



NEWS RELEASE

NCI Building Systems Shareholders Vote in Favor of Merger with Ply Gem

HOUSTON, November 15, 2018 – NCI Building Systems, Inc. (NYSE:NCS) (“NCI” or the “Company”) today announced that, based on a preliminary vote tally from the Special Meeting of NCI’s shareholders held earlier today (the “Special Shareholder Meeting”), NCI’s shareholders approved (i) the Agreement and Plan of Merger (the “Merger Agreement”) among NCI, Ply Gem Parent, LLC, a Delaware limited liability company (“Ply Gem”), and for certain limited purposes set forth in the Merger Agreement, Clayton, Dubilier & Rice, LLC, a Delaware limited liability company, pursuant to which, at the closing of the merger, Ply Gem will be merged with and into the Company, with the Company continuing its existence as a corporation organized under the laws of the State of Delaware (the “Merger”) and (ii) the issuance in the Merger (the “Stock Issuance”) of 58,709,067 shares of NCI common stock, par value \$0.01 per share (“NCI Common Stock”) in the aggregate, on a *pro rata* basis, to the holders of all of the equity interests in Ply Gem. NCI’s shareholders also approved the three additional proposals described in NCI’s proxy statement relating to the Special Shareholder Meeting.

Approximately 86.25% of those NCI shareholders who voted at the Special Shareholder Meeting cast their votes in favor of the Merger Agreement. This represented approximately 71.18% of NCI Common Stock outstanding as of the record date for the Special Shareholder Meeting. The final results of the Special Shareholder Meeting vote regarding approval of the Merger Agreement, the Stock Issuance and the other proposals described in NCI’s proxy statement relating to the Special Shareholder Meeting will be available on a Current Report on Form 8-K, to be filed by NCI next week.

The Merger is expected to close tomorrow, November 16, 2018.

James S. Metcalf, the current Chairman of NCI’s Board of Directors who will become CEO of the combined company following the Merger, commented, “Today’s approval represents an important milestone in the process to combine our two companies and creates a leading exterior building products company. With multiple avenues for future growth, we believe the strong free cash flow and leading market positions, will generate long-term value for all our shareholders.”

About NCI Building Systems, Inc.

NCI, headquartered in Houston, TX, is one of North America’s largest integrated manufacturers of metal products for the commercial building industry, selling products such as metal wall and roof systems, insulated metal panels, roll-up doors, trim, accessories and engineered commercial buildings. NCI has approximately 5,300 employees across 38 manufacturing locations throughout North America. For more information, visit www.ncibuildingsystems.com.

About Ply Gem Holdings, Inc.

Ply Gem, headquartered in Cary, NC, manufactures and sells a variety of products focused on the exterior envelope of single and multi-family homes. Ply Gem's key products include windows, doors, siding, roofing, metal accessories, stone and other adjacent products. Ply Gem employs approximately 11,600 people across 35 facilities in North America. CD&R acquired Ply Gem in April 2018 and concurrently merged it with Atrium Windows & Doors, a manufacturer of residential windows and doors. For more information, visit www.plygem.com.

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Important Legal Information: Disclosure Regarding Forward Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as “believe,” “anticipate,” “guidance,” “plan,” “potential,” “expect,” “should,” “will,” “forecast” and similar expressions are intended to identify forward-looking statements in this release. Such forward-looking statements reflect current expectations and actual results could differ materially from those projected in the forward-looking statements as a result of certain risk factors, including but not limited to: risks and uncertainties relating to the Merger, including the possibility that the Merger does not close when expected or at all because conditions to closing are not satisfied; potential adverse reactions or changes to business or employee relationships, including those resulting from the completion of the Merger; the possibility that the anticipated benefits of the Merger are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies; the ability to implement the anticipated business plans of the combined company following closing of the Merger and achieve the anticipated benefits and savings; the possibility that the parties may not be able to achieve expected synergies and operating efficiencies in connection with the Merger within the expected time-frames or at all; diversion of management's attention from ongoing business operations and opportunities; changes in residential and commercial construction demands, driven in part by fluctuating interest rates, demographic shifts and customer trends; the ability of NCI and Ply Gem to integrate their businesses; the outcome of any legal proceedings related to the proposed Merger; industry cyclicalities and seasonality and adverse weather conditions; volatility in the U.S. economy and abroad, generally, and in the credit markets; changes in foreign currency exchange and interest rates; our ability to generate significant cash flow required to service or refinance our existing debt and obtain future financing; our substantial indebtedness and our ability to incur substantially more indebtedness; our ability to comply with the financial tests and covenants in our existing and future debt obligations; commodity price increases and/or limited availability of raw materials, including steel; retention and replacement of key personnel; volatility of NCI's stock price; potential future sales of NCI's common stock held by funds affiliated with Clayton Dubilier & Rice and Golden

Gate Private Equity (the “Sponsor Investors”); substantial governance and other rights held by the Sponsor Investors; changes in laws or regulations, including the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2009. See also the “Risk Factors” in the Company’s Annual Report on Form 10-K for the fiscal year ended October 29, 2017 and in the Company’s Proxy Statement related to the Special Shareholder Meeting filed October 17, 2018 and other risks described in documents subsequently filed by the Company from time to time with the SEC, which identify other important factors, though not necessarily all such factors, that could cause future outcomes to differ materially from those set forth in the forward-looking statements. The Company expressly disclaims any obligation to release publicly any updates or revisions to these forward-looking statements, whether as a result of new information, future events, or otherwise.