Quanex Building Products CORP
Form DEF 14A
January 23, 2015
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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

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))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Under Rule 14a-12

QUANEX BUILDING PRODUCTS CORPORATION

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

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¨ No fee required.

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(1) Amount previously paid:

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(4) Date Filed:

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QUANEX BUILDING PRODUCTS CORPORATION

1800 West Loop South

Suite 1500

Houston, Texas 77027

(713) 961-4600

January 23, 2015

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.S.T., on Thursday, February 26, 2015, 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 two 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 2015 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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QUANEX BUILDING PRODUCTS CORPORATION

PROXY STATEMENT

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held February 26, 2015

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 Thursday, February 26, 2015, at 8:00 a.m., C.S.T., for the following purposes:

(1) To elect two directors to serve until the Annual Meeting of Stockholders in 2018;

(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 2015; 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 7, 2015, 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, 2014, accompanies this Notice.

By order of the Board of Directors,

Kevin P. Delaney

Senior Vice President and General Counsel

and Secretary

Houston, Texas

January 23, 2015

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PROXY STATEMENT

Annual Meeting of Stockholders

To Be Held February 26, 2015

This Proxy Statement and the accompanying form of proxy are to be first mailed on or about January 23, 2015, to all holders of record on January 7, 2015 (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.S.T., on Thursday, February 26, 2015, 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 the nominees listed herein 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 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 34,799,047 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 Alliance Advisors, LLC, which has been retained by the Company to assist in the solicitation for a fee of approximately $6,500. 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 FEBRUARY 26, 2015:

Our Proxy Statement and 2014 Annual Report are available online at the following web address:

http://www.quanex.com/2014AR

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

Two directors are to be elected at the meeting. The Company s Certificate of Incorporation and Amended and Restated Bylaws both provide that the Board of Directors shall be divided into three classes as nearly equal in number as possible, with the terms of office of the classes expiring at different times. Directors are divided into three classes, with Classes I, II, and III standing for election at the annual meetings of stockholders in 2017, 2015 and 2016, respectively. The terms of office of Robert R. Buck and Joseph D. Rupp expire at the 2015 Annual Meeting. Mr. Buck was elected by the stockholders in 2012 to a term ending in 2015. Following the July 2013 resignation of David D. Petratis as a director and in order to ensure that the Board remains divided into three classes as nearly equal in number as possible, Mr. Rupp resigned as a Class I director and was immediately re-elected by the Board as a Class II Director, with a term ending in 2015. Messrs. Buck and Rupp are each standing for re-election for a term expiring at the 2018 annual meeting. Messrs. Griffiths and Nosbaum were elected to a term ending in 2016 at the 2013 Annual Meeting, while Ms. Davis and Mr. Stevens were elected to a term ending in 2017 at the 2014 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.

Nominees for election for term expiring at the 2018 Annual Meeting (Class II Directors)	**Principal Occupation**	**Age**	**Director Since**
Joseph D. Rupp	Chairman, President and Chief Executive Officer of Olin Corporation, a basic materials company concentrated in chemicals and ammunition (Clayton, Missouri).	64	2007
Robert R. Buck	Chairman of the Board of Beacon Roofing Supply, Inc., a leading distributor of roofing materials (Herndon, Virginia).	67	2011

Directors whose terms expire at the 2016 Annual Meeting (Class III Directors)	**Principal Occupation**	**Age**	**Director Since**
William C. Griffiths	Chairman, President and Chief Executive Officer, Quanex Building Products Corporation	63	2009

	(Houston, Texas).		
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).	68	2010

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Directors whose terms expire at the 2017 Annual Meeting (Class I Directors)	Principal Occupation	Age	Director Since
Susan F. Davis	Executive Vice President and Chief Human Resources Officer of Johnson Controls, Inc., a global leader in automotive systems, building efficiency and power solutions (Milwaukee, Wisconsin).	61	2007
Curtis M. Stevens	Chief Executive Officer and a director of Louisiana-Pacific Corporation, a leading building materials manufacturer (Nashville, Tennessee).	62	2010

Director Biographies, Key Attributes, and Skills

ROBERT BUCK, age 67

Biography: Mr. Buck is the Chairman of the Board of Beacon Roofing Supply, Inc., a $2.3 billion NASDAQ traded roofing materials distributor. Prior to becoming Executive 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 has developed extensive executive leadership, finance and accounting expertise. Mr. Buck has 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 a good deal of public company board experience through his service on the boards of Beacon Roofing Supply, Multi-Color Corporation, and Kendle International.

Other Directorships Since 2009: Mr. Buck currently serves on the board of Beacon Roofing Supply, Inc., and as the Chairman of the board of Multi-Color Corporation, and served on the board of Kendle International, Inc., a former Nasdaq-traded company, until 2011. Mr. Buck also serves on the boards of privately held TruGreen Landcare and Elkay Manufacturing Co.

SUSAN DAVIS, age 61

Biography: Ms. Davis was appointed in 2014 as the Executive Vice President and Chief Human Resources Officer for Johnson Controls, Inc., a global leader in automotive systems, building efficiency and power solutions. Ms. Davis previously served as Executive Vice President of Human Resources for Johnson Controls from 2006 to 2014, and as 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. Johnson Controls is a $43 billion NYSE-traded company.

Key Attributes, Experience, and Skills: As the executive leader of Human Resources for Johnson Controls since 1994, Ms. Davis has 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.

WILLIAM GRIFFITHS, age 63

Biography: Mr. Griffiths was elected Chairman, President and Chief Executive Officer of Quanex Building Products in July 2013, after serving as a director of the Company beginning in 2009. Prior to joining the Company as an employee in 2013, Mr. Griffiths served as the Managing Director and a member of the board of directors of Sealine

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(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.

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

Other Directorships Since 2009: Mr. Griffiths served as a member of the Champion board from 2004 to 2010, including a term as Chairman from 2006 to 2010.

LEROY NOSBAUM, age 68

Biography: Mr. Nosbaum is the retired 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.

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 & Corporate Governance Committees of Esterline Technologies and Quanex Building Products.

Other Directorships Since 2009: Mr. Nosbaum served as director of Itron from 2000 to 2002 and as Chairman from 2002 to 2009. After a brief interval, Mr. Nosbaum again served as a director of Itron from 2011 until his retirement in December 2012. Mr. Nosbaum also served on the board of Esterline Technologies Corporation from 2009 to 2011.

JOSEPH RUPP, age 64

Biography: Mr. Rupp has been Chairman, President and Chief Executive Officer of Olin Corporation since 2005. Prior to his election as Chairman, Mr. Rupp was President and Chief Executive Officer of Olin from 2002 to 2005.

Prior to 2002, Mr. Rupp served in various positions with Olin, which he originally joined in 1972. Olin is a $2.5 billion NYSE-traded basic materials company concentrated in chemicals and ammunition. 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 has 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.

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Other Directorships Since 2009: Mr. Rupp served as a director of Olin Corporation from 2002 to 2005, and has been Chairman of Olin s board since 2005.

CURTIS STEVENS, age 62

Biography: Mr. Stevens is currently the Chief Executive Officer and a director of Louisiana Pacific Corporation, a $2.1 billion NYSE traded building materials manufacturer. 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. Prior to 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 has 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 2009: Mr. Stevens has served on the board of Louisiana Pacific since 2012.

The Board of Directors has affirmatively determined that Ms. Davis and each of Messrs. Buck, 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 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 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 involvement in such transactions and the ability of such directors 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 s independence. During the fiscal year, the Nominating & Corporate Governance Committee determined that there were no related party transactions, as defined by the Securities and Exchange Commission. In addition, each of such directors 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.

There are no arrangements or understandings between any person and any of the directors pursuant to which such director was selected as a nominee for election at the Meeting, and there are no family relationships among any of the directors or executive officers of the Company. Messrs. Buck and Rupp 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. The nominee(s) receiving a plurality of votes cast at the meeting will be elected director(s). 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 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 withheld votes than FOR votes. In

such an event, the Governance Committee and the full Board would then review and determine whether to accept or decline the tendered resignation.

Recommendation

The Board of Directors recommends that you vote FOR the elections of Mr. Buck and Mr. Rupp. Unless you give contrary instructions in your proxy, your proxy will be voted FOR the elections of Mr. Buck and Mr. Rupp. 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.

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 in the Company s 2015 proxy statement pursuant to the disclosure rules of the Securities and Exchange Commission (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 13 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.

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 our consolidated financial statements for fiscal year 2015. 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, 2015. 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.

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, 2015.

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EXECUTIVE OFFICERS

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 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.

Name and Age	Office and Length of Service
William C. Griffiths, 63	Chairman of the Board, President and Chief Executive Officer since 2013
Brent L. Korb, 42	Senior Vice President Finance and Chief Financial Officer since 2008
Kevin P. Delaney, 53	Senior Vice President General Counsel and Secretary since 2007
Martin P. Ketelaar, 49	Vice President Investor Relations since 2012 and Vice President Treasurer and Investor Relations since 2013
M. Dewayne Williams, 44	Vice President Controller since 2013

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. Ketelaar was named Vice President Investor Relations of the Company on September 12, 2012, and was promoted to Vice President Treasurer and Investor Relations on June 14, 2013. Prior to joining the Company in 2012, Mr. Ketelaar served from 2007 to 2012 as Vice President Investor Relations and Assistant Treasurer at The ServiceMaster Company, a global company providing residential and commercial customers with multiple services, including termite and pest control, lawn care, home warranties and preventive maintenance contracts, cleaning and disaster restoration, house cleaning, wood furniture repair, and home inspection. Mr. Ketelaar also served from 1995 to 2007 as an Investor Relations Vice President at AmerUs Group/Aviva USA.

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Mr. Williams was named Vice President Controller of the Company effective July 1, 2013. Prior to joining the Company, Mr. Williams served as the Chief Accounting Officer, Vice President Corporate Controller and Assistant Treasurer of Complete Production Services, Inc., a publicly held oilfield service provider, from 2005 until it was acquired by Superior Energy Services in 2012. Mr. Williams then engaged in consulting work which included assistance with the transaction for Superior Energy, until he joined the Company in 2013.

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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. Mr. Griffiths was the only director who was also an employee of the Company, and as such he did not receive any additional compensation for such service after the date on which he became an employee.

For the fiscal year ended October 31, 2014, the Company s non-employee directors received the following compensation:

Annual Cash Retainer(1) $50,000/year paid quarterly

Committee Member Retainer(1)

Member of Audit Committee: $7,500/year paid quarterly

Member of Compensation & Management Development Committee: $5,000/year paid quarterly

Member of Nominating & Corporate Governance Committee: $5,000/year paid quarterly

Committee Chairman Fees (paid in lieu of Committee Member Retainer listed above)(1)

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(2)

Lead Director Fee(1) $20,000/year paid quarterly

Annual Stock Retainer(3) Equivalent value of $25,000 in restricted stock units and equivalent value of $50,000 in options to purchase shares of Common Stock. Both the restricted stock units and the stock options vest immediately upon issuance on the last business day of the fiscal year; however, the restricted stock units are restricted until the director ceases to serve in such role.

Initial Stock Option Grant Following the first full year of service as a director, each non-employee director receives an initial stock option grant to purchase 5,000 shares of Common Stock. These options vest immediately.

Expense Reimbursement Directors are reimbursed for their expenses relating to attendance at meetings.

(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. If a director elects to make a deferral to his or her notional common stock unit account for a period of three full years or more, a matching award equal to 20% of the amount deferred is made by the Company to the director s notional account. The Board elected to suspend the match effective April 1, 2009, due to the turbulent economic conditions at that time. The number of units that is 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 or matched based on the closing price of the Common Stock on the New York Stock Exchange on the date the amount would have been paid had it not been deferred. 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. Except with respect to matching deferrals (and dividend deferrals, if any), all director deferrals are 100% vested. Matching deferrals (and dividend deferrals, if any) are 100% vested, unless a director receives a distribution from the DC Plan for any reason other than death, disability or retirement, within three years after a deferral was credited to his or her notional common stock unit account. If a director receives such a distribution from the DC Plan, any matching amount corresponding to the deferral that has been credited for less than three years, plus any dividends or other distributions that correspond to such matching amount, will be forfeited. 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 or 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 and stock option 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, 2014.

Name	Fees Earned or Paid in Cash[1] ($)	Stock Unit Awards[2] ($)	Option Awards[2] ($)	Change in Pension Value & Nonqualified Deferred Compensation Earnings[3] ($)	All Other Compensation[4] ($)	Total ($)
Robert R. Buck	62,500	25,766	51,582		1,512	141,360
Susan F. Davis	65,000	25,766	51,582		4,077	146,425
LeRoy D. Nosbaum	67,500	25,766	51,582		691	145,539
Joseph D. Rupp	80,000	25,766	51,582		1,207	158,555
Curtis M. Stevens	70,000	25,766	51,582		1,822	149,170

(1) Amounts shown reflect fees earned by the directors from Quanex Building Products Corporation during fiscal year 2014. During fiscal 2014, Messrs. Buck and Stevens and Ms. Davis elected to defer cash compensation of $62,500, $35,000 and $65,000, respectively, under the DC 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 2014 computed in accordance with FASB ASC Topic 718. 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 Company s audited financial statements on Form 10-K for the year ended October 31, 2014. 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 2014 as well as the aggregate number of restricted stock units and stock option awards outstanding for each non-employee director as of October 31, 2014:

	Restricted Stock Units			Stock Options		
	2014 Grants		Total Units Outstanding as of October 31, 2014 (#)	2014 Grants		Total Stock Options Outstanding as of October 31, 2014 (#)
Name	Grant Date	Grant Date Fair Value ($)		Grant Date	Grant Date Fair Value ($)	
Buck	10/31/2014	25,766	3,934	10/31/2014	51,582	20,876
Davis	10/31/2014	25,766	11,345	10/31/2014	51,582	56,308
Nosbaum	10/31/2014	25,766	7,045	10/31/2014	51,582	35,398
Rupp	10/31/2014	25,766	11,345	10/31/2014	51,582	56,308
Stevens	10/31/2014	25,766	7,045	10/31/2014	51,582	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 2014 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 $2,870; $1,194; and $1,131, 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 33:

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

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

Kevin P. Delaney Senior Vice President General Counsel and Secretary

Martin P. Ketelaar Vice President Treasurer & Investor Relations

M. Dewayne Williams Vice President Controller

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.

Executive Summary

Pay for Performance

The Compensation Committee designs the Company s compensation programs to reward for Company performance. The following chart compares the relationship between the CEO s target and realized pay to the Company s total shareholder return (TSR) over the past five years. Target pay includes base salary, target bonus and the grant date value of options, restricted stock, and cash-based performance units for the period. Realized pay includes base salary, bonus payout, in-the-money value of stock options based on the October 31, 2014 stock price, the value of restricted stock granted during the period based on the October 31, 2014 stock price, and the value of cash-based performance units paid out during the period.

Note: For FY 2013, the target pay of the current CEO was compared to the realized pay of the former CEO.

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The following table shows the payout (as a percentage of target) for the Company s annual incentive award program (AIA) and cash-settled performance unit plan. Over the past five years, the average AIA payout has been approximately 79% of target whereas the average performance unit payout has been approximately 35% of target.

Award Type	Payout (as a % of target)				
	FY2010	FY2011	FY2012	FY2013	FY2014
AIA	200.00%	0.00%	114.30%	0.00%	78.50%
Perf. Unit	N/A	100.00%	38.31%	0.00%	0.00%

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. We target the market median for fixed compensation, while providing the executive with an opportunity to earn upper quartile incentive pay based on company performance. Some highlights to our executive compensation program include the following actions:

What We Do	What We Don t Do
ü Link annual incentive compensation to the achievement of an objective pre-established performance goal.	x No tax gross ups for new executive officers.
ü Provide 50% of our long term compensation in the form of Performance-Based Long Term Incentives.	x We don t allow hedging or pledging of Company stock.
ü Apply robust minimum stock ownership guidelines.	x No single-trigger change-of-control cash payments.
ü Maintain a clawback policy.	x No excessive perquisites.
ü Use and review compensation tally sheets.	
ü Evaluate the risk of our compensation programs.	
ü Use an independent compensation consultant.	
ü Seek to optimize deductibility of performance-based compensation.	

Compensation Program Overview

Our Compensation program is designed with the intent of linking our executives to the shareholder experience. With this in mind, the Committee:

Designed a long-term incentive plan that rewards executives for compounded EPS growth and relative TSR compared to peers. This resulted in the performance unit grant from FY 2012 paying out at 0%.

Maintained current base salaries for the executives in fiscal 2015 to continue the mix of total compensation towards performance based incentives.

Reviewed with our independent compensation consultant the competitive reference group for continued appropriateness after completing the divestiture of our aluminum operations. The result of the review was an addition of two companies and the removal of five, due to revenue scope and one acquisition.

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Compensation Objectives

We design our executive compensation program to further our corporate goal of being a consistently high-performing growth company. 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.

Our specific objectives and related plan features include:

Objective	How We Meet our Objectives
Attract and retain effective leadership	We provide a competitive total pay package, taking into account the base salary, incentives, benefits and perquisites for each executive. 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. 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. We compete effectively for the highest caliber people who will determine our long-term success.
Motivate and reward executives for achieving specific financial goals	We offer a compensation program that focuses on variable, performance-based compensation (through Annual and Long-Term Incentive Awards). Specific financial performance measures used in the incentive programs include: Annual Incentive Awards (AIA) use Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) and operational and strategic goals and will only be considered if the performance hurdle of positive operating income by the Company (excluding any amounts attributable to corporate) is achieved.

	Performance Share awards use compounded Earnings Per Share (EPS) Growth goals to motivate long-term focus on bottom-line performance and Relative Total Shareholder Return to reward executives for performance compared to the market.
	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.
Create a strong financial incentive to meet or exceed long-term financial goals and build long-term value	We deliver 50% of long-term incentives in the form of performance-based equity 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 incentive.
	In order to emphasize long-term shareholder returns, we require significant Quanex stock ownership among executives through the use of stock ownership guidelines.
Align executive and shareholder interests	
	The ultimate value of our annual equity grants is driven by stock price performance over the grant date value.

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Competitive Positioning

Fiscal 2014

Annually the Compensation Committee examines the level of competitiveness and continued appropriateness of our executive compensation program. Quanex uses comparative compensation data from a group of direct and related industry companies, referred to in this CD&A as the Reference Group, as a point of reference in designing its compensation levels and in setting compensation levels. The Reference 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 use of a larger Reference Group is intended to provide more statistically valid comparisons with less volatility from year to year. For fiscal 2014, the Reference Group consisted of the following 34 companies:

Actuant Corp.	Encore Wire Corp.	Nortek Inc.*
Albany International Corp.	EnPro Industries Inc.	Olympic Steel Inc.
American Woodmark Corp.*	Greenbriar Companies Inc.	PlyGem Holdings Inc.*
Apogee Enterprises Inc. *	Gibraltar Industries Inc.*	Simpson Manufacturing Inc.*
Astec Industries Inc.	Graco Inc.	Superior Industries International
Builders Firstsource Inc.*	Griffon Corporation*	Texas Industries
Castle (A M) & Co.	H&E Equipment Services Inc.	Titan International
CLARCOR Inc.	Headwaters Inc.	Trex Company, Inc.*
Compass Minerals International Inc.	Louisiana-Pacific Corp.*	Universal Forest Products Inc.*
Drew Industries Inc.*	Martin Marietta Materials	Valmont Industries
Eagle Materials Inc.*	NCI Building Systems Inc.*	Watts Water Technologies Inc.
	Nordson Corp.	

* The fourteen companies in the Reference Group identified by the asterisk are those we consider more traditional peers (i.e., Peer Group). These companies are used by the Compensation Committee to evaluate relative Company performance, as they tend to best reflect the operational and financial performance of our industry.

Frederic W. Cook & Co., Inc. (Cook), an independent compensation consultant to the Compensation Committee, uses the Reference Group pay information, along with manufacturing and general industry survey data, to develop the appropriate range of compensation for each executive position. Cook also prepares an independent analysis of our key performance indicators such as profitability, growth, capital efficiency, balance sheet strength, and total return to stockholders compared to those companies in our Peer Group. These results are then reported to the Compensation

Committee so it has a thorough picture of the competitiveness of pay in the context of our performance 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.

Fiscal 2015

After the divestiture of our aluminum operations, Cook reviewed the appropriateness of the Company s current peer group. The result of this review was the addition of two companies and the removal of five companies from the peer group, due to revenue scope and one acquisition:

Additions	**Removals**
Continental Building Products*	Greenbriar Companies Inc.
Masonite International*	Martin Marietta Materials
	Texas Industries
	Titan International
	Valmont Industries

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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 2014 long-term incentive program consisted of stock option grants, restricted stock grants 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 attempt to set realistic but challenging goals in our annual incentive and performance share plans. In both cases, 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 his/her 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 competitiveness of our executives salaries, the Compensation Committee considers base salaries as being generally competitive when they are within approximately 10% of the stated market target (in this case, the market 50th percentile). In the most recent analysis using our reference group plus general industry data, the salaries for our named executive officers ranged from 91% to 106% of the market 50th percentile.

Changes for Fiscal 2014: Based on the Company s performance, the Committee s evaluation of the performance of each named executive officer, and position relative to market, in December 2013, the Compensation Committee approved the salary levels set forth below for the named executive officers.

Name and Principal Position	Fiscal 2013 Base Salary	Fiscal 2014 Base Salary	Base Salary Increase
William C. Griffiths Chairman, President and CEO	$ 780,000	$ 780,000	0%
Brent L. Korb	$ 385,000	$ 400,000	4%

Senior Vice President Finance and CFO			
Kevin P. Delaney Senior Vice President General Counsel and Secretary	$ 312,000	$ 360,000	15%
Martin P. Ketelaar Vice President Treasurer and Investor Relations	$ 200,000	$ 225,000	12.5%
M. Dewayne Williams Vice President Controller	$ 190,000	$ 225,000	18.4%

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These changes were made in order to bring the executive team closer to the market median for base salaries and rebalance the compensation mix to be more consistent with market practice.

Changes for Fiscal 2015: In December 2014, the Compensation Committee did not make any salary changes for the named executive officers.

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 communicate 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 78% to 104% 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 2014: 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 business divisions. We believe this is necessary to align all 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 2014 Annual Incentive Awards is funded at the maximum bonus opportunity level.

If funded, the Compensation Committee assesses performance against EBITDA before taking into account operational and strategic goals. The Company set the performance expectations based on the forecasted results of the operating divisions and the projected markets for building products.

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.

Potential AIA Payout

	Expressed as a % of Salary		
Participant	**Threshold**	**Target**	**Maximum**
CEO	25.00%	100.00%	200.00%
CFO	16.25%	65.00%	130.00%
GC	15.00%	60.00%	120.00%

VPs	10.00%	40.00%	80.00%

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Fiscal 2014 Results: For fiscal 2014, the performance hurdle of positive operating income (excluding corporate) was met, with the Company having earned operating income of $14.3 million. Once the hurdle was met and the plan was funded, the Compensation Committee used downward discretion to determine the incentive payouts. The primary metric for the AIA scorecard considered by the Compensation Committee was the EBITDA target of $56.2 million, which included the results of the Nichols Aluminum operations during the time the Company owned that business during fiscal 2014. The Committee adjusted EBITDA results by factoring in the sale of Nichols, LIFO, stock based compensation and transaction related costs. The Company achieved adjusted EBITDA of $53 million, or 94% of Target, which resulted in an AIA achievement of 78.5% of target payment. The AIA achievement resulted in payments to participants as follows:

Participant	Target % (as a % of salary)	Achieved % (as a % of salary)
CEO	100.00%	78.50%
CFO	65.00%	51.00%
GC	60.00%	47.10%
VPs	40.00%	31.40%

Fiscal 2015 Decisions: For fiscal 2015, the Compensation Committee decided to maintain the overall structure of the AIA.

The fiscal 2015 scorecard will be weighted 100% EBITDA. We believe that the use of a single financial measure will help focus the management team on operational excellence and profitability. The plan will continue to use positive operating income (excluding any amounts attributable to corporate) as the initial performance hurdle.

The following AIA targets were established for the executives for fiscal 2015:

Participant	AIA Target (as a % of salary)
CEO	100%
CFO	65%
GC	60%
VPs	40%

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: For long-term incentives, we target the opportunity to earn the market 75th percentile based on Company performance. When reviewing the position versus the market, we found that the named executive officers competitive positioning ranges from 76% to 95% of the market 75th percentile. We believe the wide range of competitiveness in our executive group is partly due to widely varying practices among reference group companies.

The individual performance of each named executive officer is not considered in the value of the long-term incentive awards granted to such officer. 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: We established the CEO s total long-term incentive value based on our compensation goal of providing the opportunity to earn 75th percentile long-term incentive compensation value when performance warrants. It represents 58% of the CEO s total direct compensation. When establishing appropriate targets for other named executive officers, we also targeted approximately the 75th percentile of the competitive market. The long-term incentive award values

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for the other named executive officers represent relatively less as a percentage of total direct compensation, reflecting the officers responsibilities and ability to influence shareholder returns. From year to year, the CEO may recommend adjustments to the value of long-term incentives awarded to the other executive officers, based on his assessment of their individual contribution.

The following table sets forth the target award levels for the FY 2014 long-term incentives of each of our named executive officers:

Participant	LTI Target (as a % of salary)
CEO	275%
CFO	175%
GC	165%
VPs	70%

Fiscal Year 2014 Long Term Incentive Program Design

Vehicles and Goals

The Company s fiscal 2014 program consisted of a combination of stock options, performance shares and restricted stock. The allocation between the long-term incentive vehicles is determined by the Compensation Committee based on market information provided by its compensation consultant and input from senior management as to the key business drivers that allow us to maintain 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 2014 allocation of Long Term Incentives by vehicle type, with a description of each vehicle type and related performance goals.

Stock Options

Options to purchase company stock comprised approximately 25% of our long-term incentive target value for fiscal 2014 and provide executives the opportunity to share in the increase in stock value over time. They provide an element of compensation that varies along with changes in stock price over time. These awards also offer our executives the opportunity to accumulate value (if the Company s stock appreciates) since the growth in value occurs over a long period of time (up to 10 years), and gains from that growth are not taxed until such time as the options are exercised. Since we generally use ratable vesting over three years for each award, stock options serve a meaningful role in the retention of our key employees.

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Our stock options are granted at the fair market value closing price on the date of grant, have a term of ten years, and generally vest ratably over a three-year period.

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 Shares

Performance shares represent 50% of the 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. The goal for each metric is listed below:

		3-Yr. Cumulative			
	Relative Total Shareholder Return	Compounded Annual	Performance Share Modifier		
Milestones	Percentile	EPS Growth %	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%

For fiscal 2014, the three-year cumulative compounded EPS growth will be applied to the starting value of of $0.20 per share, which is the period ending EPS adjusted for costs and expenses related to the ERP implementation project which was terminated during fiscal 2013.

Fiscal 2014 Long-Term Incentive Grants

The number of long-term incentive awards granted during fiscal 2014 was determined by: (1) taking 25% of the participant s target award value and dividing it by the calculated Black-Scholes value of a Quanex stock option to determine the number of options, (2) taking 25% of the participant s target award value and dividing it by the 10-day average closing stock price between November 1, 2013, and November 14, 2013, to determine the number of restricted stock awards and (3) taking 50% of the participant s target award value and dividing it by the 10-day average closing stock price between November 1, 2013, and November 14, 2013, to determine the number of performance shares. The equity grant calculations apply an average stock price based on the first 10 trading days in November 2013. For more information related to long-term incentive awards granted during fiscal 2014, please see the table entitled *Grants of Plan Based Awards* located on page 36 of this Proxy Statement.

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Previously Awarded Performance Units

Fiscal 2012 Performance Units

The performance units awarded to our executives in December 2011 (the Fiscal 2012 Performance Units) became payable to executives in December 2014, with a final value determined by the Company s performance period for fiscal 2012 through fiscal 2014. The Fiscal 2012 Performance Unit grants measures and goals included EPS Growth and Relative TSR, each weighted 50% of the total performance unit 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.

	Relative TSR	3 EPS Growth[1]		Performance Unit Value		
Milestones	**Percentile**	**cum.**	**Percent**	**R-TSR**	**EPS**	**Total**
Performance Measures:						
Maximum	75%	$ 1.61	12%	$ 100.00	$ 100.00	$ 200.00
Target	60%	$ 1.17	9%	$ 50.00	$ 50.00	$ 100.00
Threshold	40%	$ 0.82	6%	$ 37.50	$ 37.50	$ 75.00
Actual Performance	**20%**	**$ 0.06**	**(81)%**	**$ 0.00**	**$ 0.00**	**$ 0.00**

(1) Three Year EPS Growth was determined by using a base year value of $0.26, which represents the fiscal 2011 reported EPS.

For the Fiscal 2012 Performance Units, the actual value was $0.00 per unit associated with Relative TSR and $0.00 per unit associated with EPS Growth for a total value per performance unit of $0.00. There was no payout earned.

Officer	**Fiscal 2012 Performance Units Granted**	**Target Value per Performance Unit**	**Targeted Award Value**	**Actual Value per Performance Unit**	**Total Payout Value**
Griffiths*	5,300	$ 100	$ 530,000	$ 0	$ 0
Korb	1,700	$ 100	$ 170,000	$ 0	$ 0
Delaney	1,400	$ 100	$ 140,000	$ 0	$ 0

* In December 2013, the Compensation Committee approved a pro-rated grant of the Fiscal 2012 Performance Units to Mr. Griffiths as an incentive and to ensure alignment with the interests of the Company s shareowners.

Fiscal 2015 Long-Term Incentive Grants

At the Compensation Committee s December 2014 meeting, the Compensation Committee elected to maintain the Company s LTI plan design from fiscal 2014.

Fiscal 2015 Performance Shares

The fiscal 2015 performance share measures will continue to include EPS Growth and Relative TSR, each weighted 50%. 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. These are the same performance measures used under the Company s FY 2014 performance share plan.

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			Performance Share Modifier		
Milestones	Relative Total Shareholder Return Percentile	3-Yr. Cumulative Compounded Annual EPS Growth %	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%

For fiscal 2015, the three-year cumulative compounded EPS growth will be applied to the starting value of $0.22 per share, which is the reported ending EPS for fiscal 2014.

The reader is cautioned that 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

The following LTI targets were established for the executives in FY 2015.

Participant	LTI Target (as a % of salary)
CEO	275%
CFO	175%
GC	165%
VPs	70%

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. Therefore, he 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 committee s own evaluation of individual and business performance and the market data provided by its compensation consultant. In making his 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, he interfaces with the compensation consultant to carry out the duties of the Compensation Committee and Governance Committee.

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The Role of Independent External Advisors

To facilitate the formulation and administration of our compensation program, beginning in April 2008 until June 30, 2012, the Compensation Committee retained Cogent Compensation Partners as its independent consultant on executive compensation matters. On July 1, 2012, Cogent Compensation Partners merged with Frederic W. Cook & Co., Inc. Upon the merger, the Compensation Committee confirmed its appointment of Cook as its independent consultant. Cook has been retained by the Compensation Committee to help assess the competitiveness and appropriateness of compensation programs throughout the market, including our peers, and to help develop a compensation program that is consistent with our objectives and market conditions. 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 Cook to provide for the company, including reviewing and analyzing market data, evaluating our peer 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. Cook reports directly to, and takes its charge from, the Compensation Committee. However, the Compensation Committee does not specifically direct Cook on how to perform the scope of services it provides to the Company, and the Compensation Committee makes all final decisions regarding compensation.

Independence of Advisors

The Compensation Committee reviewed the independence of Cook based on the NYSE rules for independence which include the following factors: (i) the provision of other services to the Company by Cook; (ii) the amount of fees from the Company paid to Cook as a percentage of Cook s total revenue; (iii) the policies and procedures of 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 Cook or the individual compensation advisors who serve the Committee with an executive officer of the Company. The Compensation Committee also reviewed Cook s policies for avoiding conflicts of interest. The Compensation Committee has determined, based on its analysis in light of the factors listed above, that the work of Cook and the individual compensation advisors employed by Cook as compensation consultants to the Company has not created any conflicts of interest and that Cook meets the NYSE standards for independence.

The Role of the Compensation & Management Development Committee

The Compensation Committee is currently comprised of 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.

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*.

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Post-Employment Compensation

Severance and change of 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 Payouts upon Termination or Change in Control* on page 27 of this Proxy Statement.

Beginning in 2013, the Compensation Committee adopted a policy that it would not provide excise tax gross up benefits to new executives in the event of 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 they can participate, eligible employees 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. Until April 1, 2009, when the Company match was suspended, the program provided that we match 20% of the annual incentive deferrals invested in a Common Stock denominated account.

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 meaningful and competitive post retirement income, and in some cases, our plans replace benefits that would otherwise be lost because of plan limits imposed by the Internal Revenue Code.

Competitive Positioning: Our strategy with respect to executive benefits is to provide a meaningful benefit to executives at a cost that is efficient, and our desired competitive positioning is the middle of the market. 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 their age and/or income. Our executives also have the opportunity to purchase

supplemental life insurance.

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 financial and tax planning, company provided automobiles or allowances, and club memberships. The Compensation Committee eliminated tax gross-up payments on perquisites, effective December 31, 2009.

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Other Compensation Items

Clawback Provision (Recovery of Incentive Payments)

We have implemented 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 executives 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(s) 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.

Risk Assessment

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 they assume their roles. The chart below shows the guidelines by executive level.

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

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

Timing of Certain Committee Actions

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

Executive Compensation Element	Action Item
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.

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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. Accounting for compensation arrangements is 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.

Section 162(m) of the Internal Revenue Code provides 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. Under the terms of our annual cash bonus program and performance unit and performance share programs, the Compensation Committee may, in its discretion, adjust payouts to executives downward. Because the plans are intended to comply with Internal Revenue Code Section 162(m), no upward discretion in determining payouts is permitted.

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 2014 annual shareholder meeting, the Company received significant support for its executive compensation program, with 96% 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 the new 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

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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, embezzlement or theft in connection with his employment; intentional wrongful damage to our 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 the termination of employment, or (ii) performance bonus for the year immediately preceding the year of the 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 90th 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 both (i) termination of the named executive officer s employment with us and (ii) a change in control of 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;

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);

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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 position; there is a change in his position, authority, duties or responsibilities; he is removed from, or not re-elected or reappointed to, any duties or position he previously held or was 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:

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

Lump sum severance equal to 2.99 times (for the Chief Executive Officer), three times (for the Senior Vice Presidents), or two times (for Vice Presidents) 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 the termination of employment and (y) performance bonus for the year immediately preceding the year of the 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 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.

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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; and

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.

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 quantifies the potential payments to named executive officers under the contracts and plans discussed above for various termination scenarios. In each case, the termination is assumed to take place on October 31, 2014. The table shows only the value of the amounts payable for enhanced compensation and benefits in connection with each termination scenario.

	Severance Payment ($)	Pro-rated Bonus ($)	Options (Unvested)(1) ($)	Restricted Stock and RSU (Unvested)(1) ($)	Performance Units(1) ($)	Performance Shares(1) ($)	Health & Welfare Benefits ($)	NQ Deferred Compensation (Unvested) ($)	Retirement (SERP & Restoration)(3) ($)	Tax Gross-Up ($)	
.											
(4)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	
bility		612,118	519,462	841,559	236,000(9)	404,404(10)				n/a	2
w/o	1,560,000	612,118(8)					27,802			n/a	2
		780,000	519,462	2,108,106	413,000	404,404				n/a	4
n ge in	4,664,400	780,000	519,462	2,108,106	413,000	404,404	61,168			n/a	8
Korb											
(4)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	
bility		203,145	133,574	858,408	126,667(9)	132,132(10)			2,187,096(11)	n/a	3
w/o	600,000	258,860					17,311			n/a	
		258,860	133,574	1,083,082	296,667	132,132					1
n ge in	1,976,580	258,860	133,574	1,083,082	296,667	132,132	45,931		3,580,398(12)	2,531,312	10
aney											
(4)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	
bility		166,902	112,958	721,082	100,000 (9)	112,112(10)			1,595,200(11)	n/a	2
w/o	540,000	212,677					27,802			n/a	
		212,677	112,958	908,908	240,000	112,112					1
n ge in	1,718,030	212,677	112,958	908,908	240,000	112,112	72,354		2,192,191(12)	1,556,160	7

(4)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
bility		69,724	17,294	29,695		30,030(10)				n/a
w/o										
										n/a
		88,846	17,294	74,074		30,030				n/a
n										
ge in										
	627,692	88,846	17,294	74,074		30,030	60,372			n/a
(4)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
bility		69,361	18,013	22,236		30,030(10)				n/a
w/o										
										n/a
		88,385	18,013	64,064		30,030				n/a
n										
ge in										
	626,770	88,385	18,013	64,064		30,030	66,807			n/a

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(1) Unvested stock options, restricted shares, RSUs, performance units, and performance shares 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) 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) Messrs. Griffiths, Korb, Delaney, Ketelaar, and Williams 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 as of October 31, 2014.
(5) These benefits would be provided upon termination by the Company without Cause.
(6) These benefits would be provided upon a Change in Control without termination of employment.
(7) These benefits would be provided upon termination by the Company without Cause as well as the Executive s resignation for Good Reason in connection with a Change in Control.
(8) 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 2014 bonus if he was terminated on the last day of the fiscal year.
(9) Executives are entitled to a pro rata portion of their performance units based on actual performance for the full performance period upon their termination due to death or Disability. Messrs. Griffiths, Korb, and Delaney were the only Executives participating as of October 31, 2014. Actual performance for the 2012 awards is 0% of target. With respect to the 2013 awards, since actual performance for the full performance period is unknown, target performance level was used for purposes of these calculations.
(10) 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 death or Disability. Messrs. Griffiths, Korb, Delaney, Ketelaar, and Williams all participated as of October 31, 2014. With respect to the 2014 awards, since actual performance for the full performance period is unknown, target performance level was used for purposes of these calculations.
(11) These amounts represent the present value of the Retirement Benefit as of October 31, 2014. Retirement Benefit amounts for Messrs. Korb and Delaney under the SERP are in the event of Disability only.
(12) Beginning in 2013, the Compensation Committee adopted a policy that it would not provide excise tax gross up benefits to new executives in the event of change in control termination. These amounts represent the value of such benefits that are part of grandfathered executive agreements.

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Summary Compensation Table

The following table provides information about the compensation of the Company s Chief Executive Officer, its Chief Financial Officer, and the other individuals who were officers during the fiscal year ending October 31, 2014. Mr. William C. Griffiths became Chairman of the Board, President and Chief Executive Officer on July 9, 2013, after previously serving on the Company s Board of Directors. Amounts presented for Mr. Griffiths do not include any amounts paid to him for his service as a non-employee director. Mr. Martin P. Ketelaar became Vice President Treasurer and Investor Relations on June 15, 2013, after previously serving as Vice President Investor Relations. Amounts presented for Mr. Ketelaar for fiscal 2013 represent earnings for the full year of service, which includes the period prior to assuming this officer role. Mr. M. Dewayne Williams became Vice President Controller on July 1, 2013. Amounts presented for Mr. Williams in fiscal 2013 represent earnings since assuming this officer role.

Name/Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards[2] ($)	Option Awards[2] ($)	Non-Equity Incentive Plan Compen-sation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings[4] ($)	All Other Compen-sation[5] ($)	Total ($)
William C. Griffiths[1]	2014	780,050		1,127,615	474,858	612,118	80,637	76,555	3,151,833
Chairman of the Board,	2013	222,000		1,254,000	1,418,040		8,834	9,165	2,912,039
President & Chief	2012								
Executive Officer									
Brent L. Korb	2014	398,296		368,429	154,882	662,041	198,039	40,240	1,821,927
Senior Vice President	2013	383,142		198,434	390,678		183,936	26,758	1,182,948
Finance & Chief	2012	367,604		524,784	352,957	376,560	291,695	27,074	1,940,674
Financial Officer									
Kevin P. Delaney	2014	354,511		312,606	131,905	554,590	167,804	49,251	1,570,667
Senior Vice President	2013	310,665		160,436	316,476		190,486	44,201	1,022,264
General Counsel &	2012	298,994		443,352	297,465	310,057	297,979	41,710	1,689,557
Secretary									
Martin P. Ketelaar	2014	222,165		82,853	34,891	69,724	23,681	11,344	444,658
Vice President Treasurer	2013	193,462	15,295[6]	17,720	49,184		24,762	16,177	316,600
and Investor Relations	2012								
M. Dewayne Williams	2014	221,012		82,853	34,891	69,361	17,413	12,837	438,367
Vice President Controller	2013	58,462		16,940	32,640		2,252	10,772	121,066
	2012								

(1)

Mr. Griffiths served as a director prior to accepting the position of Chairman, President, and Chief Executive Officer in July 2013. For the year ended October 31, 2013, Mr. Griffiths earned director fees of $48,750 and restricted stock unit dividends of $714. For the year ended October 31, 2012, Mr. Griffiths earned director fees of $65,000 and restricted stock unit dividends of $749. In addition, Mr. Griffiths received stock option awards with a grant date fair value of $50,282, and restricted stock units with a grant date fair value of $25,147.

(2) These columns show respectively, the aggregate grant date fair value for: (a) restricted stock and the equity portion of performance share awards (assuming the shares 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 values may be found in Note 15, Stock-Based Compensation included in Quanex Building Products Corporation s audited financial statements on Form 10-K for the year ended October 31, 2014. 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, restricted stock units, and option awards granted in fiscal 2014, please see the *Grants of Plan-Based Awards* table located on page 36 of this Proxy Statement.

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(3) 2014 amounts represent payments made in December 2014 for (a) performance from November 1, 2013 to October 31, 2014 for Annual Incentive Awards (AIA), and (b) performance from November 1, 2011 to October 31, 2014 for Performance Units granted in December 2011 and (c) restricted stock units granted on November 30, 2011, which became fully vested on November 30, 2014. 2013 amounts represent payments made in December 2013 for (a) performance from November 1, 2012 to October 31, 2013 for AIA, and (b) performance from November 1, 2010 to October 31, 2013 for Performance Units granted in December 2010. 2012 amounts represent payments made in December 2012 for (a) performance from November 1, 2011 to October 31, 2012 for AIA, and (b) performance from November 1, 2009 to October 31, 2012 for Performance Units granted in December 2009.

The AIA and Performance Unit payouts also include the dollar value of the portion of the 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.

The amounts paid for the AIA, Performance Units and Restricted Stock Units, along with the respective deferred amounts, are as follows:

		Annual Incentive Awards		Performance Unit Payouts		Restricted Stock Unit Payout	
Name	Year	Total ($)	Deferred ($)	Total ($)	Deferred ($)	Total ($)	Deferred ($)
Griffiths	2014	612,118					
	2013						
	2012						
Korb	2014	203,145				458,896	
	2013						
	2012	315,260		61,300			
Delaney	2014	166,902				387,688	
	2013						
	2012	256,419		53,638			
Ketelaar	2014	69,724					
	2013						
	2012						
Williams	2014	69,361					
	2013						
	2012						

Any deferred amounts noted above were deferred pursuant to the Quanex Building Products Corporation Deferred Compensation Plan. Please see the *Compensation Discussion and Analysis* section for a detailed discussion of the performance measures and related outcomes for payments of the awards.

(4) 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 2014 would represent the difference between the value at October 31, 2014 and October 31, 2013. The key assumptions used to calculate the change in value are

shown with the *Pension Benefits Table*. If aggregate changes in pension value during a fiscal year are negative, such amounts are excluded from the Summary Compensation Table. In addition, Mr. Ketelaar earned $661 on amounts contributed to the deferred compensation plan during fiscal 2014, which are included herewith.

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

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(5) 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.

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

All Other Compensation

	Year	Life Insurance > $50,000 ($)	Financial Planning ($)	Auto-mobile ($)	Annual Club Membership ($)	Relocation Reim-bursement ($)	401K Match ($)	ESPP 15% Stock Match ($)	Unvested Restricted Stock and RSU Dividends * ($)	Total ($)
Griffiths	2014	8,870				43,634	6,250		17,801	76,555
	2013	2,559					3,606		3,000	9,165
	2012									
Korb	2014	658	2,858	15,995	5,698		6,375		8,656	40,240
	2013	632	1,519	13,656	5,053				5,898	26,758
	2012	3,464		13,294	5,308				5,008	27,074
Delaney	2014	6,260	6,893	16,788	5,788		6,258		7,264	49,251
	2013	6,073	7,497	12,619	5,599		6,077		6,336	44,201
	2012	6,027	7,500	12,321	5,529		6,077		4,256	41,710
Ketelaar	2014	2,291		3,007			5,220	234	592	11,344
	2013	2,203		2,950		7,104	3,606	234	80	16,177
	2012									
Williams	2014	4,266		4,234			3,825		512	12,837
	2013	4,030		3,096			3,606		40	10,772
	2012									

* 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 5 of the Company s Annual Report on Form 10-K for the fiscal year ended October 31, 2014.

(6) Mr. Ketelaar received a bonus totaling $30,590 under the Company s Management Incentive Plan in December 2013, related to his service as Vice President Investor Relations for the fiscal year ended October 31, 2013, of which he deferred $15,295.

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Grants of Plan-Based Awards

The following table discloses the estimated range of payouts that were possible for the fiscal year 2014 Annual Incentive Awards along with potential estimated range of payouts that will be possible with respect to Performance Shares granted in December 2013. The table also shows the actual number of stock options and restricted stock awards granted during fiscal 2014 and their respective grant date fair value, as well as the number of Performance Shares granted in fiscal 2014.

Grants of Plan-Based Awards

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards				All Other Stock Awards: Number of Shares of Stock or Units[4]	All Other Option Awards: Number of Securities Underlying Options[4]	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock Awards[5]	Grant Date Fair Value of Option Awards[5]
Name	Grant Date	Non-Equity Incentive Plan Awards[1] (#)	Threshold ($)	Target ($)	Maximum ($)	(#)	(#)	($/Sh)	($)	($)
Griffiths	2014		195,000[2]	780,000[2]	1,560,000[2]					
	12/05/13	30,300		593,426[3]	1,186,851[3]	60,600	55,800	$ 17.63	1,127,615	474,858
Korb	2014		64,794[2]	259,177[2]	518,353[2]					
	12/05/13	19,800		193,892[3]	387,783[3]	19,800	18,200	$ 17.63	368,429	154,882
Delaney	2014		53,400[2]	213,600[2]	427,200[2]					
	12/05/13	16,800		164,514[3]	329,028[3]	16,800	15,500	$ 17.63	312,606	131,905
Ketelaar	2014		22,292[2]	89,167[2]	178,333[2]					
	12/05/13	4,500		44,067[3]	88,133[3]	4,450	4,100	$ 17.63	82,853	34,891
Williams	2014		22,208[2]	89,167[2]	178,333[2]					
	12/05/13	4,500		44,067[3]	88,133[3]	4,450	4,100	$ 17.63	82,853	34,891

(1) The figures shown reflect the non-equity component of Performance Shares granted in December 2013 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). 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. 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%.

(2) These amounts reflect possible Annual Incentive Award (AIA) payments under the Omnibus Plan for fiscal year 2014, 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 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 2013 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, 2013 through October 31, 2016.

Please see the *Compensation Discussion and Analysis* section for more information regarding this program, performance shares granted thereunder, and the related performance measures. No amounts were actually paid to the named executive officers during fiscal 2014 pursuant to these performance shares.

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(4) The amounts shown reflect: (a) grants of restricted stock and the equity-portion of performance share awards (assuming shares settle at 100%) and (b) grants of stock options made under the Omnibus Plan. The stock options are granted at fair market value based on the closing share price as of the grant date.

(5) The fair value shown in this column 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 Company s audited financial statements on Form 10-K for the year ended October 31, 2014.

Outstanding Equity Awards

The following table provides information about the outstanding equity awards held by the named executive officers as of October 31, 2014:

Outstanding Equity Awards at October 31, 2014

	Option Awards				Stock Awards	
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested[20] ($)
Griffiths		55,800[1]	17.63	12/05/2023	60,600[14]	1,213,212
	58,500	117,000[2]	16.72	7/09/2023	75,000[15]	1,501,500
	5,987	[3]	19.77	10/31/2022		
	8,132	[3]	14.75	10/31/2021		
	6,390	[3]	18.02	10/29/2020		
	5,000	[3]	15.58	2/26/2020		
	5,489	[3]	14.87	10/30/2019		
Korb		18,200[1]	17.63	12/05/2023	19,800[14]	396,396
	14,567	29,133[4]	21.11	12/05/2022	9,400[16]	188,188
	36,467	18,233[5]	15.08	11/30/2021	34,800[17]	696,696
	41,900	[6]	16.90	12/1/2020		
	37,500	[7]	16.21	12/2/2019		
	61,800	[8]	7.83	12/3/2018		
	100,000	[9]	15.32	8/1/2018		
Delaney		15,500[1]	17.63	12/05/2023	16,800[14]	336,336
	11,800	23,600[4]	21.11	12/05/2022	7,600[16]	152,152
	30,734	15,366[5]	15.08	11/30/2021	29,400[17]	588,588
	35,300	[6]	16.90	12/1/2020		
	32,400	[7]	16.21	12/2/2019		
	50,400	[8]	7.83	12/3/2018		
	104,809	[10]	15.02	4/23/2018		
Ketelaar		4,100[1]	17.63	12/05/2023	4,450[14]	89,089

	1,334	2,666[11]	17.72	6/14/2023	1,000[18]	20,020
	667	1,333[4]	21.11	12/05/2022	500[16]	10,010
	1,334	666[12]	17.98	9/10/2022		
Williams		4,100[1]	17.63	12/05/2023	4,450[14]	89,089
	1,333	2,667[13]	16.94	7/01/2023	1,000[19]	20,020

(1) Messrs. Griffiths, Korb, Delaney, Ketelaar and Williams stock option awards vest annually in equal installments over a three-year period. One-third of the stock options will vest on December 5, 2014, with the remaining two-thirds vesting in equal installments on December 5, 2015 and 2016.

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(2) Mr. Griffiths stock options vest annually in equal installments over a three-year period. One-third of the stock options vested on July 9, 2014, with the remaining two-thirds vesting in equal installments on July 9, 2015 and 2016.
(3) 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.
(4) Messrs. Korb, Delaney and Ketelaar s stock options vest annually in equal installments over a three-year period. One-third of the stock options vested on December 5, 2013, with the remaining two-thirds vesting in equal installments on December 5, 2014 and December 5, 2015.
(5) Messrs. Korb and Delaney s stock options vest annually in equal installments over a three-year period. One-third of the stock options vested on November 30, 2012 and one-third vested on November 30, 2013, with the remaining one-third vesting on November 30, 2014.
(6) Messrs. Korb and Delaney s stock options vested annually in equal installments on December 1, 2011, 2012 and 2013.
(7) Messrs. Korb and Delaney s stock options vested annually in equal installments on December 2, 2010, 2011 and 2012.
(8) Messrs. Korb and Delaney s stock options vested annually in equal installments on December 3, 2009, 2010 and 2011.
(9) Mr. Korb s stock options vested annually in equal installments on August 1, 2009, 2010 and 2011.
(10) Mr. Delaney s stock options vested annually in equal installments on April 23, 2009, 2010 and 2011.
(11) Mr. Ketelaar s stock options vest annually in equal installments over a three-year period. One-third of the stock options vested on June 14, 2014, with the remaining two-thirds vesting in equal installments on June 14, 2015 and 2016.
(12) Mr. Ketelaar s stock options vest annually in equal installments over a three-year period. One-third of the stock options vested on September 10, 2013 and one-third vested on September 10, 2014, with the remaining one-third vesting on September 10, 2015.
(13) Mr. Williams stock options vest annually in equal installments over a three-year period. One-third of the stock options vested on July 1, 2014, with the remaining two-thirds vesting in equal installments on July 1, 2015 and 2016.
(14) Amounts include restricted stock awards for Messrs. Griffiths, Korb, Delaney, Ketelaar and Williams of 30,300 shares; 9,900 shares; 8,400 shares; 2,200 shares and 2,200 shares, respectively; as well as the equity portion of performance share awards (assuming shares settle at 100%) for Messrs. Griffiths, Korb, Delaney, Ketelaar and Williams of 30,300 shares; 9,900 shares; 8,400 shares; 2,250 shares and 2,250 shares, respectively. Restricted stock awards vest on December 5, 2016, three years from the date of grant, and the equity portion of the performance shares vest based upon performance for the period November 1, 2014 through October 31, 2016.
(15) Mr. Griffiths restricted stock awards fully vest on July 9, 2016, three years from the date of grant.
(16) Messrs. Korb, Delaney and Ketelaar s restricted stock awards fully vest on December 5, 2015, three years from the date of grant.
(17) Messrs. Korb and Delaney s restricted stock awards fully vest on November 30, 2014, three years from the date of grant. In addition, Messrs. Korb and Delaney were awarded restricted stock units totaling 23,200 and 19,600, respectively, which fully vested on November 30, 2014.

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(18) Mr. Ketelaar s restricted stock awards fully vest on June 14, 2016, three years from the date of grant.
(19) Mr. Williams restricted stock awards fully vest on July 1, 2016, three years from the date of grant.
(20) This column shows the total market value of the unvested stock awards as of October 31, 2014, based on the closing price per share of Quanex Building Products Corporation s stock of $20.02 on October 31, 2014.

Option Exercises and Stock Vested in Fiscal 2014

The following table provides information regarding the value realized by the named executive officers upon the exercise of options and vesting of restricted stock awards during the fiscal year ended October 31, 2014.

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise[1] ($)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting[2] ($)**
Griffiths				
Korb			8,900	158,776
Delaney			7,500	133,800
Ketelaar				
Williams				

(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. None of the named executive officers exercised stock options during fiscal 2014.
(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. 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 some exceptions, an employee is eligible to participate in the Pension Plan once that employee has completed one hour 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 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:

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(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 Member s average monthly compensation for the five consecutive calendar years that lead to the highest monthly average up to but not in excess of 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 Member 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 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 (x) minus (y), where (x) is the sum of items (i) and (ii) immediately above, reduced by 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 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. No current executive officers are presently eligible to receive retirement benefits under the Pension 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 with us, 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.

For purposes of both Traditional Participants benefits and Cash Balance Participants benefits, the compensation taken into account under the Pension Plan is generally comprised of 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.

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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. No current executive officers are presently eligible to receive 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 VP Treasurer, the VP Controller, and the Company s divisional leaders are the only participants in the Restoration Plan.

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. No current executive officers are presently 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.

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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, 2014 for, and payments during fiscal year 2014 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 included in the financial statements in the Company s Annual Report on Form 10-K for the fiscal year ended October 31, 2014.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit ($)	Payments During Last Fiscal Year ($)
William C. Griffiths	Restoration Plan[3]	1.32	70,623	
	Pension Plan[2]	1.32	18,848	
Brent L. Korb	SERP[1]	10.95	1,002,789	
	Pension Plan[2]	10.95	144,776	
Kevin P. Delaney	SERP[1]	11.29	1,113,479	
	Pension Plan[2]	11.29	304,367	
Martin P. Ketelaar	Restoration Plan[3]	2.14	2,529	
	Pension Plan[2]	2.14	29,297	
M. Dewayne Williams	Restoration Plan[3]	1.33	2,544	
	Pension Plan[2]	1.33	17,121	

(1) 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, BeneFlex dollars under the Company s medical reimbursement plan, and restricted stock awards and stock options; and modified further by including elective contributions under a Company cafeteria plan and the 401(k) Plan.

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. None of the named executive officers 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

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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, described below.

(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 5 years of vesting service for Traditional Participants and 3 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. None of the named executive officers is currently eligible to receive an early retirement benefit under the Pension Plan. Benefits commencing prior to age 65 are reduced 5/9ths of 1% for each of the first 60 months, and an additional 5/18ths 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, Korb, Ketelaar and Williams are Cash Balance Participants.

(3) 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, 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 requires a participant to have attained age 55 with 5 Years of Service. None of the named executive officers is currently eligible to receive an early retirement benefit under the Restoration Plan. The Restoration Plan requires 5 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.

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.

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 that was appointed by the Board of Directors (the Benefits Committee). 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.

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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. The Company temporarily suspended its matching contributions to the 401(k) Plan effective April 1, 2009, and reinstated the matching contributions effective February 1, 2010. 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 Wells Fargo Shareowner Services (the Bank), who may be removed at management s election.

Regular full time employees of the Company (or any of the Company s subsidiaries with the Company s consent) 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 Company temporarily suspended its 15% contribution effective April 1, 2009, and reinstated the contribution effective February 1, 2010. 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 the Bank or its nominee as Plan Shares subject to the terms and conditions of the Stock Purchase Plan.

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Purchase of Plan Shares

The Bank 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 the Bank 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 the Bank for all participants in the Stock Purchase Plan during the calendar month. The Bank purchases Plan Shares in negotiated transactions or on any 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 the Bank may determine.

Stock Certificates

The Bank 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 10 shares unless the participant s account is terminated.

Voting of Plan Shares

The Bank will vote each participant s Plan Shares as instructed by the participant on a form to be furnished by and returned to the Bank 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 the Bank 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 one year.

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 the Bank s notice relating to such participant s account, the Bank 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 not rejoin the Stock Purchase Plan for a period of six months from the date of termination.

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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) the Bank 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).

The following table discloses contributions, earnings and balances to the named executive officers under the Deferred Compensation Plan for the fiscal year ending October 31, 2014.

Name	Executive Contributions FY 2014[1] ($)	Registrant Contributions in FY 2014 ($)	Aggregate Earnings in FY 2014[2] ($)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at 10/31/2014[3] ($)
William C. Griffiths					
Brent L. Korb					
Kevin P. Delaney					

Martin P. Ketelaar	15,295	661	15,956
M. Dewayne Williams			

(1) Executive contributions are incentive compensation earned for performance from November 1, 2012 to October 31, 2013 and deferred in December 2013, when they would have otherwise been paid, during fiscal 2014. Mr. Ketelaar was the only named officer who elected to defer any incentive compensation related to this performance period.

(2) Aggregate earnings primarily reflect the change in market value of the deemed common stock held in each participant s deferred compensation account.

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(3) The aggregate balance is as of October 31, 2014, and includes current and previous years executive and registrant contributions and the earnings on those contributions, less any withdrawals. The amounts reported in the aggregate balance at October 31, 2014 are reported in the Summary Compensation Table or were previously reported as compensation to the named executive officer in the Summary Compensation Table if such individual was included as a named executive officer in the respective previous years.

Eligibility and Participation

The individuals who are eligible to participate in the Deferred Compensation Plan are all participants in the Omnibus Plan or 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 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 (comprised of 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.

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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.

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 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, 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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COMMON STOCK OWNERSHIP

The following table sets forth, as of January 7, 2015, the number and percentage of beneficial ownership of shares of Common Stock, Restricted Stock Units, shares of 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 33 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.

	Common Stock Owned of Record	Restricted Stock Units	Common Stock Credited Under DC Plan	Common Stock Underlying Exercisable Options[1]	Total	Percent
William C. Griffiths	132,100	5,954		108,098	246,152	*
Brent L. Korb	90,266			331,099	421,365	1.21%
Kevin P. Delaney	85,046			297,775	382,821	1.10%
Martin P. Ketelaar	5,910			5,365	11,275	*
M. Dewayne Williams	5,200			2,699	7,899	*
Robert R. Buck		3,934	9,794	20,876	34,604	*
Susan F. Davis	25,182	11,345	18,603	56,308	111,438	*
LeRoy D. Nosbaum		7,045		35,398	42,443	*
Joseph D. Rupp		11,345		56,308	67,653	*
Curtis M. Stevens		7,045	8,266	35,398	50,709	*
All Officers and Directors as a group	343,704	46,668	36,663	949,324	1,376,359	3.96%

* Less than 1.0%

(1) Includes 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 periodic 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, 2014, except as set forth below.

On December 2, 2013, 2,052 shares of restricted stock held by Mr. Delaney and 2,435 shares of restricted stock held by Mr. Korb were surrendered to satisfy tax withholding obligations in connection with the vesting of stock awards granted on December 2, 2010. The surrender of those shares was inadvertently reported one day late, on December 5, 2013.

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CORPORATE GOVERNANCE

The Company s business is managed under the direction of the Board of Directors. 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 shareholder 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.

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.

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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.

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. A director shall not stand for re-election after reaching 70 years of age.

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 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.

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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 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 $200,000, 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 and cash for their services, with a deferral option for fees paid in cash.

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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 $50,000/year paid quarterly; Committee Member Retainer Fees $7,500/year paid quarterly for membership on the Audit Committee and $5,000/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, new non-employee directors shall receive a one-time non-incentive stock option grant of 5,000 shares on his or her first anniversary of service on the Board.

36. Unless and until a recommendation is made by the Nominating & Corporate Governance Committee and approval of the Board, on the last business day of each fiscal year, non-employee directors shall receive an annual non-incentive stock option grant of $50,000 in equivalent value.

37. Unless and until a recommendation is made by the Nominating & Corporate Governance Committee and approval of the Board, on the last business day of each fiscal year, non-employee directors shall receive an annual restricted stock unit award of $25,000 in equivalent value.

38. 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

39. The Lead Director shall preside at each executive session.

40. 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;

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;

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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

41. The Chief Executive Officer shall serve on the board of no more than one other public company.

42. Other executive officers shall serve on the board of no more than one other public company.

43. 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. 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

44. 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.

Hedging Prohibition

45. 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

46. 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.

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47. 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.

48. 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 request to the Company s principal address below or by email to inquiry@quanex.com. This material may also be obtained from the Company website at *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*. They can also be obtained free of charge upon request to the Company s principal address below or by email to 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.

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 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.

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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 visiting the Company s web-based Alert Line at *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.

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, Director 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. 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 2014, the Board of Directors met six times, and the independent directors met five times in executive session with the Lead Director presiding. In addition, the Audit Committee met six 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 meetings of stockholders. All Board members attended the 2014 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 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 Item407(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* 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, oversight of the Company s annual independent audit and its public accountant s qualifications and independence, and reviewing compliance with applicable laws and regulations which may

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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

After the completion of a competitive process to determine what audit firm would serve as the Company s independent registered public accounting firm for the fiscal year ended October 31, 2014, the Audit Committee retained Grant Thornton LLP, as the Company s independent registered public accounting firm, effective April 10, 2014. We have reviewed and discussed the Company s audited financial statements for the year ended October 31, 2014, with senior management and with Grant Thornton LLP. 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 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, 2014, for filing with the Securities and Exchange Commission.

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 23, 2015

Audit Committee

Curtis M. Stevens, Chairman

Robert R. Buck

LeRoy D. Nosbaum

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Audit and Related Fees

The following table reflects fees for professional audit services rendered by Grant Thornton LLP and Deloitte & Touche LLP, respectively, for (i) the audit of the Company s financial statements for the fiscal years ended October 31, 2014 and 2013; and (ii) fees billed for other services rendered by Grant Thornton LLP and Deloitte & Touche LLP during these periods. Deloitte & Touche LLP was the auditor of record through April 10, 2014. Effective April 10, 2014, the auditor of record was Grant Thornton LLP.

	FY 2014	FY 2013
Audit Fees[1]	$ 1,246,306	$ 1,749,900
Audit Related Fees[2]		
Tax Fees[3]	40,780	60,153
All Other Fees[4]	428,518	
Total	**$ 1,715,604**	**$ 1,810,053**

(1) Audit Fees consist of professional services and related expenses rendered by Grant Thornton LLP and Deloitte & Touche 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. In addition, the fiscal 2014 audit fees includes $35,000 associated with the statutory audit of the Company s German affiliate performed by Grant Thornton LLP.

(2) Audit Related Fees include assurance and related services by Grant Thornton LLP and Deloitte & Touche LLP that are reasonably related to the performance of the audit or review of the Company s financial statements and are not included in Audit Fees.

(3) Tax Fees include professional services rendered by Grant Thornton LLP and Deloitte & Touche LLP for tax return reviews and miscellaneous consulting.

(4) All Other Fees for fiscal 2014 represents services provided by Deloitte & Touche LLP with regard to the review of Form 10-Q for the quarter ended January 31, 2014, consent issued with regard to the Form 10-K for the fiscal year ended October 31, 2014, and various other costs incurred in conjunction with the presentation of discontinued operations for the fiscal years ended October 31, 2013 and 2012, and the transition of the Company s external audit to a succeeding auditor, Grant Thornton LLP. Effective April 10, 2014, Grant Thornton LLP became the auditor of record for the Company and performed the audit of the annual financial statements and the audit of internal controls included in the Form 10-K for the year ended October 31, 2014, and the review of Forms 10-Q during the year.

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

Pursuant to its charter, the Audit Committee of our Board of Directors 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 2014 was approved by the Audit Committee on April 10, 2014. Additionally, each permissible audit and non-audit engagement or relationship between the Company and Grant Thornton LLP or Deloitte & Touche LLP entered into during fiscal 2013 and fiscal 2014 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* and incorporated in this Proxy Statement by reference. 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, 2014, 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 executive officers serve as a member of the compensation committee or 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 & 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 & 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, 2014.

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 Securities 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 January 23, 2015

Compensation & Management Development Committee

Susan F. Davis, Chairwoman

LeRoy D. Nosbaum

Joseph D. Rupp

Nominating & Corporate Governance Committee

All independent directors of the Company 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* 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* .

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

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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 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 120th day nor earlier than 150 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.

If a 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. The presiding officer of the meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedures. Subject to the exceptions discussed above, written notice of a stockholder s intent to nominate a person for director at the 2016 Annual Meeting must be given on or before October 29, 2015, and must be given on or after September 29, 2015.

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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 Director 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 Director 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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FURTHER INFORMATION

Principal Stockholders

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. Such information is based solely upon information provided to the Company by such owners required SEC filings on Schedule 13G. Beneficial ownership is measured against the Company s total shares outstanding as of January 7, 2015.

Name and Address	Amount and Nature of Beneficial Ownership	Percent (%)
Odey Asset Management LLP 12 Upper Grosvenor Street, London, London & South East W1K 2ND, UK	4,607,564(1)	13.24
BlackRock Fund Advisors 400 Howard Street, San Francisco, CA 94105-2618	3,985,933(2)	11.45
T. Rowe Price Associates, Inc. 100 East Pratt Street, Baltimore, MD 21202-1009	3,264,840(3)	9.38
Heartland Advisors, Inc. 789 North Water Street, Suite 500, Milwaukee, WI 53202-3531	3,189,624(4)	9.17
Praesidium Investment Management Co. LLC 747 Third Ave., 35th floor, New York, NY 10017-2803	2,441,448(5)	7.02
The Vanguard Group, Inc. 100 Vanguard Boulevard V 26, Malvern, PA 19355-2331	2,384,522(6)	6.85
Artisan Partners LP 5 Concourse Parkway Northeast, Suite 2200, Atlanta, GA 30328-7107	1,982,723(7)	5.70
Royce & Associates LLC 745 Fifth Avenue, New York, NY 10151-0099	1,909,286(8)	5.49

(1) Based on its Schedule 13G filed with the SEC on December 31, 2013, Odey Asset Management Group Ltd. possesses sole voting authority over their entire dispositive position of 4,607,564 shares.

(2) Based on its Schedule 13G filed with the SEC on January 9, 2015, BlackRock, Inc. or its subsidiaries possess sole

voting power over 3,881,641 shares and sole dispositive power over 3,985,933 shares.

(3) Based on its Schedule 13G filed with the SEC on December 31, 2013, T. Rowe Price Associates possesses sole voting power over 735,000 shares and has sole dispositive power over 3,264,840 shares.

(4) Based on its Schedule 13G filed with the SEC on December 31, 2013, Heartland Advisors, Inc. possesses sole voting power over their entire dispositive position of 3,189,624 shares.

(5) Based on its Schedule 13G filed with the SEC on December 31, 2013, Praesidium Investment Management Co. LLC possesses sole voting power over 2,315,198 shares and sole dispositive power over 2,441,448 shares.

(6) Based on its Schedule 13G filed with the SEC on December 31, 2013, The Vanguard Group, Inc. possesses sole voting power over 54,685 shares and sole dispositive power over 2,331,487 shares.

(7) Based on its Schedule 13G filed with the SEC on September 30, 2014, Artisan Partners LP possesses sole voting power over their entire dispositive position of 1,982,723 shares.

(8) Based on its Schedule 13G filed with the SEC on September 30, 2014, Royce & Associates LLC possesses sole voting power over their entire dispositive position of 1,909,286 shares.

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Other Matters 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.

Under Rule 14a-8 of the Securities Exchange Act of 1934, to be included in the proxy materials for the 2016 annual meeting, stockholder proposals that are submitted for presentation at that annual meeting and are otherwise eligible for inclusion in the proxy statement must be received by us no later than September 25, 2015.

The Company s Amended and Restated Bylaws provide that, for business to be properly brought before an Annual Meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the 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 120 days (which for the 2016 meeting would be October 29, 2015) nor more than 150 days (which for the 2016 meeting would be September 29, 2015) 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 2016 meeting would be April 26, 2016) 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 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

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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, 2014 (including the financial statements, the financial statement schedules, and any exhibits), as filed with the Securities and Exchange Commission, 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

January 23, 2015

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Shareowner Services
P.O. Box 64945
St. Paul, MN 55164-0945

Vote by Internet, Telephone or Mail
24 Hours a Day, 7 Days a Week

Your phone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

INTERNET/MOBILE www.proxypush.com/nx
Use the Internet to vote your proxy until 12:00 p.m. (CT) on February 25, 2015

PHONE 1-866-883-3382
Use a touch-tone telephone to vote your proxy until 12:00 p.m. (CT) on February 25, 2015.

MAIL Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

If you vote your proxy by Internet or by Telephone, you do NOT need to mail back your Proxy Card.

ò *Please detach here* ò

The Board of Directors recommends the following votes: Items 1, 2 and 3 FOR.

1. To elect two directors to serve until the Annual Meeting of Stockholders in 2018

01 Robert R. Buck
02 Joseph D. Rupp

¨ Vote FOR all nominees (except as marked)

¨ Vote WITHHELD from all nominees

(Instructions: To withhold authority to vote for any indicated nominee, write the number(s) of the nominee(s) in the box provided to the right.)

2. To provide an advisory vote approving the Company s named executive officer compensation; ¨ For ¨ Against ¨ Abstain

3. To ratify the appointment of Grant Thornton LLP as the Company s independent registered public accounting firm for the fiscal year ending October 31, 2015; ¨ For ¨ Against ¨ Abstain

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 Proxy Card.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, WILL BE VOTED AS THE BOARD RECOMMENDS.

Address Change? Mark box, sign, and indicate changes below: ¨ Date

Signature(s) in Box

Please sign exactly as your name(s) appears on Proxy. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy.

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NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Quanex Building Products Corporation, a Delaware corporation (the Company), will be held at the principal executive offices of the Company, 1800 West Loop South, Suite 1500, Houston, Texas, on February 26, 2015, at 8:00 a.m., C.S.T.

Notice of Internet Availability of Proxy Materials: You can access and review the Annual Report and Proxy Statement on the Internet by going to the following Quanex Building Products Corporation website: www.quanex.com/2014AR

Quanex Building Products Corporation

1800 West Loop South, Suite 1500 **proxy**

Houston, TX 77027

This proxy is solicited by the Board of Directors for use at the Annual Meeting on February 26, 2015.

The Board of Directors has fixed the close of business on January 7, 2015, 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.

By signing the proxy, you revoke all prior proxies and appoint William C. Griffiths and Curtis M. Stevens, and each of them with full power of substitution, to vote your shares on the matters shown on the reverse side and any other matters which may come before the Annual Meeting and all adjournments.

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, 2014, accompanies this Notice.

See reverse for voting instructions.