Governance Committee;
- l. Working with the Chairman to form Special Committees of the Board, as necessary;
- m. Carrying out other duties as requested by the Board or the Nominating & Corporate Governance Committee.

***Officer Responsibilities***

- 40. The Chief Executive Officer shall serve on the board of no more than one other public company.
- 41. Other executive officers shall serve on the board of no more than one other public company.
- 42. The Chief Executive Officer is expected to own, beneficially or otherwise, common shares or common share equivalents of the Company's Common Stock of at least 400% of the value of his/her base salary within three years of serving in said role. The Chief Operating Officer is expected to own, beneficially or otherwise, common shares or common share equivalents of the Company's Common Stock of at least 250% of the value of his/her base salary within three years of serving in said role. Other senior officers are expected to own, beneficially or otherwise, common shares or common share equivalents of the Company's Common Stock of at least 200% of their base salary and officers 100% of their base salary under the same terms.

***Incentive Recoupment***

- 43. To the extent permitted by law, and as determined by the Board in its judgment, the Company may require reimbursement of a portion of any performance-based bonus, whether settled in cash or stock, granted to any executive where (a) the performance bonus payment was predicated upon the achievement of certain financial results that were subsequently the subject of a material restatement; and (b) a lower payment would have been made to the executive(s) based upon the restated financial results. In each such instance, the Company will, to the extent practicable, seek to recover the amount by which the individual performance bonus for the relevant period exceeded the lower payment that would have been made based on the restated financial results. In addition, following any accounting restatement that the Company is required to prepare due to its material noncompliance, as a result of misconduct, with any financial reporting requirement under applicable securities laws, the Company will seek to recover any compensation received by the Chief Executive Officer and Chief Financial Officer to the extent such reimbursement is required under Section 304 of the Sarbanes-Oxley Act of 2002. No reimbursement shall be required if a material restatement was caused by or resulted from any change in accounting policy or rules.

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***Hedging Prohibition***

44. Because the Company believes it is improper and inappropriate for Company employees and directors to engage in short-term or speculative transactions involving Company securities, and in order to ensure that all associates bear the full risks of ownership of Company securities, all associates are prohibited from engaging in any of the following activities with respect to Company securities:
- a. *Buying or Selling Puts, Calls, or Derivatives.* Short sales and the purchase or sale of options of any kind, whether puts, calls or other derivative securities, related to Company securities.
  - b. *Margin Accounts.* Company associates may not hold Company securities in margin accounts or otherwise pledge Company securities as collateral.
  - c. *Hedging and Pledging Company Securities.* Company associates are not allowed to engage in hedging transactions related to any Company security they hold, and are not allowed to pledge or create any security interest in any Company security they hold.

***Amendment and Waiver***

45. The Quanex Corporate Governance Guidelines may be amended, modified, or waived by the Board and waivers of these Guidelines may also be granted by the Nominating & Corporate Governance Committee, subject to the disclosure and other provisions of the Securities Exchange Act of 1934, the rules promulgated thereunder and the applicable rules of the New York Stock Exchange.
46. The Board shall perform any other activities required by applicable law, rules or regulations, including the rules of the Securities and Exchange Commission and any exchange or market on which the Company's capital stock is traded, and perform other activities that are consistent with these Guidelines, the Company's certificate of incorporation and bylaws, and governing laws, as the Board deems necessary or appropriate.
47. Nothing contained in these Guidelines is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors or executive officers of the Company. The purposes and responsibilities outlined in these Guidelines are meant to serve as guidelines rather than as inflexible rules and the Board may adopt such additional procedures and standards as it deems necessary or advisable from time to time to fulfill its responsibilities or comply with applicable laws, rules or regulations. In addition, the Board may amend any procedures or standards set forth in these Guidelines as it deems necessary from time to time to comply with applicable laws, rules or regulations. These Guidelines, and any amendments thereto, shall be displayed on the Company's web site and a printed copy of such shall be made available to any shareholder of the Company who requests it.

**Communications with the Company**

Quanex invites inquiries to the Company and its Board of Directors. Interested persons may contact the appropriate individual or department by choosing one of the options below.

***General***

*Investor Information:*

For Investor Relations matters or to obtain a printed copy of the Company Code of Ethics, Corporate Governance Guidelines or charters for the Audit, Compensation & Management Development, and Nominating & Corporate Governance Committees of the Board of Directors, send a



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request to the Company's principal address below or by email to [inquiry@quanex.com](mailto:inquiry@quanex.com). This material may also be obtained from the Company's website at [www.quanex.com](http://www.quanex.com) in the "Investor Relations" section. The Company has also adopted a Code of Business Conduct & Ethics for Senior Financial Executives that applies to the Company's principal executive officer, principal financial officer, principal accounting officer or controller and persons performing similar functions. This Code can be obtained without charge in the same manner as the other material described in this paragraph.

The Company's required Securities Exchange Act filings such as annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports are available free of charge through the Company's website, as soon as reasonably practicable after they have been filed with or furnished to the Securities and Exchange Commission ("SEC") pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "1934 Act" or the "Exchange Act"). Forms 3, 4 and 5 filed with respect to equity securities under Section 16(a) of the 1934 Act are also available on the Company's website. All of these materials are located in the "Investor Relations" section of the Company's website at [www.quanex.com](http://www.quanex.com). They can also be obtained free of charge upon request to the Company's principal address or telephone number below, or by email to [inquiry@quanex.com](mailto:inquiry@quanex.com).

*Communications with the Company's Board of Directors:*

Persons wishing to communicate to the Company's Board of Directors or a specified individual director may do so by sending communications in care of the Chairman of the Board of Directors at the Company's principal address below, or by sending an email to [chairman@quanex.com](mailto:chairman@quanex.com). The Chairman reviews all such messages received. If the communication is from a stockholder about a matter of stockholder interest and is addressed to a specified individual director(s), the Chairman will forward the communication as soon as practicable to such specified director(s). However, because other appropriate avenues of communication exist for matters that are not of stockholder interest, such as general business complaints or employee grievances, communications that do not relate to matters of stockholder interest may not be forwarded to specified Board members or the Board as whole. The Chairman or his delegate has the right, but not the obligation, to forward such other communications to appropriate channels within the Company.

As noted in the Corporate Governance Guidelines, the Lead Director shall preside at each executive session of non-management directors. Any stockholder wishing to send communications to such presiding director, or to non-management directors as a group, may do so by sending them in the care of Lead Director, Quanex Building Products Corporation Board of Directors, at the Company's principal executive offices.

***Alert Line***

*Accounting Issues:*

Persons who have concerns or complaints regarding questionable accounting, internal accounting controls or auditing matters may submit them to the Senior Vice President Finance and Chief Financial Officer at the Company's principal address or by contacting the Company's Alert Line by calling (888) 475-0633 or visiting <https://quanex.alertline.com>.

Such communications will be kept confidential to the fullest extent possible. If the individual is not satisfied with the response, he or she may contact the Audit Committee of the Board of Directors of the Company by sending a communication in care of the Audit Committee Chairman at the Company's principal address below. If concerns or complaints require confidentiality, then this confidentiality will be protected, subject to applicable laws.



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*Reporting Illegal or Unethical Behavior:*

Employees, officers and directors who suspect or know of violations of the Company Code of Business Conduct and Ethics, or illegal or unethical business or workplace conduct by employees, officers or directors have an obligation to report it. If the individuals to whom such information is conveyed are not responsive, or if there is reason to believe that reporting to such individuals is inappropriate in particular cases, then the employee, officer or director may contact the Chief Compliance Officer, Chief Financial Officer, Vice President of Internal Audit, or any corporate officer in person, by telephone, by letter to the Company's principal address, or online as set forth below. Quanex also encourages persons who are not affiliated with the Company to report any suspected illegal or unethical behavior.

**1) By Letter**

Quanex Building Products Corporation  
1800 West Loop South, Suite 1500  
Houston, Texas 77027

**2) By Telephone**

Toll Free ALERT LINE: (888) 475-0633

**3) Via Internet**

<https://quanex.alertline.com>

Such communications will be kept confidential to the fullest extent possible. If the individual is not satisfied with the response, he or she may contact the Nominating & Corporate Governance Committee of the Board of Directors of the Company. If concerns or complaints require confidentiality, then this confidentiality will be protected, subject to applicable laws.

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**STRUCTURE AND COMMITTEES OF THE BOARD OF DIRECTORS**

The Company's Board consists of six directors. All directors other than Mr. Griffiths are independent in accordance with the independence requirements set forth in the listing standards of the New York Stock Exchange. The Company's independent directors sit on all of the three primary committees. Therefore the Audit, Compensation & Management Development, and Nominating & Corporate Governance Committees are all comprised solely of independent directors. In addition, the Board selects a separate independent Lead Director. Currently, Mr. Rupp serves as the independent Lead Director.

The Board believes that its leadership structure is best for the Company at the current time. The Board believes that a number of advantages are gained by combining the positions of Chairman and Chief Executive Officer along with an appropriately empowered Lead Director. By vesting chairmanship duties in the Chief Executive Officer, the Board is effectively providing a leadership role to the director who is most familiar with the Company's business and industry, most capable of effectively identifying strategic priorities, and most effective at leading the strategic discussions that will drive the Company's future. By allowing the Chief Executive Officer to lead meetings and discussions, the Board ensures that its focus remains on those items that are most important to the business and its strategic direction, while allowing independent directors to provide advice and oversight based on their own valuable experience and expertise. It also allows for a more effective flow of information between the Board and management, improving efficiency and reducing confusion about the Company's strategic and operational directions. Further, combining the roles provides for strong and stable leadership vested in a single person, thereby avoiding confusion and providing appropriate accountability for the Company's leader. The Board and the Lead Director ensure this accountability by providing oversight of the Chairman and CEO, both directly by the Lead Director through personal conversations with the Chairman and CEO, and also by the Board through its annual CEO performance reviews and periodic director performance reviews.

The Company's independent directors meet in regularly scheduled executive sessions at each of the Company's regular Board meetings, without management present and with the Lead Director presiding. The Lead Director is actively engaged in facilitating communication with the individual directors and the CEO, and provides guidance and counsel to the CEO on behalf of the independent directors.

In addition, the Lead Director is responsible for chairing the Board in the absence of the Chairman; acting as liaison between the Board and the Chairman; assisting the Chairman in setting the agenda for Board meetings; ensuring that there are adequate opportunities for executive sessions of the directors and communicating the results of all such sessions; participating in one-on-one discussions with individual directors as requested by the Governance Committee; and working with the Chairman to form Special Committees of the Board, if necessary.

During fiscal 2018, the Board of Directors met eleven times, and the independent directors met five times in executive session with the Lead Director presiding. In addition, the Audit Committee met five times, the Compensation & Management Development Committee met three times, and the Nominating & Corporate Governance Committee met three times. The Executive Committee did not meet. All directors attended more than 75% of the combined number of Board meetings and meetings of committees of which they are members. The Company's Board of Directors holds a meeting immediately following each year's annual meeting of stockholders. Therefore, members of the Company's Board of Directors generally attend the Company's annual stockholder meetings. All Board members attended the 2018 stockholders' meeting.

**Audit Committee**

The members of the Audit Committee are Messrs. Buck, Nosbaum, and Stevens (Chairman), each of whom satisfies the independence requirements of the New York Stock Exchange and the 1934 Act

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and meets the definitions of "non-employee director" under Rule 16b-3 of the 1934 Act and "outside director" under Section 162(m) of the Internal Revenue Code of 1986. In addition, all members of the Audit Committee have been designated "audit committee financial experts" within the meaning of Item 407(d)(5) of Regulation S-K.

The Audit Committee's responsibilities to the Board are detailed in the written Audit Committee Charter adopted by the Company's Board of Directors, which is posted on the Company's website at [www.quanex.com](http://www.quanex.com) and incorporated in this Proxy Statement by reference. The Audit Committee's primary functions include monitoring the integrity of the Company's financial reporting process, reviewing the Company's system of internal financial and disclosure controls and the performance of the Company's internal audit function, overseeing the Company's annual independent audit and its public accountant's qualifications and independence, and reviewing compliance with applicable laws and regulations which may represent material financial exposure to the Company. Interested Stockholders may also obtain a copy of the Audit Committee Charter, free of charge, by contacting the Company at the address or phone number listed in the section entitled "*Communications with the Company*".

***Audit Committee Report to Stockholders***

We have reviewed and discussed the Company's audited financial statements for the year ended October 31, 2018, with senior management and with Grant Thornton LLP, certified public accountants and the Company's independent registered public accounting firm. In addition, we have reviewed and discussed with senior management the design and effectiveness of the Company's internal controls over financial reporting and have further reviewed and discussed the opinion and audit of Grant Thornton LLP regarding those controls. We have also discussed various other matters with Grant Thornton LLP related to the Company's consolidated financial statements, including critical accounting policies and practices used, potential alternative treatments for material items that have been discussed with the Company, and all other material written communications between the independent registered public accounting firm and the Company.

We have reviewed and discussed with Grant Thornton LLP all communications required by auditing standards of the Public Company Accounting Oversight Board ("PCAOB"), including those described in PCAOB Auditing Standard No. 16, "Communications with Audit Committees", and the SEC's Rule 2-07, "Communication with Audit Committees" of Regulation S-X. In addition, we have received and reviewed the written disclosures and the written letter from Grant Thornton LLP regarding its independence, as required by applicable standards of the PCAOB and the New York Stock Exchange listing standards. We have also discussed with Grant Thornton LLP its independence in connection with its audit of the Company's most recent financial statements, and we have reviewed and approved the non-audit services rendered by Grant Thornton LLP and approved all fees paid for audit and non-audit services. Following this review, we are satisfied with Grant Thornton LLP's independence from the Company.

Based on the various reviews and discussions mentioned above, the Audit Committee recommended to the board of directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2018, for filing with the Securities and Exchange Commission.

## Edgar Filing: Quanex Building Products CORP - Form DEF 14A

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The information in the foregoing three paragraphs shall not be deemed to be soliciting material, or be filed with the SEC or subject to Regulation 14A or 14C or to liabilities of Section 18 of the Securities Act, nor shall they be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate these paragraphs by reference.

Dated January 29, 2019

#### Audit Committee

Curtis M. Stevens, Chairman  
Robert R. Buck  
LeRoy D. Nosbaum

#### *Audit and Related Fees*

The following table reflects fees for professional audit services rendered by Grant Thornton LLP, for (i) the audit of the Company's financial statements for the fiscal years ended October 31, 2018 and 2017; and (ii) fees billed for other services rendered by Grant Thornton LLP during these periods.

	FY 2018	FY 2017
Audit Fees(1)	\$ 1,558,781	\$ 1,592,864
Tax Fees(2)	164,351	55,267
All Other Fees		
<b>Total</b>	<b>\$ 1,723,132</b>	<b>\$ 1,648,131</b>

- 
- (1) Audit Fees consist of professional services and related expenses rendered by Grant Thornton LLP for the audits of the Company's annual financial statements, audits of internal controls and review of financial statements included in Forms 10-Q and Form 10-K and other statutory or regulatory filings, and certain fees associated with a consent issued with regard to the Company's Form 10-K for the fiscal year ended October 31, 2016. In addition, the fiscal 2018 and fiscal 2017 audit fees include \$112,165 and \$100,025, respectively, associated with statutory audits of two affiliates of the Company in the United Kingdom and a German affiliate, each performed by Grant Thornton LLP.
- (2) Tax Fees include professional services rendered by Grant Thornton LLP for tax return reviews and miscellaneous consulting.

#### *Procedures for Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services*

Pursuant to its charter, the Audit Committee is responsible for reviewing and approving, in advance, any audit and any permissible non-audit engagement between the Company and its independent auditors. Grant Thornton LLP's engagement to conduct the audit of Quanex Building Products Corporation for fiscal 2018 was approved by the Audit Committee on January 24, 2018. Additionally, each permissible audit and non-audit engagement or relationship between the Company and Grant Thornton LLP entered into during fiscal 2017 and fiscal 2018 was reviewed and approved by the Audit Committee, as provided in its charter.

We have been advised by Grant Thornton LLP that substantially all of the work done in conjunction with its audit of the Company's financial statements for the most recently completed fiscal year was performed by full-time employees and partners of Grant Thornton LLP. The Audit Committee has determined that the provision of services rendered for all other fees, as described above, is compatible with maintaining independence of Grant Thornton LLP.

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**Compensation & Management Development Committee**

The current members of the Compensation & Management Development Committee are Messrs. Rupp and Nosbaum and Ms. Davis (Chairwoman). The Compensation & Management Development Committee's responsibilities to the Board are detailed in the Compensation & Management Development Committee Charter, which is available on the Company's website at [www.quanex.com](http://www.quanex.com) and incorporated in this Proxy Statement by reference. In addition to oversight of matters related to compensation, the committee oversees performance, development and succession planning with respect to officers and key executives. Interested Stockholders may also obtain a copy of the Compensation & Management Development Committee Charter, free of charge, by contacting the Company at the address and phone number listed in the section entitled "*Communications with the Company*".

During the fiscal year ended October 31, 2018, each of Ms. Davis and Messrs. Rupp and Nosbaum satisfied the independence requirements of the New York Stock Exchange and met the definitions of "non-employee director" under Rule 16b-3 under the 1934 Act and "outside director" under Section 162(m) of the Internal Revenue Code of 1986.

***Compensation Committee Interlocks and Insider Participation***

None of our employees, officers or former officers serve (or served during the last fiscal year) as a member of our compensation committee. None of our executive officers serve (or served during the last fiscal year) as a member of the board of directors of any other company of which any member of our compensation committee or Board of Directors is an executive officer.

***Compensation Committee Report***

The Compensation and Management Development Committee has reviewed and discussed with management the Compensation Discussion and Analysis contained elsewhere in this Proxy Statement. Based on this review and discussion, the Compensation and Management Development Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included herein and incorporated by reference into the Company's Annual Report on Form 10-K for the year ended October 31, 2018.

The information in the foregoing paragraph shall not be deemed to be soliciting material, or be filed with the SEC or subject to Regulation 14A or 14C or to liabilities of Section 18 of the Exchange Act, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate this paragraph by reference.

Dated December 5, 2018

Compensation and Management Development Committee

Susan F. Davis, Chairwoman  
LeRoy D. Nosbaum  
Joseph D. Rupp

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**Nominating & Corporate Governance Committee**

All directors other than Mr. Griffiths serve as members of the Nominating & Corporate Governance Committee, with Mr. Rupp acting as Chairman. Each member of the Nominating & Corporate Governance Committee satisfies the independence requirements of the New York Stock Exchange and the SEC.

The Nominating & Corporate Governance Committee's responsibilities to the Board are detailed in the Nominating & Corporate Governance Committee Charter available on the Company's website at [www.quanex.com](http://www.quanex.com) and incorporated herein by reference. Interested Stockholders may also obtain a copy of the Nominating & Corporate Governance Committee Charter, free of charge, by contacting the Company at the address or phone number listed in the section entitled "*Communications with the Company*" on page 63 of this Proxy Statement.

The Nominating & Corporate Governance Committee develops and maintains qualification criteria and procedures for the identification and recruitment of candidates for election to serve as directors of the Company. The Nominating & Corporate Governance Committee relies on the knowledge and relationships of the Company and its officers and directors, as well as third parties when it deems necessary, to identify and evaluate nominees for director, including nominees recommended by stockholders. Although the Company has no formal policy on diversity for board members, the board considers diversity of experience and background in an effort to ensure that the composition of our directors creates a strong and effective board.

The Company's Corporate Governance Guidelines set forth age limitations for directors and require that a majority of our directors be independent in accordance with the requirements of the New York Stock Exchange and SEC. In addition, the Corporate Governance Guidelines set forth the minimum qualifications for a director and provide that the Nominating & Corporate Governance Committee will be responsible for establishing additional qualifications for directors, taking into account the composition and skills of the entire Board. In general, persons considered for Board positions must have demonstrated leadership capabilities, be of sound mind and high moral character, have no personal or financial interest that would conflict with the interests of the Company, possess certain key attributes that benefit the Company, and be willing and able to commit the necessary time for Board and committee service.

Subject to certain exceptions as set out in its charter, the Nominating & Corporate Governance Committee is responsible for reviewing and pre-approving any financial arrangement, transaction or relationship (including indebtedness or guarantees of indebtedness), or series of similar transactions within a fiscal year, in which the Company is a participant, any related party has a direct or indirect material interest, and the amount involved is \$100,000 or more. The Nominating & Corporate Governance Committee is further responsible for providing advance approval of any charitable contribution made on behalf of a related party or to an organization where a related party is an officer or director, if the amount involved is \$10,000 or more within a fiscal year, and the Company is a direct or indirect participant.

***Nomination of Directors***

The Nominating & Corporate Governance Committee will consider director nominees recommended by stockholders of the Company in accordance with the rules and procedures set forth in the Nominating & Corporate Governance Committee's charter and the Company's Amended and Restated Bylaws. Under its charter, the Nominating & Corporate Governance Committee will consider nominees for director recommended by stockholders of the Company, provided such recommendations are addressed to the chairman of the Nominating & Corporate Governance Committee at the Company's principal executive office and received by the Chairman of the Nominating & Corporate Governance Committee in accordance with the time limits set forth in the Company's Bylaws. The

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Company's Amended and Restated Bylaws in turn provide that, subject to certain limitations discussed below, any stockholder entitled to vote in the election of directors generally may nominate one or more persons for election as director at the meeting. The Company's Bylaws also provide that a stockholder must give written notice of such stockholder's intent to make such nomination or nominations, either by personal delivery or by United States mail, postage prepaid, which must be delivered to or mailed and received at the Company's principal executive offices not later than the close of business on the 90th day nor earlier than 120 days prior to the first anniversary date of the 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, the notice must be received not later than the close of business on the tenth 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. Notwithstanding the foregoing, if the number of directors to be elected to the Board at an annual meeting is increased and there is no public announcement by the Company naming all of the nominees for director or specifying the size of the increased board of directors at least 100 days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice 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 Company at the principal executive offices of the Company not later than the close of business on the tenth day following the day on which such public announcement is first made by the Company. From time to time, the Company may engage outside director search firms to assist in identifying and recruiting appropriate director nominees.

There are no differences in the manner in which the Nominating & Corporate Governance Committee evaluates nominees for director based on whether the nominee is recommended by the Nominating & Corporate Governance Committee or by a stockholder.

**Executive Committee**

The current members of the Executive Committee are Messrs. Rupp, Stevens and Griffiths, who is Chairman. When necessary, the Executive Committee acts on behalf of the Board between regularly scheduled meetings of the Board of Directors. Mr. Rupp currently serves as the Board's Lead Director.

**Risk Oversight**

Our Board is responsible for oversight of the Company's risk assessment and management process. The Board delegated to the Compensation & Management Development Committee basic responsibility for oversight of management's compensation risk assessment, and the Committee reports to the Board on its review. The Board also delegated tasks related to risk process oversight to the Audit Committee, which reports the results of its review to the Board. In addition to the reports from the Audit and Compensation & Management Development Committees, our Board periodically discusses risk oversight. The Company's Vice President of Internal Audit reports directly to the Audit Committee and has direct and unrestricted access to the Committee. In addition, the Audit Committee meets in executive session at each of its meetings with the Vice President of Internal Audit, the Company's Chief Financial Officer, and a representative of the Company's outside auditor. The Company's General Counsel also updates the Board at each of its meetings.

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The following table contains information regarding the beneficial ownership of each person or entity that is known by the Company to be the beneficial owner of more than 5% of the Company's outstanding Common Stock as of the Record Date. Such information is based solely upon information provided to the Company by such owners' required SEC filings, including Schedules 13F, 13G and 13D. Beneficial ownership is measured against the Company's total shares outstanding as of the Record Date.

Name and Address	Amount and Nature of Beneficial Ownership	Percent (%)
BlackRock Inc. 55 East 52nd Street, New York, NY 10055 The Vanguard Group, Inc.	5,629,409(1)	16.91
P.O. Box 2600, V26, Valley Forge, PA 19482-2600 Dimensional Fund Advisors LP	3,551,717(2)	10.67
6300 Bee Cave Road, Building 1, Austin, TX 78746-5833 Cook & Bieler LP	2,946,857(3)	8.85
1700 Market Street, Suite 3222, Philadelphia, PA 19103-3991 Wells Fargo & Company	2,708,135(4)	8.13
420 Montgomery Street, San Francisco, CA 94263 T. Rowe Price Associates, Inc.	1,962,587(5)	5.89
P.O. Box 89000, Baltimore, MD 21289	1,746,455(6)	5.24

- (1) Based on its most recent Schedule 13G filed with the SEC, as of December 31, 2018 BlackRock, Inc. or its subsidiaries possess sole voting authority over 5,539,103 shares and no voting authority over 90,306 shares.
- (2) Based on its most recent Schedule 13G filed with the SEC, as of September 30, 2017, The Vanguard Group, Inc. possesses sole voting authority over 31,500 shares, shared voting authority over 15,300 shares, and no voting authority over 3,504,917 shares.
- (3) Based on its most recent Schedule 13F filed with the SEC, as of September 30, 2017, Dimensional Fund Advisors LP possesses sole voting authority over 2,823,532 shares and no voting authority over 123,325 shares.
- (4) Based on its most recent Schedule 13F filed with the SEC, as of September 30, 2018, Cooke & Bieler LP possesses sole voting authority over 2,268,095 shares and no voting authority over 440,040 shares.
- (5) Based on its most recent Schedule 13G filed with the SEC, as of December 31, 2018, Wells Fargo & Company possesses sole voting authority over 36,444 shares, shares voting authority over 1,518,639 shares, and no voting authority over 407,504 shares.
- (6) Based on its most recent Schedule 13F filed with the SEC, as of September 30, 2018, T. Rowe Price Associates, Inc. possesses sole voting authority over 402,369 shares and no voting authority over 1,344,086 shares.



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**Other Matters, Stockholder Nominations, and Stockholder Proposals**

At the date of this Proxy Statement, management is not aware of any matters to be presented for action at the meeting other than those described above. However, if any other matters should come before the meeting, it is the intention of the persons named as proxies in the accompanying proxy card to vote in accordance with their judgment on such matters.

To be considered for inclusion in our proxy statement and form of proxy relating to our next Annual Meeting of Stockholders, stockholder proposals submitted pursuant to Rule 14a-8 of the Exchange Act must be received at 1800 West Loop South, Suite 1500, Houston, Texas 77027, Attn: Corporate Secretary, no later than October 30, 2019. We have not yet determined when we will hold our next Annual Meeting of Stockholders. If we determine to hold such meeting more than 30 days from the first anniversary of the date of the Annual Meeting, we will publicly announce such date to stockholders as soon as reasonably practicable.

The Company's Amended and Restated Bylaws provide that, for business to be properly brought before an Annual Meeting by a stockholder (including director nominations by stockholders or stockholder proposals outside the processes of Rule 14a-8), the stockholder must have given timely notice thereof in writing to the Secretary of the Company. To be timely, a stockholder's notice must be delivered to or mailed and received at the principal executive offices of the Company, not less than 90 days (which for the 2019 meeting would be December 23, 2019) nor more than 120 days (which for the 2019 meeting would be November 23, 2019) prior to the anniversary date of the immediately preceding Annual Meeting; provided, however, that in the event that the date of the Annual Meeting is more than 60 days (which for the 2018 meeting would be May 21, 2020) 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 tenth 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.

To be in proper form, a stockholder's notice must set forth the following items:

(i) If the stockholder proposes to nominate a person for election as a director, the notice must set forth (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) a completed and signed questionnaire, representation and agreement as required by the Company's Amended and Restated Bylaws.

(ii) If the stockholder proposes to bring any other matter before the Annual Meeting, the notice must set forth (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 Bylaws of the Company, 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.

(iii) In either case, the notice must also set forth, 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 Company's books, of such stockholder proposing such proposal, and of such

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beneficial owner, if any; (B)(1) the class and number of shares of the Company 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 Company (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 Company (as such term is defined in Section 3.4 of the Company's Amended and Restated Bylaws), 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; (C) 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); (D) a representation that the person is a holder of record or otherwise has the right to vote shares of stock of the Company entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination; (E) 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 (F) 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 Company'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.

**Copies of the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2018 (including the financial statements, the financial statement schedules, and any exhibits), as filed with the Securities and Exchange Commission, portions of which are incorporated by reference as provided in this Proxy Statement, are available at no charge to stockholders of record upon written request to the address set forth above in the section entitled "*Communications with the Company*".**

Houston, Texas  
February 27, 2019

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**ANNEX A**  
**QUANEX BUILDING PRODUCTS CORPORATION**  
**NON-GAAP FINANCIAL MEASURE RECONCILIATION**

(In millions)

(Unaudited)

***Reconciliation of EBITDA to Net Income from Continuing Operations as reported***

EBITDA (defined as net income or loss from continuing operations before interest, taxes, depreciation and amortization, asset impairment charges 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. The Company believes the non-GAAP measure EBITDA 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. As used in this Proxy Statement, the Company also believes that EBITDA will assist investors in understanding the effect of certain strategic decisions on the Company's decisions related to its executive pay and compensation structure. The measures of EBITDA as presented by the Company may not be the same as that used by other companies. The Company does not intend for this information to be considered in isolation or as a substitute for other measures prepared in accordance with US GAAP.

	FY 2014	FY 2015	FY 2016	FY 2017	FY 2018
<b>EBITDA</b>	<b>\$ 48.7</b>	<b>\$ 59.9</b>	<b>\$ 102.2</b>	<b>\$ 91.9</b>	<b>\$ 88.1</b>
Depreciation & Amortization	33.9	35.2	53.2	57.5	51.8
Impairment	0.5		12.6		
Interest	0.6	1.0	36.5	9.6	11.1
Other, net	(0.1)	0.5	5.5	(0.7)	(0.2)
Tax	5.5	7.6	(3.7)	6.8	(0.9)
<b>Net income (loss) continuing operations</b>	<b>\$ 8.3</b>	<b>\$ 15.6</b>	<b>\$ (1.9)</b>	<b>\$ 18.7</b>	<b>\$ 26.3</b>

***Reconciliation of Free Cash Flow to Cash Provided by Operating Activities***

Free Cash Flow (defined as cash provided by operations less capital expenditures) is a non-GAAP financial measure that Quanex's management uses to measure its operational and cash management performance, and to assist with financial decision making. The Company believes this non-GAAP measure will assist investors in understanding our financial and cash management performance. The measure of Free Cash Flow as presented by the Company may not be the same as that used by other companies. The Company does not intend for this information to be considered in isolation or as a substitute for other measures prepared in accordance with US GAAP.

	FY 2014	FY 2015	FY 2016	FY 2017	FY 2018
<b>Free Cash Flow</b>	<b>\$ (13.0)</b>	<b>\$ 37.1</b>	<b>\$ 50.1</b>	<b>\$ 45.2</b>	<b>\$ 78.1</b>
Capital Expenditures	33.8	30.0	37.2	34.6	26.5
<b>Cash Provided by Operating Activities</b>	<b>\$ 20.8</b>	<b>\$ 67.1</b>	<b>\$ 87.3</b>	<b>\$ 79.8</b>	<b>\$ 104.6</b>

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