

NCI BUILDING SYSTEMS INC

Form PRER14A

October 05, 2018

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934  
(Amendment No. 2)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by  
Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to  
§240.14a-12

NCI BUILDING SYSTEMS, INC.

(Name of the Registrant as Specified in its Charter)

Not Applicable

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

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Aggregate number of securities to which transaction applies:

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Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1)

Amount Previously Paid:

Not applicable

(2)

Form, Schedule or Registration Statement No.:

(3)

Filing Party:

(4)

Date Filed:

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PRELIMINARY PROXY STATEMENT — SUBJECT TO COMPLETION, DATED OCTOBER 5, 2018

**MERGER PROPOSED — YOUR VOTE IS IMPORTANT**

Dear Stockholders of NCI Building Systems, Inc.:

You are cordially invited to attend a special meeting of the stockholders of NCI Building Systems, Inc. (“we,” “us,” the “Company” or “NCI”), which will be held on [•], 2018 at [•], at [•] local time) for the purpose of considering and voting upon the proposed merger of Ply Gem Parent, LLC, a Delaware limited liability company (“Ply Gem”) with and into NCI, and related matters.

On July 17, 2018 (the “execution date”), NCI entered into an Agreement and Plan of Merger (as it may be amended from time to time, the “merger agreement”) with Ply Gem, and for certain limited purposes set forth in the merger agreement, Clayton, Dubilier & Rice, LLC, a Delaware limited liability company (“Sponsor”), pursuant to which Ply Gem will be merged with and into NCI (the “merger”), with NCI surviving the merger and continuing its corporate existence. In the merger, NCI will issue to Ply Gem’s equity holders 58,709,067 shares of NCI common stock (as defined below) representing approximately 47% of the total number of shares expected to be outstanding after closing. At the special meeting, holders of NCI’s common stock, par value \$0.01 per share (“NCI common stock”) will be asked to consider and vote on (1) a proposal to adopt the merger agreement (the “merger agreement proposal”), (2) as required by New York Stock Exchange (“NYSE”) rules, a proposal to issue 58,709,067 shares of NCI common stock to the holders (“Ply Gem holders”) of all of Ply Gem’s equity interests (“Ply Gem LLC interests”) as of immediately prior to the closing of the merger (the “share issuance proposal”), (3) a proposal to approve the amendment to NCI’s Amended and Restated Certificate of Incorporation to increase the authorized number of shares of NCI common stock to 200,000,000 and make other changes necessitated by the merger and by a new stockholders agreement and the new registration rights agreement to be entered into among NCI, certain affiliates of Sponsor and certain affiliates of Golden Gate Private Equity, Inc., a minority holder of Ply Gem LLC interests (“GGC”) at the time of the merger (the “charter amendment proposal”), (4) a proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to NCI’s named executive officers in connection with the merger (the “compensation proposal”), and (5) a proposal to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement (the “adjournment proposal”). The approval of each of the merger agreement proposal and the charter amendment proposal requires the affirmative vote of the holders of a majority of the outstanding shares of NCI common stock entitled to vote at the special meeting. The approval of each the share issuance proposal, the compensation proposal and the adjournment proposal requires the affirmative vote of the holders of a majority of the votes cast on the proposals at the special meeting. The merger agreement and the merger have been approved and recommended by a special committee of NCI’s directors who are independent and not affiliated with Sponsor. NCI’s board of directors, by unanimous vote of the directors not affiliated with Sponsor, recommends that NCI stockholders vote “FOR” the adoption of the merger agreement proposal, “FOR” the share issuance proposal, “FOR” the charter amendment proposal, “FOR” the compensation proposal and “FOR” the adjournment proposal.

Your vote is very important. The merger cannot be completed unless holders of a majority of the outstanding shares of NCI common stock entitled to vote at the special meeting vote in favor of the proposal to adopt the merger agreement. A failure to vote your shares of NCI common stock on the proposal to adopt the merger agreement will have the same effect as a vote “AGAINST” the proposal to adopt the merger agreement.

The obligations of NCI and Ply Gem to complete the merger are subject to the satisfaction or waiver of a number of conditions set forth in the merger agreement, a copy of which is included as Annex A, to the attached proxy statement. The attached proxy statement describes the special meeting, the merger, the documents and agreements related to the merger, including the new stockholders agreement and the new registration rights agreement to be entered into among NCI, certain affiliates of Sponsor and certain Gem,

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and certain related agreements and matters. Please carefully read this entire proxy statement, including “Risk Factors,” beginning on page 25, for a discussion of the risks relating to the merger. You also can obtain information about NCI from documents that NCI has filed with the Securities and Exchange Commission.

If you have any questions or need assistance in voting your shares, please contact our proxy solicitor, MacKenzie Partners, Inc., at (800) 322-2885 or via email at [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com).

Thank you for your continued support.

Sincerely,

James S. Metcalf

Chairman of the NCI Board

Donald R. Riley

President and Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the merger described in this proxy statement or determined if this proxy statement is accurate or complete. Any representation to the contrary is a criminal offense.

This document is dated [•], 2018 and is first being mailed to stockholders of NCI on or about [•], 2018.

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NCI BUILDING SYSTEMS, INC.  
10943 North Sam Houston Parkway West  
Houston, Texas 77064

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON [•], 2018

This is a notice that a special meeting of stockholders (the “special meeting”) of NCI Building Systems, Inc., a Delaware corporation (“we,” “us,” the “Company” or “NCI”) will be held on [•], 2018 at [•], at [•] local time. The special meeting will be held for the following purposes:

1.  
to adopt the Agreement and Plan of Merger, dated as of July 17, 2018 (as it may be amended from time to time, the “merger agreement”), by and among NCI Building Systems, Inc., a Delaware corporation, 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 (“Sponsor”), a copy of which is attached as Annex A to the proxy statement of which this notice is a part and incorporated by reference herein (the “merger proposal”);
2.  
to approve the issuance in the merger of 58,709,067 shares of NCI common stock, in the aggregate to the holders of all of the equity interests in Ply Gem (the “share issuance proposal”);
3.  
to approve the amendment to NCI’s Amended and Restated Certificate of Incorporation (the “charter amendment”) to increase the authorized number of shares of NCI common stock to 200,000,000 and make other changes necessitated by the merger and by a new stockholders agreement (the “new stockholders agreement”) to be entered into among NCI, Clayton, Dubilier & Rice Fund VIII, L.P. (“CD&R Fund VIII”), CD&R Friends & Family Fund VIII, L.P. (“CD&R FF Fund VIII” and, collectively with CD&R Fund VIII, the “Sponsor Fund VIII Investors”) and CD&R Pisces Holdings, L.P. (the “Sponsor Fund X Investor” and, collectively with the Sponsor Fund VIII Investors, the “Sponsor Investors” and each, a “Sponsor Investor”) and Atrium Intermediate Holdings, LLC, GGC BP Holdings, LLC and AIC Finance Partnership, L.P. (collectively, the “GGC Investors” and each, a “GGC Investor”) at the time of the merger (the “charter amendment proposal”);
4.  
to approve, on an advisory (non-binding) basis, the compensation that may become payable to NCI’s named executive officers in connection with the consummation of the merger (the “compensation proposal”); and
5.  
to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement proposal, share issuance proposal and charter amendment proposal (the “adjournment proposal”).

This proxy statement describes the proposals listed above in more detail. Please refer to the attached document, including the merger agreement and all other annexes and any documents incorporated by reference herein, for further information with respect to the business to be transacted at the special meeting. You are encouraged to read the entire document carefully before voting. In particular, see “Proposal 1: Adoption of the Merger Agreement,” beginning on page 47, and “Proposal 2: Issuance of Shares in the Merger,” beginning on page 105, for a description of the transactions contemplated by the merger agreement, and the section titled “Risk Factors” beginning on page 25 for an explanation of the risks associated with the merger and the other transactions contemplated by the merger agreement.

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The merger agreement and the merger have been approved and recommended by a special committee of NCI's directors who are independent and not affiliated with Sponsor. NCI's board of directors, by unanimous vote of the directors not affiliated with Sponsor, recommends that NCI stockholders vote "FOR" the adoption of the merger agreement proposal, "FOR" the share issuance proposal, "FOR" the charter amendment proposal, "FOR" the compensation proposal and "FOR" the adjournment proposal.

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Your vote is very important. The merger cannot be completed unless holders of a majority of the outstanding shares of NCI common stock entitled to vote at the special meeting vote in favor of the proposal to adopt the merger agreement. A failure to vote your shares of NCI common stock on the proposal to adopt the merger agreement will have the same effect as a vote "AGAINST" the proposal to adopt the merger agreement.

The NCI board of directors has fixed October 11, 2018 as the record date to determine which NCI stockholders are entitled to receive notice of, and to vote at, the special meeting or any adjournments or postponements thereof. Only holders of record of NCI common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the special meeting.

**YOUR VOTE IS VERY IMPORTANT REGARDLESS OF THE NUMBER OF SHARES OF NCI COMMON STOCK YOU OWN.**

Whether or not you expect to attend the special meeting in person, we urge you to submit a proxy to have your shares voted as promptly as possible by either: (1) logging onto the website shown on your proxy card and following the instructions to vote online; (2) dialing the toll-free number shown on your proxy card and following the instructions to vote by phone; or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the special meeting. Even if you plan to attend the special meeting in person, we request that you complete, sign, date and return the enclosed proxy card and thus ensure that your shares of NCI will be represented at the special meeting if you are unable to attend.

If your shares are held in the name of a broker, bank, trustee or other nominee, please follow the instructions on the voting instruction form furnished by such broker, bank, trustee or other nominee, as appropriate. If you have any questions concerning the merger agreement, the merger or the other transactions contemplated by the merger agreement or this proxy statement, would like additional copies or need help voting your shares of NCI common stock, please contact NCI's proxy solicitor:

MacKenzie Partners, Inc.  
1407 Broadway  
New York, NY 10018  
Shareholders May Call Toll-Free: (800) 322-2885  
Banks & Brokers May Call Collect: (212) 929-5500  
By order of the Board of Directors,

Todd R. Moore  
Executive Vice President, Chief Legal, Risk & Compliance Officer and Corporate Secretary

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**ADDITIONAL INFORMATION**

NCI files annual, quarterly and current reports, proxy statements and other business and financial information with the Securities and Exchange Commission (the "SEC"). You may read and copy any materials that NCI files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, and Washington, DC 20549. Please call the SEC at (800) 732-0330 for further information on the Public Reference Room. In addition, NCI files reports and other business and financial information with the SEC electronically, and the SEC maintains a website located at <http://www.sec.gov> containing this information. You can also obtain these documents, free of charge, from NCI at <http://www.ncibuildingsystems.com>. By referring to NCI's website and the SEC's website, NCI does not incorporate by reference any such website or its contents into this proxy statement.

This proxy statement incorporates important business and financial information about NCI from documents that are not attached to this proxy statement. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this proxy statement free of charge by requesting them in writing or by telephone from NCI or its proxy solicitor at the following addresses and telephone numbers:

NCI Building Systems, Inc.

10943 North Sam Houston Parkway West

Houston, TX 77064

(281) 897-7788

Attention: Corporate Secretary

MacKenzie Partners, Inc.

1407 Broadway

New York, NY 10018

Shareholders May Call Toll-Free: (800) 322-2885

Banks & Brokers May Call Collect: (212) 929-5500

If you would like to request any documents, please do so by [•], 2018 in order to receive them before the special meeting.

For a more detailed description of the information incorporated by reference into this proxy statement and how you may obtain it, see "Where You Can Find More Information" beginning on page 139.

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**ABOUT THIS PROXY STATEMENT**

This proxy statement constitutes a proxy statement and notice of special meeting for NCI under the Securities Exchange Act of 1934, as amended, and under the Delaware General Corporation Law.

You should rely only on the information contained in or incorporated by reference into this proxy statement. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this proxy statement. This proxy statement is dated [•], 2018, and you should assume that the information contained in this proxy statement is accurate only as of such date. You should also assume that the information incorporated by reference into this proxy statement is only accurate as of the date of such information. This proxy statement does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this proxy statement regarding NCI has been provided by NCI, and information contained in this proxy statement regarding Ply Gem has been provided by Ply Gem.

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QUESTIONS AND ANSWERS

The following are some questions that you, as a stockholder of NCI Building Systems, Inc. (“we,” “us,” the “Company” or “NCI”) may have regarding the transactions contemplated by the merger agreement and other matters being considered at the special meeting of the NCI stockholders (the “special meeting”) and the answers to those questions. NCI urges you to carefully read the remainder of this proxy statement because the information in this section does not provide all the information that might be important to you with respect to the merger of NCI and Ply Gem and the other matters being considered at the special meeting. Additional important information is also contained in the annexes to, and the documents incorporated by reference into, this proxy statement.

Q:

Why am I receiving this document?

A:

NCI and Ply Gem have agreed to merge under the terms of a merger agreement that is described in this proxy statement (the “merger agreement”). Subject to the terms and conditions of the merger agreement, Ply Gem will be merged with and into NCI, with NCI continuing its existence as a corporation organized under the laws of the State of Delaware (the “merger”).

In order to complete the merger, NCI stockholders must approve the proposal to adopt the merger agreement (the “merger agreement proposal”) and the issuance (the “share issuance”) of 58,709,067 shares of NCI common stock representing approximately 47% of the total number of shares expected to be outstanding after closing, to Ply Gem holders of all of the Ply Gem LLC interests as of immediately prior to the closing of the merger (the “share issuance proposal”), and all other conditions to the merger must be satisfied or waived. NCI will hold a special meeting to obtain these approvals and the approval of a proposal to amend NCI’s Amended and Restated Certificate of Incorporation (the “charter amendment”) to increase the authorized number of shares of NCI common stock to 200,000,000 and make other changes necessitated by the merger and by the new stockholders agreement to be entered into among NCI, the Sponsor Investors and the GGC Investors at the time of the merger (the “charter amendment proposal”). At the special meeting, stockholders will also vote to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to NCI’s named executive officers in connection with the merger (the “compensation proposal”) and vote to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement proposal, share issuance proposal and charter amendment proposal (the “adjournment proposal”).

This proxy statement, which you should read carefully, contains important information about the merger and other matters being considered at the special meeting.

Q:

What consideration is NCI paying to the Ply Gem holders in the merger?

A:

The Ply Gem LLC interests will be converted at the closing of the merger into the right of the Ply Gem holders to receive, in the aggregate, with respect to all such interests, 58,709,067 shares of NCI common stock (the “aggregate merger consideration”), with each holder being entitled to receive its pro rata share of the aggregate merger consideration. The shares issued as aggregate merger consideration will be listed on the NYSE along with NCI common stock already outstanding. The outstanding shares of NCI common stock held by NCI stockholders immediately prior to the merger will remain outstanding after the closing of the merger.

For additional information regarding the consideration to be received in the merger, see “Proposal 1: Adoption of the Merger Agreement — Effects of the Merger.”

Q:

What will be NCI stockholders’ interest in NCI immediately following the merger?

A:



Based upon the estimated number of shares of NCI common stock that will be outstanding immediately prior to the consummation of the merger, we estimate that, upon consummation of the merger, existing NCI stockholders will hold approximately 53% of NCI common stock and the former holders of all of the Ply Gem LLC interests as of immediately prior to the closing of the merger will hold approximately 47% of NCI common stock.

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Q:

What happens to outstanding NCI equity awards in the Merger?

A:

At the effective time of the merger, certain NCI restricted stock awards, options, restricted stock units and performance restricted stock units will become vested. Following the effective time of the merger, all other outstanding NCI equity awards will remain outstanding, without adjustment, and continue to vest in accordance with their terms (including any vesting terms that provide for acceleration upon a change in control or a qualifying termination of employment thereafter). For additional information regarding the consideration to be received in the merger, see “Proposal 1: Adoption of the Merger Agreement — Interests of NCI Executive Officers and Directors in the Merger — Treatment of NCI Equity Awards.”

Q:

What vote is required to approve each proposal?

A:

Your vote “FOR” each proposal presented at the special meeting is very important, and you are encouraged to submit a proxy as soon as possible.

**Proposal to Adopt the Merger Agreement.** Approval of the merger agreement proposal requires the affirmative vote of holders of a majority of the outstanding shares of NCI common stock entitled to vote on the merger agreement proposal. Any abstention by any NCI stockholder, the failure of any NCI stockholder to submit a vote and any broker non-vote will have the same effect as a vote “AGAINST” the merger agreement proposal.

**Proposal to Approve the Share Issuance in the Merger.** Approval of the share issuance proposal requires the affirmative vote of the holders of a majority of the votes cast at the special meeting. The failure of any NCI stockholder to submit a vote (e.g., by not submitting a proxy or not voting in person) on the share issuance proposal will not count as a vote cast “FOR” or “AGAINST” the share issuance proposal. An abstention on the share issuance proposal will have the same effect as a vote cast “AGAINST” the share issuance proposal. Broker non-votes will have no effect on the outcome of the share issuance proposal.

**Proposal to Amend NCI’s Amended and Restated Certificate of Incorporation.** Approval of the charter amendment proposal requires the affirmative vote of holders of a majority of the outstanding shares of NCI common stock entitled to vote on the charter amendment proposal. Any abstention by any NCI stockholder, the failure of any NCI stockholder to submit a vote and any broker non-vote will have the same effect as a vote “AGAINST” the charter amendment proposal.

**Proposal Regarding Certain Merger-Related Executive Compensation Arrangements.** Adoption of the compensation proposal requires the affirmative vote of the holders of a majority of the votes cast at the special meeting. The failure of any NCI stockholder to submit a vote (e.g., by not submitting a proxy or not voting in person) on the compensation proposal will not count as a vote cast “FOR” or “AGAINST” the compensation proposal. An abstention on the compensation proposal will have the same effect as a vote cast “AGAINST” the compensation proposal. Broker non-votes will have no effect on the outcome of the compensation proposal. Since the compensation proposal is non-binding, if the merger agreement proposal is approved by NCI’s stockholders and the merger is completed, the compensation that is the subject of the compensation proposal may be paid in accordance with its terms regardless of the outcome of the non-binding advisory vote.

**Proposal to Adjourn the Special Meeting.** Approval of the adjournment proposal requires the affirmative vote of the holders of a majority of the votes cast at the special meeting. Abstentions will not be treated as votes cast and, as a result, any abstention will have no effect on the outcome of the adjournment proposal. Broker non-votes will have no effect on the outcome of the adjournment proposal.

Q:

When do NCI and Ply Gem expect to complete the merger?

A:

NCI and Ply Gem currently expect to complete the merger in the fourth calendar quarter of 2018. However, neither NCI nor Ply Gem can predict the actual date on which the merger will be completed, nor can the parties assure that the merger will be completed, because completion is subject to conditions beyond either company's control. See "Proposal 1: Adoption of the Merger Agreement — Regulatory Clearances Required to Complete the Merger" and "The Merger Agreement — Completion of the Merger."

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Q:

What happens if the merger is not completed?

A:

If the merger agreement is not adopted by NCI stockholders or the merger is not completed for any other reason, the holders will not receive any payment for their Ply Gem LLC interests and NCI will remain an independent public company, NCI common stock will continue to be listed and traded on the NYSE and registered under the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), and NCI will continue to file periodic reports with the SEC on account of NCI’s common stock.

Under specified circumstances, NCI may be required to pay a termination fee upon termination of the merger agreement, as described under “The Merger Agreement — Expenses and Termination Fees Relating to the Termination of the Merger Agreement.”

Q:

When and where is the special meeting?

A:

The special meeting will be held on [•], 2018, at [•] (local time), at [•].

Q:

When is the record date for the special meeting? Am I entitled to vote at the special meeting?

A:

Only stockholders of record on October 11, 2018, the record date for the special meeting, are entitled to receive notice of and to vote at the special meeting. As of the close of business on [•], there were [•] outstanding shares of NCI common stock entitled to vote at the special meeting, with each share of NCI common stock entitling the holder of record on such date to one vote.

Q:

What constitutes a quorum at the special meeting?

A:

In order for business to be conducted at the special meeting, a quorum must be present. A quorum at the special meeting requires the presence, in person or by proxy, of holders of a majority in voting power of the outstanding shares of NCI common stock entitled to vote at the special meeting.

Q:

What do I need to do now?

A:

After you have carefully read and considered the information contained or incorporated by reference into this proxy statement, please submit your proxy via the Internet or by telephone in accordance with the instructions set forth on the enclosed proxy card, or complete, sign, date and return the enclosed proxy card in the postage-prepaid envelope provided as soon as possible so that your shares will be represented and voted at the special meeting.

Additional information on voting procedures can be found under the section titled “Special Meeting.”

Q:

How will my proxy be voted?

A:

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If you submit your proxy via the Internet, by telephone or by completing, signing, dating and returning the enclosed proxy card, your proxy will be voted in accordance with your instructions.

If you are a registered stockholder of record and you return your signed proxy card but do not indicate your voting preference, the persons named in the proxy card will vote the shares represented by the proxy as recommended by the NCI board of directors (the "NCI board"). Please note that you may not vote shares held in "street name" by returning a proxy card directly to NCI, or by voting in person at the special meeting unless you provide a "legal proxy," which you must obtain from your broker, bank or nominee. If you hold your shares in the name of a broker, bank or other nominee and you do not instruct your broker, bank or nominee how to vote your shares, your broker may not vote your shares of NCI common stock, which will have the same effect as a vote "AGAINST" the merger agreement proposal and the charter amendment proposal but will have no effect on the share issuance proposal, the compensation proposal and the adjournment proposal, assuming a quorum is present.

Additional information on voting procedures can be found under the section titled "Special Meeting."

Q:

Who will count the votes?

A:

The votes at the special meeting will be counted by [•], the independent inspector of election appointed by the NCI board.

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Q:

May I vote in person?

A:

Yes. If you are a stockholder of record of NCI at the close of business on October 11, 2018, you may attend the special meeting and vote your shares in person, in lieu of submitting your proxy by Internet, telephone or by completing, signing, dating and returning the enclosed proxy card.

If you are a beneficial holder of NCI common stock, you are also invited to attend the special meeting. However, because you are not the stockholder of record, you may not vote your shares in person at the special meeting unless you request and obtain a valid “legal proxy” from your broker, bank or nominee.

Q:

What must I bring to attend the special meeting?

A:

Only NCI stockholders of record, as of the close of business on the record date, beneficial owners of NCI common stock as of the record date, holders of valid proxies for the special meeting, and invited guests of NCI may attend the special meeting. All attendees should be prepared to present government-issued photo identification (such as a driver’s license or passport) for admittance. The additional items, if any, that attendees must bring depend on whether they are stockholders of record, beneficial owners or proxy holders.

Additional information on attending the special meeting can be found under the section titled “Special Meeting.”

Q:

What should I do if I receive more than one set of voting materials for the special meeting?

A:

You may receive more than one set of voting materials for the special meeting, including multiple copies of this proxy statement and multiple proxy cards or voting instruction forms. For example, if you hold your NCI common stock in more than one brokerage account, you will receive a separate voting instruction form for each brokerage account in which you hold shares. If you are a holder of record and your shares are registered in more than one name, you will receive more than one proxy card. Please submit each separate proxy or voting instruction form that you receive by following the instructions set forth in each separate proxy or voting instruction form.

Q:

What is the difference between holding shares as a “shareholder of record” and holding shares as “beneficial owner” (or in “street name”)?

A:

Most stockholders are considered “beneficial owners” of their shares, that is, they hold their shares through a broker, bank or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially or in “street name.”

**Shareholder of Record:** If your shares are registered directly in your name with NCI’s transfer agent, you are considered the “shareholder of record” with respect to those shares. As a shareholder of record, you have the right to grant your voting proxy directly to us by submitting your vote by written proxy, telephone or via the Internet, or to vote in person at the meeting.

**Beneficial Owner:** If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the “beneficial owner” of shares held in “street name,” and the proxy materials are being forwarded to you by your broker, bank or nominee. As a beneficial owner, you have the right to direct your broker, bank or nominee as to how to vote your shares if you follow the instructions you receive from your broker, bank, or nominee. You are also

invited to attend the annual meeting. However, since you are not the shareholder of record, you may not vote these shares in person at the meeting unless you request, complete and deliver the proper documentation provided by your broker, bank or nominee and bring it with you to the meeting.

Q:

What is a broker non-vote?

A:

If you are a beneficial owner of shares held in “street name” and do not provide your broker, bank or nominee with specific voting instructions, the broker, bank or nominee may generally vote on “routine”

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matters, but cannot vote on “non-routine” matters. If the broker, bank or nominee does not receive instructions from you on how to vote your shares on a non-routine matter, it will inform the inspector of election that it does not have authority to vote on this matter with respect to your shares. This is referred to as a “broker non-vote.”

You should instruct your broker, bank or other nominee how to vote your shares. Under the rules applicable to broker-dealers, your broker, bank or other nominee does not have discretionary authority to vote your shares on any of the proposals scheduled to be voted on at the special meeting. A broker non-vote will have the same effect as a vote “AGAINST” with respect to the merger agreement proposal and the charter amendment proposal.

Additional information on voting procedures can be found under the section titled “Special Meeting.”

Q:

Can I revoke or change my vote?

A:

Yes. A holder of record may revoke or change a proxy before the proxy is exercised by filing with NCI’s Corporate Secretary a notice of revocation, delivering to NCI a new proxy, by attending the meeting and voting in person, or by re-voting by telephone or the Internet. Beneficial owners must follow instructions provided by their broker, bank or other nominee. A stockholder’s last timely vote, whether via the Internet, by telephone or by mail, is the vote that will be counted.

Beneficial owners of NCI common stock may change their voting instruction by submitting new voting instructions to the brokers, banks or other nominees that hold their shares of record or by requesting a “legal proxy” from such broker, bank or other nominee and voting in person at the special meeting.

Additional information can be found under the section titled “Special Meeting.”

Q:

What constitutes a quorum?

A:

Stockholders representing a majority of all the shares entitled to vote at the special meeting, present in person or by proxy, will constitute a quorum for the transaction of business at the meeting. Abstentions and broker non-votes will be counted towards a quorum. At the close of business on [•], the record date for the special meeting, there were [•] shares of NCI common stock outstanding.

Q:

What happens if I sell or otherwise transfer my shares of NCI common stock before the special meeting?

A:

The record date for stockholders entitled to vote at the special meeting is [•], which is earlier than the date of the special meeting. If you sell or otherwise transfer your shares after the record date but before the special meeting, unless special arrangements (such as provision of a proxy) are made between you and the person to whom you transfer your shares and each of you notifies NCI in writing of such special arrangements, you will retain your right to vote such shares at the special meeting but will otherwise transfer ownership of your shares of NCI common stock.

Q:

Where can I find voting results of the special meeting?

A:

NCI intends to announce the preliminary voting results at the special meeting and publish the final results in a Current Report on Form 8-K that will be filed with the SEC following the special meeting. All reports that NCI files with the SEC are publicly available when filed. See “Where You Can Find More Information.”

Q:



Do I have appraisal rights?

A:

Neither NCI stockholders nor Ply Gem holders are entitled to appraisal rights in connection with the merger. For further information relating to appraisal rights, see “Proposal 1: Adoption of the Merger Agreement — No Appraisal Rights.”

Q:

How can I find more information about NCI and Ply Gem?

A:

You can find more information about NCI and Ply Gem from various sources described in the sections titled “Information About NCI and Ply Gem” and “Where You Can Find More Information.”

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Q:

What is the cost of the proxy solicitation?

A:

NCI will bear all of the cost of the solicitation of proxies, including the preparation, assembly, printing and mailing of all proxy materials sent by it if the merger is consummated; if the merger is terminated such cost will be shared between NCI and Ply Gem with NCI bearing the lesser of 53% of combined expenses or NCI's own expenses. NCI also reimburses banks, brokers, custodian and other record holders for their costs in forwarding the proxy materials to the beneficial owners of holders of NCI common stock. NCI and its directors, officers, and regular officers also may solicit proxies by mail, personally, by telephone or by other appropriate means. No additional compensation will be paid to directors, officers or other regular employees for such services. In addition, we have retained MacKenzie Partners, Inc. to aid in the solicitation of proxies by mail, personally, by telephone, email or other appropriate means. For these services, we will pay \$75,000, plus reasonable out-of-pocket expenses.

Q:

Who can answer any questions I may have about the special meeting, the merger, the other transactions contemplated by the merger agreement, the new stockholders agreement or the new registration rights agreement?

A:

If you have any questions about the special meeting, the merger, the new stockholders agreement, the new registration rights agreement to be entered into by NCI, the Sponsor Investors and the GGC Investors (the "new registration rights agreement"), or how to submit your proxy, or if you need additional copies of this proxy statement or documents incorporated by reference herein, the enclosed proxy card or voting instructions, you should contact:

NCI Building Systems, Inc.  
10943 North Sam Houston Parkway West  
Houston, TX 77064  
(281) 897-7788  
Attention: Corporate Secretary

MacKenzie Partners, Inc.  
1407 Broadway  
New York, NY 10018  
Shareholders May Call Toll-Free: (800) 322-2885  
Banks & Brokers May Call Collect: (212) 929-5500

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SUMMARY

The following summary highlights selected information described in more detail elsewhere in this proxy statement and the documents incorporated by reference into this proxy statement and may not contain all the information that may be important to you. To understand the merger and the other matters being voted on by NCI stockholders at the special meeting more fully, and to obtain a more complete description of the legal terms of the merger agreement, the new stockholders agreement and the new registration rights agreement, you should carefully read this entire document, including the annexes, and the documents to which NCI refers you. Each item in this summary includes a page reference directing you to a more complete description of that topic. See “Where You Can Find More Information.”

The Companies (see page 40)

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.

NCI was formed in 1984 and is incorporated in the State of Delaware. NCI’s principal executive offices are located at 10943 North Sam Houston Parkway West, Houston, Texas 77064 and its phone number is (281) 897-7788.

For additional information concerning NCI’s business, see the section entitled “Information About NCI and Ply Gem.” Ply Gem Parent, LLC

Ply Gem is a privately held Delaware limited liability company, in which the Sponsor Fund X Investor holds a controlling interest, and the parent company of a leading manufacturer of exterior building products for the residential new construction and repair and remodeling end markets in the U.S. and Canada. Ply Gem has two main product groups: (i) siding, fencing and stone and (ii) windows and doors, and has established leading positions in many of its core product categories, including vinyl siding, aluminum accessories and vinyl windows.

The principal executive offices of Ply Gem are located at 5020 West Parkway, Suite 400, Cary, North Carolina, 27513, and its telephone number is (888) 975-9436.

Effects of the Merger (see page 47)

Upon satisfaction or waiver of the conditions to closing, on the closing date, Ply Gem will merge with and into NCI, with NCI continuing its existence as a corporation incorporated under the laws of the State of Delaware. At the effective time, the Ply Gem LLC interests issued and outstanding immediately prior to the effective time will be converted into the right to receive, in the aggregate, 58,709,067 shares of NCI common stock.

Recommendation of the NCI board and Reasons of the Special Committee and NCI board for the Merger (see page 54)

The NCI board formed the NCI special committee, consisting of five of NCI’s directors who are independent and not affiliated with Sponsor (the “NCI special committee”), to consider the proposed merger with Ply Gem. After careful consideration, on July 17, 2018, the NCI special committee and the NCI board of directors (other than the Sponsor-affiliated directors, who had been recused from the matter) each unanimously determined that the terms of the merger agreement, the new stockholders agreement and the registration rights agreement, and the transactions contemplated by the merger agreement, including the merger, the share issuance and charter amendment (collectively, “transactions”), are advisable, fair and in the best interests of NCI and its stockholders. Accordingly, based on its evaluation and having received the recommendation of the NCI special committee, the NCI board, by unanimous vote of the directors not

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affiliated with Sponsor, recommends that NCI stockholders vote “FOR” the adoption of the merger agreement proposal and “FOR” the related other proposals, including the share issuance proposal, the charter amendment proposal and the compensation proposal.

The merger agreement and the merger have been approved and recommended by a special committee of NCI’s directors who are independent and not affiliated with Sponsor. NCI’s board of directors, by unanimous vote of the directors not affiliated with Sponsor, recommends that NCI stockholders vote “FOR” the adoption of the merger agreement proposal, “FOR” the share issuance proposal, “FOR” the charter amendment proposal, “FOR” the compensation proposal and “FOR” the adjournment proposal.

Opinion of NCI’s Financial Advisor (see page 59)

In connection with the merger, NCI retained Evercore Group L.L.C., which we refer to as Evercore, to act as a financial advisor to the NCI board and the NCI special committee. On July 17, 2018, at a meeting of the NCI board, Evercore rendered its oral opinion, subsequently confirmed by delivery of a written opinion that, based upon and subject to the factors, procedures, assumptions, qualifications and limitations set forth in its opinion, as of such date, the aggregate merger consideration to be paid by NCI in the merger was fair, from a financial point of view, to NCI. The full text of the written opinion, dated July 17, 2018, of Evercore, which describes, among other things, the assumptions made, procedures followed, factors considered and limitations on the review undertaken, is attached as Annex D to this document. The summary of Evercore’s opinion contained in this proxy statement/prospectus is qualified in its entirety by reference to the full text of the opinion. Evercore provided its opinion to the NCI board (in its capacity as such) for the benefit and use of the NCI board in connection with and for purposes of its evaluation of the aggregate merger consideration, from a financial point of view, to NCI. Evercore’s opinion does not address the relative merits of the merger as compared to other business or financial strategies that might be available to NCI, nor does it address the underlying business decision of NCI to engage in the merger. Evercore’s opinion does not address any other aspect of the merger and does not constitute a recommendation to any stockholder as to how to vote or act in connection with the proposed merger or any related matter.

For further information, see the section of this proxy statement entitled “Proposal 1: Adoption of the Merger Agreement — Opinion of NCI’s Financial Advisor” and Annex D.

Board of Directors and Management of Surviving Corporation Following Completion of the Merger (see page 75)

Under the terms of the merger agreement and the new stockholders agreement, at the effective time of the merger, the board of directors of the surviving corporation will consist of 12 directors, seven of whom will be directors nominated by NCI and five of whom will be persons nominated by the Sponsor Investors. Upon completion of the merger, Jim Metcalf will be the Chairman and Chief Executive Officer of NCI.

Material U.S. Federal Income Tax Consequences (see page 76)

The merger will not result in any U.S. federal income tax consequences to NCI stockholders with respect to their shares of NCI common stock. NCI stockholders should consult their own tax advisors for a full understanding of the tax consequences to them of the merger. The material U.S. federal income tax consequences of the merger are described in more detail in the section of this document entitled “Proposal 1: Adoption of the Merger Agreement — Material U.S. Federal Income Tax Consequences.”

Accounting Treatment of the Merger (see page 77)

NCI prepares its financial statements in accordance with the generally accepted accounting principles in the United States (“U.S. GAAP”) and its unaudited pro forma financial information in accordance with Article 11 of Regulation S-X. The merger will be accounted for as an acquisition under Financial Accounting Standards Codification Topic 805 (“ASC 805”), Business Combinations, with NCI being considered the accounting acquirer of Ply Gem. This means that NCI will allocate the purchase price to the

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fair value of Ply Gem's tangible and intangible assets and liabilities at the acquisition date, with the excess purchase price, if any, being recorded as goodwill. Under the acquisition method of accounting, goodwill is not amortized but is tested for impairment at least annually.

Regulatory Clearances Required to Complete the Merger (see page 77)

The consummation of the merger is conditioned on the (1) termination or expiration of the applicable waiting periods under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended ("HSR Act"), and the rules and regulations promulgated in connection with the HSR Act, and (2) the occurrence of, or the parties having received, any necessary approvals or termination of any applicable waiting periods under the Competition Act of Canada and the Austrian Cartel Act (Kartellgesetz) 2005 (BGB I 2005/61), as amended (the "Austrian Cartel Act").

On August 30, 2018, the waiting period under the HSR Act expired. On August 28, 2018, the Canadian Bureau of Competition issued an Advance Ruling Certificate approving the transaction. The parties determined that approval under the Austrian Cartel Act is not required.

Treatment of NCI Equity Awards (see page 70)

Upon the effective time of the merger, certain NCI restricted stock awards, options, restricted stock units and performance restricted stock units will become vested. Following the effective time of the merger, all other outstanding NCI equity awards will remain outstanding, without adjustment, and continue to be subject to the terms and conditions (including any vesting terms that provide for acceleration upon a change in control or a qualifying termination of employment thereafter) applicable to such awards immediately prior to the effective time of the merger. Ply Gem has no outstanding equity awards and has agreed not to grant any equity awards prior to the effective time of the merger.

Non-Solicitation of Alternative Proposals (see page 86)

NCI has agreed that it will, and will cause its subsidiaries and direct its representatives to, immediately cease and terminate any and all activities, discussions or negotiations that commenced prior to, and that were ongoing as of, July 17, 2018 regarding any transaction involving a merger, reorganization, share exchange, consolidation, business combination, recapitalization, dissolution, liquidation or similar transaction involving NCI or transaction that will result in another person owning 15% of NCI's assets or 15% of NCI common stock or securities convertible into NCI common stock (the "NCI alternative proposal"). In addition, NCI has agreed that it will not, and will cause its subsidiaries and representatives not to, directly or indirectly, (i) solicit, initiate or knowingly facilitate or encourage any inquiry, proposal or offer from any person relating to, or that could reasonably be expected to lead to, an NCI alternative proposal, (ii) engage or participate in any discussions or negotiations with, or provide any non-public information or access to the business, properties, assets, books or records of NCI or its subsidiaries to, or cooperate with, assist or facilitate any efforts by any person relating to or in connection with, or that was intended to and could reasonably be expected to lead to, an NCI alternative proposal, (iii) accept any proposal or offer from any person relating to or in connection with an NCI alternative proposal, (iv) approve, adopt, or enter into or recommend any contract, term sheet, letter of intent or similar agreement with any person (other than Sponsor, Ply Gem, or another affiliate of Sponsor) relating to or in connection with an NCI alternative proposal, (v) amend or grant any waiver or release under any standstill or similar agreement with respect to any class of equity securities of NCI or its subsidiaries, subject to the NCI board's fiduciary duties, as exercised by the NCI special committee, under the Delaware General Corporation Law (the "DGCL") or (vi) resolve, agree or publicly propose to, or permit NCI or any of its subsidiaries or any of its representatives to agree or publicly propose to, take any of the actions referred to in clauses (i)-(v).

Nevertheless, NCI is permitted, prior to obtaining the approval of its stockholders adopting the merger agreement and approving the transactions ("stockholder approval"), to engage in the activities described in clauses (i) and (ii) of the preceding paragraph solely with and to any person who has made an unsolicited bona fide written alternative proposal that did not result from a breach of NCI's non-solicitation obligations under the merger agreement; provided that (i) no non-public information may be furnished until NCI

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receives an executed confidentiality agreement containing limitations on the use and disclosure of non-public information no less favorable to that party in the aggregate than the terms of the confidentiality agreement between NCI and Ply Gem; and (ii) prior to taking any such actions, the NCI special committee determines in good faith, after consultation with its financial advisors and legal counsel, that such alternative proposal is, or would reasonably be expected to lead to, a superior proposal.

From and after July 17, 2018, Ply Gem and Sponsor (i) shall, and shall cause their respective affiliates and representatives to, immediately terminate any and all activities, discussions or negotiations that commenced prior to July 17, 2018, regarding any transaction involving a merger, reorganization, share exchange, consolidation, business combination, recapitalization, dissolution, liquidation or similar transaction involving Ply Gem or transaction that will result in another person owning 15% of Ply Gem's assets or 15% of Ply Gem LLC interests (the "Ply Gem alternative proposal"); (ii) shall not, and shall cause their respective affiliates and representatives not to, directly or indirectly, (A) solicit, initiate, or knowingly encourage, or take any other action to knowingly facilitate, any Ply Gem alternative proposal or any inquiry or proposal that would reasonably be expected to lead to a Ply Gem alternative proposal, (B) enter into, continue or otherwise participate in any discussions or negotiations regarding, or furnish to any person (other than NCI) any information with respect to, or otherwise cooperate in any way with, any Ply Gem alternative proposal or any inquiry or proposal that would reasonably be expected to lead to a Ply Gem alternative proposal or (C) approve, endorse, recommend, execute or enter into any term sheet, letter of intent, memorandum of understanding, agreement in principle, joint venture agreement, partnership agreement or merger, acquisition or similar agreement constituting or contemplating any Ply Gem alternative proposal.

Change in NCI board Recommendation and Superior Proposal Termination Right (see page 87)

Prior to the stockholder approval, in response to a bona fide written alternative proposal received by NCI after the execution date that did not result from a breach of its non-solicitation obligations, the NCI board, acting through directors not affiliated with Sponsor, or the NCI special committee may effect a recommendation change or terminate the merger agreement in order to enter into a definitive agreement relating to such proposal, if prior to taking such action the NCI special committee determines in good faith after consultation with its financial advisors and outside legal counsel that (i) such alternative proposal is a superior proposal and (ii) failure to take such action would be inconsistent with the directors' fiduciary duties under applicable law; provided, however, that prior to effecting a recommendation change or terminating the merger agreement, NCI has complied with certain procedural and notice requirements, including by negotiating in good faith with Ply Gem, to revise the terms and conditions of the merger agreement such that it would cause the alternative proposal to no longer be a superior proposal.

In addition, prior to adoption by NCI stockholders of the merger agreement, in response to an intervening event that occurs or arises after the execution date, NCI may effect a recommendation change if prior to taking such action the NCI board or the NCI special committee reasonably determines in good faith, after consultation with its financial advisors and outside legal counsel, that the failure of the NCI board or NCI special committee to effect a recommendation change would be inconsistent with its fiduciary duties under applicable law; provided, however, that prior to effecting a recommendation change, NCI has complied with certain procedural and notice requirements, including by negotiating in good faith to enable Ply Gem to revise the merger agreement such that it would cause the failure of the NCI board to effect a recommendation change to no longer be inconsistent with its fiduciary duties.

Conditions to Completion of the Merger (see page 90)

The obligations of NCI and Ply Gem to consummate the merger are subject to the satisfaction or waiver (to the extent permissible under applicable laws) of the following mutual conditions:

- adoption of the merger agreement proposal by NCI stockholders;
  
- any waiting periods applicable to the merger under the HSR Act having been terminated or expired and any necessary approvals or termination of any applicable waiting periods under the Competition Act of Canada and the Austrian Cartel Act;



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- absence of any decision, injunction, decree, ruling, law or order (whether temporary, preliminary or permanent) enjoining or otherwise prohibiting the consummation of the transactions; and

- NCI common stock to be issued in the merger having been approved for listing on the NYSE, subject to official notice of issuance.

The obligation of Ply Gem to effect the merger is also subject to the satisfaction or waiver by Ply Gem of the following additional conditions:

- the accuracy of the representations and warranties of NCI set forth in the merger agreement, subject, in most cases, to “materiality” or “material adverse effect” standards set forth in the merger agreement, as of the date of the merger agreement and as of the closing date of the merger (except to the extent such representations and warranties are expressly made as of a specific date, in which case such representations and warranties will be true and correct as of such specific date only) and Ply Gem’s receipt of an officer’s certificate from NCI to such effect;

- the performance of, or compliance with, in all material respects all agreements and covenants required to be performed or complied with under the merger agreement by NCI at or prior to the effective time and Ply Gem’s receipt of an officer’s certificate from NCI to such effect;

- the receipt by Ply Gem of a written tax opinion from Debevoise & Plimpton LLP (“Debevoise”), in form and substance reasonably satisfactory to Ply Gem, dated as of the closing date, to the effect that, on the basis of the facts, representations and assumptions set forth or referred to in such opinion, the merger will qualify as a “reorganization” within the meaning of the Code; and

- the delivery by NCI to Ply Gem of copies of the new stockholders agreement and the new registration rights agreement duly executed by NCI.

The obligations of NCI to effect the merger are also subject to the satisfaction or waiver by NCI of the following additional conditions:

- the accuracy of the representations and warranties of Ply Gem set forth in the merger agreement, subject, in most cases, to “materiality” or “material adverse effect” standards set forth in the merger agreement, as of the date of the merger agreement and as of the closing date of the merger (except to the extent such representations and warranties are expressly made as of a specific date, in which case such representations and warranties will be true and correct as of such specific date only) and NCI’s receipt of an officer’s certificate from Ply Gem to such effect;

- the performance of, or compliance with, in all material respects all agreements and covenants required to be performed or complied with under the merger agreement by Ply Gem and Sponsor at or prior to the effective time and NCI’s receipt of an officer’s certificate from Ply Gem to such effect;

- the receipt by NCI of a written tax opinion from Wachtell, Lipton, Rosen & Katz (“Wachtell Lipton”), in form and substance reasonably satisfactory to NCI, dated as of the closing date, to the effect that, on the basis of the facts, representations and assumptions set forth or referred to in such opinion, the merger will qualify as a “reorganization”



within the meaning of the Code; and

- the delivery by the investors to NCI of copies of the new stockholders agreement and the new registration rights agreement duly executed by the investors.

As further discussed under the section titled “Risk Factors,” neither NCI nor Ply Gem can be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

Termination of the Merger Agreement (see page 92)

NCI and Ply Gem may mutually agree to terminate the merger agreement before consummating the merger, even after adoption of the merger agreement proposal by NCI stockholders.

In addition, either NCI or Ply Gem may terminate the merger agreement if:

- any governmental authority of competent jurisdiction shall have issued any order, decree, ruling or injunction or taken any other action permanently restraining, enjoining or otherwise prohibiting

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the consummation of the transactions contemplated by the merger agreement and such order, decree, ruling or injunction or other action shall have become final and nonappealable, or if there shall be adopted any law that makes consummation of such transactions illegal or otherwise prohibited (provided that the party seeking to terminate the agreement has fulfilled its general efforts obligations under the merger agreement);

- the merger is not consummated by January 17, 2019 or if the stockholder approval is not obtained (provided that this right to terminate the merger agreement shall not be available to any party whose failure to fulfill any of its covenants or agreements under the merger agreement has been the principal cause of, or resulted in, the failure of the merger to occur on or before the end date);

- any of the representations or warranties of the other party is inaccurate or any covenant or other agreement of the parties contained in the merger agreement is breached by the other party, and any such breaches or inaccuracies that (i) would cause a condition of closing not to be satisfied and (ii) are not curable, or if curable, is not cured during the time period set forth in the merger agreement (provided that the party seeking to terminate the merger agreement pursuant to this provision is not itself in material breach of any of its representations, warranties and covenants); and

- the special meeting has concluded without adoption of the merger agreement proposal by NCI stockholders.

NCI may also terminate the merger agreement in order to enter into a definitive agreement with respect to a superior proposal prior to the stockholder approval (provided that NCI has complied with certain procedural, notice and other requirements set forth in the merger agreement and, no later than two (2) business days after such termination, NCI pays a termination fee to Ply Gem).

Ply Gem may also terminate the merger agreement if the NCI board changes or withdraws its recommendation of the transaction to stockholders.

Expenses and Termination Fees Relating to the Termination of the Merger Agreement (see page 93)

NCI will be obligated to pay Ply Gem a termination fee of \$45 million in the following circumstances:

- if Ply Gem terminates the merger agreement because the NCI board has changed or withdrawn its recommendation of the transaction to its stockholders;

- if the merger agreement is terminated by either NCI or Ply Gem because the stockholder approval is not obtained and (i) prior to the meeting of NCI's stockholders duly called for the purpose of obtaining the stockholder approval, an NCI alternative proposal is publicly proposed or disclosed and (ii) NCI enters into a definitive agreement with respect to, or consummates, such NCI alternative proposal within 12 months of such termination (provided that any reference in the definition of NCI alternative proposal to "15%" shall be deemed to be a reference to "50%");

- if the merger agreement is terminated by Ply Gem because NCI breached covenants pertaining to non-solicitation of alternative transactions and (i) before such termination, an NCI alternative proposal is publicly proposed or disclosed and (ii) NCI enters into a definitive agreement with respect to, or consummates, such NCI alternative proposal within 12 months of the merger agreement being terminated (provided that any reference in the definition of NCI alternative proposal to "15%" shall be deemed to be a reference to "50%"); or

- if the merger agreement is terminated by NCI, before the stockholder approval is obtained, in order to enter into a definitive agreement with respect to a superior alternative transaction.

In no event shall Ply Gem be entitled to receive more than one termination fee.

If the merger agreement is terminated, expenses incurred by NCI and Ply Gem in connection with the merger will be shared between NCI and Ply Gem, with NCI bearing the lesser of 53% of combined expenses or NCI's own expenses.

If the merger is consummated, the surviving corporation will bear all of the expenses of NCI and Ply Gem incurred in connection with the merger.

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Specific Performance (see page 93)

In addition to any other remedy that may be available to each party, including monetary damages, each of the parties will be entitled to an injunction or injunctions, or any other appropriate form of specific performance or equitable relief, to prevent breaches of the merger agreement and to enforce specifically its terms and provisions.

Expected Timing of the Merger (see page 78)

The merger is expected to be completed in the fourth calendar quarter of 2018. However, neither NCI nor Ply Gem can predict the actual date on which the merger will be completed, nor can the parties assure that the merger will be completed, because completion is subject to conditions beyond each party's control.

Listing of NCI Common Stock (see page 78)

It is a condition to the consummation of the merger that the shares of NCI common stock to be issued in the merger be authorized for listing on the NYSE, subject to official notice of issuance.

No Appraisal Rights (see page 78)

Under the DGCL, neither NCI's stockholders nor Ply Gem holders are entitled to appraisal rights in connection with the merger or the other transactions contemplated by the merger.

Financing Cooperation (see page 91)

The merger agreement requires Ply Gem and NCI and their subsidiaries to use their reasonable best efforts to obtain the financing contemplated by the debt commitment letter (the "debt commitment letter"), dated as of the execution date, from certain committed lenders and the arrangers party thereto and addressed to Ply Gem Midco, Inc. ("Ply Gem Midco"), a subsidiary of Ply Gem, or under certain circumstances any substitute financing.

The New Stockholders Agreement (see page B-1)

In connection with the completion of the merger, NCI, the Sponsor Investors and the GGC Investors will enter into the new stockholders agreement. Pursuant to the new stockholders agreement, among other matters, the Sponsor Investors will be entitled to nominate five out of 12 initial members of the NCI board and, thereafter, so long as the Sponsor Investors beneficially own at least 7.5% of the outstanding shares of NCI common stock, to nominate a number of board members in proportion to the Sponsor Investors' percentage beneficial ownership of outstanding NCI common stock, but never to exceed one less than the number of independent, non-Sponsor-affiliated directors serving on the NCI board. The Sponsor Investors and the GGC Investors will also have preemptive rights to subscribe for any equity securities NCI proposes to issue in accordance with each of their respective percentage beneficial ownership of NCI common stock and registration rights for the shares of NCI common stock it receives in the merger, subject to customary exceptions. Under the new stockholders agreement, among other things, until such time that their respective percentage beneficial ownership of the outstanding NCI common stock falls below 10% and stays below such threshold for a period of six months, each of the Sponsor Investors and the GGC Investors will be subject to standstill, voting and transfer restrictions and limitations, including a prohibition on transferring NCI common stock to any third party or group that beneficially owns, or would, after giving effect to such transfer, beneficially own 10% or more of the outstanding NCI common stock.

The New Registration Rights Agreement (see page 103)

Pursuant to the terms of the merger agreement, prior to, but effective as of, the closing of the merger, NCI will enter into the new registration rights agreement, pursuant to which, among other matters, the investors will be granted customary shelf, demand and piggyback registration rights.

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Sponsor Voting (see page 42)

Under NCI's existing stockholders agreement with the Sponsor Fund VIII Investors ("original stockholders agreement"), NCI's entry into the merger agreement required the Sponsor Fund VIII Investors' consent, which the Sponsor Fund VIII Investors have granted. As a result, under the original stockholders agreement, the Sponsor Fund VIII Investors are obligated to vote the shares of NCI common stock they own in favor of each of the proposals to be voted upon at the special meeting.

Risk Factors (see page 25)

Before voting at the special meeting, you should carefully consider all of the information contained in or incorporated by reference into this proxy statement, as well as the specific factors under the section titled "Risk Factors."

Interests of NCI Directors and Executive Officers in the Merger (see page 70)

NCI's directors and executive officers have interests in the merger that may be different from, or in addition to, the interests of the NCI stockholders generally. The members of the NCI board were aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and the merger, and in recommending that NCI stockholders adopt the merger agreement. You should be aware of these interests when you consider the recommendation of the NCI board that you vote in favor of the merger agreement proposal and the other proposals.

These interests include, among others: (1) the continued employment of the executive officers of NCI by the surviving corporation, the continued service of independent directors of NCI as directors of NCI or the surviving corporation, (2) each of NCI's executive officers is a party to an agreement with NCI that provides for enhanced severance benefits and accelerated vesting of equity awards in the event of a qualifying termination of employment following the merger, (3) certain NCI executive officers are entitled to retention and/or merger-related bonuses, (4) certain NCI outstanding equity awards will vest "single-trigger" upon the effective time of the merger and all other NCI outstanding equity awards will continue to vest in accordance with their terms (which may include acceleration of vesting of equity awards on a qualifying termination of employment after the effective time of the merger) and (5) NCI's directors and executive officers are entitled to continued indemnification and insurance coverage under the merger agreement. In addition, four NCI directors, James G. Berges, Nathan K. Sleeper, Jonathan L. Zrebiec, and William R. VanArsdale, are employed by or otherwise affiliated with Sponsor; the Sponsor Fund VIII Investors beneficially own approximately 34.5% of the outstanding shares of NCI common stock. The foregoing affiliations with Sponsor were known by or disclosed to the remaining directors on the NCI board. These four NCI directors recused themselves from participating in the NCI board's review and consideration of the merger and did not vote with respect to the merger. The interests of NCI directors and executive officers are described in more detail in "Proposal 1: Adoption of the Merger Agreement — Interests of NCI Directors and Executive Officers in the Merger."

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## Selected Historical Consolidated Financial Data of NCI

The following table sets forth NCI's selected consolidated historical financial information that has been derived from (i) NCI's audited consolidated financial statements as of and for the years ended October 29, 2017, October 30, 2016, November 1, 2015, November 2, 2014 and November 3, 2013, and (ii) NCI's unaudited condensed consolidated financial statements as of and for the nine months ended July 29, 2018. The information set forth below is only a summary and is not necessarily indicative of the results of future operations of NCI nor does it include the effects of the merger. You should read this financial information together with NCI's consolidated financial statements, the related notes and the sections entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations of NCI" as of and for the year ended October 29, 2017 contained in the Current Report 8-K dated August 6, 2018 and its Quarterly Report on Form 10-Q as of and for the nine month period ended July 29, 2018, filed on August 29, 2018, each of which is incorporated into this proxy statement by reference. The following information should be read together with NCI's consolidated financial statements and the notes related to those financial statements. For more information, see "Where You Can Find More Information."

	As of or for the nine months ended	Year ended				
	July 29, 2018	October 29, 2017	October 30, 2016	November 1, 2015	November 2, 2014	November 3, 2013(6)
	(Unaudited)	(Audited)				
	(In thousands, except per share data)					
Sales	\$ 1,426,943	\$ 1,770,278	\$ 1,684,928	\$ 1,563,693	\$ 1,370,540	\$ 1,308,395
Net income (loss)	\$ 35,551(1)	\$ 54,724(2)	\$ 51,027(3)	\$ 17,818(4)	\$ 11,185(5)	\$ (12,885)(7)
Net income (loss) applicable to common shares	\$ 35,303(1)	\$ 54,399(2)	\$ 50,638(3)	\$ 17,646(4)	\$ 11,085(5)	\$ (12,885)(7)
Earnings (loss) per common share:						
Basic	\$ 0.53	\$ 0.77	\$ 0.70	\$ 0.24	\$ 0.15	\$ (0.29)
Diluted	\$ 0.53(1)	\$ 0.77(2)	\$ 0.70(3)	\$ 0.24(4)	\$ 0.15(5)	\$ (0.29)(7)
Cash flow from operating activities	\$ 56,908	\$ 63,874	\$ 68,479	\$ 105,785	\$ 34,104	\$ 65,119
Total assets	\$ 1,081,694	\$ 1,031,112	\$ 1,025,396	\$ 1,049,317	\$ 739,025	\$ 750,489
Total debt	\$ 407,992	\$ 387,290	\$ 396,051	\$ 434,542	\$ 233,709	\$ 235,737
Stockholders' equity	\$ 299,086	\$ 305,247	\$ 281,317	\$ 271,976	\$ 246,542	\$ 252,758
Diluted average common	66,477	70,778	72,857	73,923	74,709	44,761(8)

shares

Note: NCI calculated the after-tax amounts below by applying the applicable statutory tax rate for the respective period to each applicable item.

(1)

Includes loss on extinguishment of debt of \$21.9 million (\$15.9 million after tax), (gain) loss on disposition of business of \$5.7 million (\$4.1 million after tax), restructuring and impairment charges of \$1.1 million (\$0.8 million after tax), strategic development and acquisition related costs of \$5.5 million (\$4.0 million after tax), gain on insurance recovery of \$4.7 million (\$3.4 million after tax), and acceleration of CEO retirement benefits charges of 4.6 million (\$3.3 million after tax).

(2)

Includes loss on sale of assets of \$0.1 million (\$0.1 million after tax), restructuring charges of \$5.3 million (\$3.2 million after tax), strategic development and acquisition related costs of \$2.0 million (\$1.2 million after tax), loss on goodwill impairment of \$6.0 million (\$3.7 million after tax), gain on insurance recovery of \$9.7 million (\$5.9 million after tax), and unreimbursed business interruption costs of \$0.5 million (\$0.3 million after tax).

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(3)

Includes gain on sale of assets and asset recovery of \$1.6 million (\$1.0 million after tax), restructuring charges of \$4.3 million (\$2.6 million after tax), strategic development and acquisition related costs of \$2.7 million (\$1.6 million after tax), and gain from bargain purchase of \$1.9 million (non-taxable).

(4)

Includes gain on legal settlements of \$3.8 million (\$2.3 million after tax), strategic development and acquisition related costs of \$4.2 million (\$2.6 million after tax), restructuring charges of \$11.3 million (\$6.9 million after tax), fair value adjustments to inventory of \$2.4 million (\$1.5 million after tax), and amortization of acquisition fair value adjustments of \$8.4 million (\$5.1 million after tax).

(5)

Includes gain on insurance recovery of \$1.3 million (\$0.8 million after tax), secondary offering costs of \$0.8 million (\$0.5 million after tax), foreign exchange losses of \$1.1 million (\$0.7 million after tax), strategic development and acquisition related costs of \$5.0 million (\$3.1 million after tax) and reversal of Canadian deferred tax valuation allowance of \$2.7 million in fiscal 2014.

(6)

Fiscal 2013 includes 53 weeks of operating activity.

(7)

Includes debt extinguishment costs of \$21.5 million (\$13.2 million after tax) and proceeds from insurance recovery of \$1.0 million (\$0.6 million after tax) and unreimbursed business interruption costs of \$0.5 million (\$0.3 million after tax) in fiscal 2013.

(8)

In May 2013, the CD&R Funds converted all of their Preferred Shares into 54.1 million shares of our Common Stock.



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## Selected Historical Data of Ply Gem

The following table shows selected historical financial and operating data of Ply Gem Holdings Inc. (“Ply Gem Holdings”), the predecessor of Ply Gem, for the periods and as of the dates indicated. The successor period presented is that of Ply Gem Midco, a wholly owned subsidiary of Ply Gem. The holding companies above Ply Gem Midco, including Ply Gem, have no additional substantive assets, liabilities or operations.

Ply Gem Holdings was acquired by the Sponsor Fund X Investor and the GGC Investor and merged with Atrium Corporation (“Atrium”) on April 12, 2018 (“Ply Gem-Atrium merger”). The selected historical financial data of Ply Gem Holdings, as of and for the years ended December 31, 2017, 2016, and 2015, are derived from the audited financial statements of Ply Gem Holdings, appearing elsewhere in this proxy statement. The selected historical financial data of Ply Gem Midco for the successor period from April 13, 2018 to June 30, 2018 and of Ply Gem Holdings for the predecessor period from January 1, 2018 to April 12, 2018 are derived from the unaudited condensed consolidated financial statements of Ply Gem Holdings and Ply Gem Midco appearing elsewhere in this proxy statement.

The information set forth below is only a summary and is not necessarily indicative of the results of future operations of Ply Gem. Only the successor period from April 13, 2018 to June 30, 2018 includes the effects of the Ply Gem-Atrium merger. The periods presented below do not include the effects of the merger. You should read this financial information together with the financial statements of Ply Gem Holdings and Ply Gem Midco and the related notes and the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of Ply Gem included in this proxy statement.

	Successor As of and for the period from April 13, 2018 to June 30, 2018	Predecessor As of and for the period from January 1, 2018 to April 12, 2018	Ply Gem Holdings Predecessor Year ended December 31,		
			2017	2016	2015(1)
(Amounts in thousands, except per share data)	(Unaudited)		(Audited)		
Statement of operations data:					
Net sales	\$ 597,936	\$ 529,643	\$ 2,056,303	\$ 1,911,844	\$ 1,839,726
Cost of products sold	479,402	426,674	1,587,790	1,449,570	1,420,014
Gross profit	118,534	102,969	468,513	462,274	419,712
Operating expenses:					
Selling, general and administrative expenses	69,812	81,364	272,984	268,714	271,874
Acquisition related expenses	11,186	67,802	—	—	—
Amortization of intangible assets	24,096	6,105	21,271	25,064	25,306
Total operating expenses	105,094	155,271	294,255	293,778	297,180
Operating earnings	13,440	(52,302)	174,258	168,496	122,532
Foreign currency gain (loss)	(1,516)	(132)	1,363	299	(3,166)
Interest expense	(43,787)	(19,054)	(69,361)	(72,718)	(74,876)
Interest income	24	22	78	36	57
Tax receivable agreement liability adjustment	—	(5,237)	10,749	(60,874)	(12,947)
Loss on modification or extinguishment of debt	—	—	(2,106)	(11,747)	—

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Income (loss) before benefit from income taxes	(31,839)	(76,703)	114,981	23,492	31,600
Provision (Benefit) from income taxes	(11,428)	(9,923)	46,654	(51,995)	(688)
Net income (loss)	\$ (20,411)	\$ (66,780)	\$ 68,327	\$ 75,487	\$ 32,288

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	Successor	Predecessor	Ply Gem Holdings Predecessor		
	As of and for the period from April 13, 2018 to June 30, 2018	As of and for the period from January 1, 2018 to April 12, 2018	Year ended December 31,		
			2017	2016	2015(1)
(Amounts in thousands, except per share data)	(Unaudited)		(Audited)		
Per basic common share:					
Net income (loss) applicable to common shares	\$ (3.20)	\$ (0.97)	\$ 1.00	\$ 1.11	\$ 0.47
Per diluted common share:					
Net income (loss) applicable to common shares	\$ (3.20)	\$ (0.97)	\$ 0.99	\$ 1.10	\$ 0.47
Total assets(2)	\$ 3,886,246	N/A	\$ 1,319,567	\$ 1,257,741(3)	\$ 1,266,572
Long-term debt, less current maturities(2)	\$ 2,434,598	N/A	\$ 807,334	\$ 836,086	\$ 975,531

(1)

Includes the results of Canyon Stone from the date of acquisition, May 29, 2015.

(2)

In accordance with ASU No. 2015-03 Interest-Imputed Interest: Simplifying the Presentation of Debt Issuance Costs, Ply Gem Holdings reclassified \$19.3 million in 2015, \$21.9 million in 2014, and \$15.1 million in 2013 of debt issuance costs to long-term debt. Total assets and total liabilities were each reduced by these amounts with no impact to net income (loss) or total shareholders' equity (deficit) previously reported.

(3)

Ply Gem Holdings elected to prospectively adopt ASU No. 2015-17 Income taxes (Topic 740): Balance Sheet Classification of Deferred Taxes, during the year ended December 31, 2016. The impact of this adoption was a reclassification of current deferred tax assets to noncurrent deferred tax assets, prior years were not retrospectively adjusted.

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## Selected Historical Financial Data of Atrium Corporation

The following table shows selected historical financial and operating data of Atrium for the periods and as of the dates indicated. Atrium was merged with Ply Gem Holdings and a controlling interest in both companies was acquired by the Sponsor Fund X investor on April 12, 2018. The selected historical financial data of Atrium as of and for the years ended December 31, 2017, 2016 and 2015 are derived from the audited financial statements of Atrium, appearing elsewhere in this proxy statement. The selected historical financial data of Atrium as of and for the three months ended March 31, 2018 are derived from the unaudited interim financial statements of Atrium appearing elsewhere in this proxy statement.

The information set forth below is only a summary and is not necessarily indicative of the results of future operations of Atrium nor does it include the effects of the merger or the Ply Gem-Atrium merger. You should read this financial information together with Atrium's financial statements, the related notes and the sections entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" of Atrium included in this proxy statement. The following information should be read together with Atrium's financial statements and the notes related to those financial statements.

(Amounts in thousands, except per share data)	As of and for the three months ended March 31, 2018	Year ended December 31,		
	(Unaudited)	2017 (Audited)	2016	2015
Statement of operations data:				
Net sales	\$ 72,369	\$ 348,844	\$ 312,628	\$ 300,453
Cost of goods sold	50,873	234,451	214,688	201,015
Gross profit	21,496	114,393	97,940	99,438
Operating expenses:				
Selling, delivery, general and administrative expenses	16,694	67,572	63,364	63,841
Amortization expense	1,722	6,723	6,231	6,432
Stock compensation expense	—	1	11	11
Total selling, delivery, general and administrative expenses	18,416	74,296	69,606	70,284
Impairment of trade name	—	1,560	200	—
Impairment of goodwill and other intangible assets	—	—	—	300
Loss on disposal of assets, net	—	(239)	288	6
Total operating expenses	18,416	75,617	70,094	70,590
Operating income from continuing operations	3,080	38,776	27,846	28,848
Interest expense	9,050	35,903	42,479	39,804
Other expense (income), net	61	226	546	(519)
Income (loss) from continuing operations before income taxes	(6,031)	2,647	(15,179)	(10,437)
Income tax expense	(464)	1,521	1,320	2,229
Loss from continuing operations	(5,567)	1,126	(16,499)	(12,666)
Loss from discontinued operations, net of tax	(436)	(1,148)	(8,173)	(13,402)

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Net (loss)	\$ (6,003)	\$ (22)	\$ (24,672)	\$ (26,068)
Total assets	\$ 213,690	\$ 213,630	\$ 203,444	\$ 214,829
Long-term debt, less current maturities	\$ 302,549	\$ 301,974	\$ 299,543	\$ 311,814
Long term debt due to related party	\$ 79,709	\$ 77,326	\$ 68,371	\$ 53,556

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**Summary Selected Unaudited Pro Forma Condensed Combined Financial Information  
of the Surviving Company**

The following selected unaudited pro forma condensed combined statements have been prepared to reflect the effects of the merger on the financial statements of NCI. The unaudited pro forma condensed combined statements of operations for the nine months ended July 29, 2018 and for the year ended October 29, 2017, are presented as if the merger had been completed on October 31, 2016, the beginning of the earliest period presented. The unaudited pro forma condensed combined balance sheet is presented as if the merger had been completed on July 29, 2018.

The following selected unaudited pro forma condensed combined financial information is not necessarily indicative of the results that might have occurred had the merger taken place on October 31, 2016 for statement of operations purposes or on July 29, 2018 for balance sheet purposes, and is not intended to be a projection of future results. Future results may vary significantly from the results reflected because of various factors, including those discussed in the section entitled “Risk Factors.” The following selected unaudited pro forma condensed combined financial information should be read in conjunction with the section entitled “Unaudited Pro Forma Condensed Combined Financial Statements” and related notes included in this proxy statement.

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NCI Building Systems, Inc.

(in thousands)	Pro Forma As of July 29, 2018
Assets	
Current assets:	
Cash and cash equivalents	140,508
Restricted cash	180
Accounts receivable, net	551,205
Inventories, net	517,104
Income taxes receivable	1,171
Investments in debt and equity securities, at market	5,785
Prepaid expenses and other current assets	61,823
Assets held for sale	7,272
Total current assets	1,285,048
Property and equipment, net	534,540
Other assets:	
Goodwill	1,693,486
Intangible assets, net	1,792,085
Deferred income tax assets	1,701
Other assets, net	19,610
Total other assets	3,506,882
Total assets	5,326,470
Liabilities	
Current liabilities:	
Notes payable	994
Accounts payable	293,493
Accrued compensation and benefits	81,077
Accrued interest	35,659
Other accrued expenses	318,107
Accrued expenses	—
Current portion of payable to related parties pursuant to tax receivable agreement	24,894
Current portion of long-term debt	22,300
Accrued income taxes	7,925
Total current liabilities	784,449
Long-term debt, net of deferred financing costs	2,892,973
Deferred income taxes	334,253
Long-term portion of payable to related parties pursuant to tax receivable agreement	23,362
Other long-term liabilities	109,187
Total long-term liabilities	3,359,775

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Total liabilities	4,144,224
Stockholders' Equity	
Common stock	1,257
Additional paid-in capital	1,439,742
Accumulated deficit	(249,963)
Accumulated other comprehensive loss	(7,623)
Treasury stock, at cost	(1,167)
Total stockholders' equity	1,182,246
Total liabilities and stockholders' equity	5,326,470

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(in thousands, except for per share data)	Pro Forma	
	For the nine months ended July 29, 2018	For the year ended October 29, 2017
Revenue		
Net sales	3,248,501	4,175,425
Cost of sales	2,540,218	3,194,568
Loss (gain) on sale of assets and asset recovery	—	137
Gross profit	708,283	980,720
Engineering, selling, general and administrative expenses	470,308	608,817
Intangible asset amortization	91,717	122,260
Goodwill impairment	—	6,000
Strategic development and acquisition related costs	5,503	1,971
Restructuring and impairment charges	1,143	5,297
Gain on insurance recovery	(4,741)	(9,749)
Loss on disposition of business	5,673	—
Operating Earnings	138,680	246,124
Interest income	236	335
Interest expense	(152,684)	(203,886)
Foreign currency gain (loss)	(2,196)	1,864
Other income, net	1,072	1,472
Loss on extinguishment of debt	(21,875)	—
Tax receivable agreement liability adjustment	5,512	10,749
Income (loss) before income taxes	(31,255)	56,658
(Benefit) provision for income taxes	8,193	20,063
Net income (loss) from continuing operations	(39,448)	36,595
Net income allocated to participating securities	(248)	(325)
Net income (loss) applicable to common shares	(39,696)	36,270
Income (loss) per common share:		
Basic	\$ (0.32)	\$ 0.28
Diluted	\$ (0.32)	\$ 0.28
Weighted average number of common shares outstanding:		
Basic	125,756	130,024
Diluted	125,872	130,173

**TABLE OF CONTENTS****Comparative Per Share Information**

The following table shows per share data regarding earnings (losses) from continuing operations, book value per share and cash dividends for NCI on a historical basis and for the surviving corporation on a pro forma basis. For the purposes of unaudited pro forma per share data of the surviving corporation, the figures for the nine months ended July 29, 2018 and for the year ended October 29, 2017 are presented as if the merger had been completed on October 31, 2016.

The following comparative per share data for NCI is derived from and should be read together with the audited historical consolidated financial statements and the related notes thereto contained in the Current Report on Form 8-K dated August 6, 2018 which is incorporated by reference into this proxy statement and the Quarterly Report on Form 10-Q as of and for the nine months ended July 29, 2018, filed on August 29, 2018, which is incorporated by reference into this proxy statement. The historical data for Ply Gem Holdings and Atrium is derived from their respective audited financial statements for the fiscal year ended December 31, 2017, which are included elsewhere in this proxy statement. The historical data for Ply Gem is derived from the unaudited condensed consolidated financial statements and accompanying notes of Ply Gem for the period from January 1, 2018 to April 12, 2018 (“predecessor period”) and the period from April 13, 2018 to June 30, 2018 (“successor period”), included in this proxy statement. The historical data for Atrium is derived from the unaudited financial data of Atrium for the three months ended March 31, 2018, which are included elsewhere in this proxy statement. The information below should be read in conjunction with the “Unaudited Pro Forma Condensed Combined Financial Statements” beginning on page 109.

	As of and for the nine months ended July 29, 2018	As of and for the six months ended June 30, 2018		As of and for the nine months ended July 29, 2018	As of and for the year ended October 29, 2017	As of and for the year ended December 31, 2017		
(in thousands, except for per share data)	Historical NCI	Historical Ply Gem (successor) April 13, 2018 – June 30, 2018	Historical Ply Gem Holdings (predecessor) January 1, 2018 – April 12, 2018	Historical Ply Gem Holdings (predecessor) January 1, 2018 – April 12, 2018	Historical Ply Gem Holdings (predecessor) January 1, 2018 – April 12, 2018	Historical Ply Gem Holdings (predecessor) January 1, 2018 – April 12, 2018	Historical Ply Gem Holdings (predecessor) January 1, 2018 – April 12, 2018	Historical Ply Gem Holdings (predecessor) January 1, 2018 – April 12, 2018
Income per common share – basic	\$ 0.53	Note 1	Note 1	Note 3	\$ (0.32)	\$ 0.77	\$ 1.00	\$ (0.00)
Income per common share – diluted	\$ 0.53	Note 1	Note 1	Note 3	\$ (0.32)	\$ 0.77	\$ 0.99	\$ (0.00)
Weighted average number of common shares outstanding – basic	66,361	6,380	68,558	Note 4	125,756	70,629	68,443	2,010
Weighted average number of common shares outstanding – diluted	66,477	6,380	68,558	Note 4	125,872	70,778	69,007	2,010
Book value per share of common	\$ 4.52	\$ 0.10	Note 2	Note 5	\$ 9.41	\$ 4.46	\$ 1.20	\$ (113.23)

stock

Dividends declared per share of common stock	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
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(1)

Pro forma per share figures include the number of shares of NCI common stock expected to be issued to Ply Gem (or its members) in the merger and to certain NCI accelerated equity award holders. For more information, refer to the Unaudited Pro Forma Condensed Combined Financial Information.

Note 1 — Ply Gem has previously not prepared nine-month period ended June 30, 2018 financial information. The financial statements of Ply Gem for the six-month period ended June 30, 2018 are split between the predecessor period, from January 1, 2018 to April 12, 2018, and the successor period, April 13, 2018 to June 30, 2018. Historical basic and diluted earnings per share for both the predecessor and the successor periods were (\$0.97) and (\$3.20), respectively.

Note 2 — Ply Gem Holdings has not prepared a balance sheet as of April 12, 2018. As such, the book value per share of common stock as of April 12, 2018 was not computed for Ply Gem.

Note 3 — Atrium has previously not prepared nine-month period ended June 30, 2018 financial information.

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Note 4 — Atrium was acquired by Ply Gem on April 12, 2018. As of March 31, 2018 there were 2.0 million shares outstanding for Atrium.

Note 5 — Atrium has not prepared a balance sheet as of April 12, 2018, as such the book value per share of common stock as of April 12, 2018 was not computed for Atrium. The book value per share of common stock at March 31, 2018 was (\$117.65).

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### RISK FACTORS

In addition to the other information included and incorporated by reference into this proxy statement, including the matters addressed in the section titled “Cautionary Statements Regarding Forward-Looking Statements,” you should carefully consider the following risk factors before deciding whether to vote for the merger agreement proposal. In addition, you should read and consider the risks associated with each of the businesses of NCI and Ply Gem because these risks will relate to the surviving corporation following the completion of the merger. Descriptions of some of these risks can be found in the Annual Report of NCI on Form 10-K for the fiscal year ended October 29, 2017, and any amendments thereto, as such risks may be updated or supplemented in NCI’s subsequently filed Quarterly Reports on Form 10-Q or Current Reports on Form 8-K, including the Current Report of NCI on Form 8-K, dated August 6, 2018, which are incorporated by reference into this proxy statement. You should also consider the other information in this document and the other documents incorporated by reference into this document. See “Where You Can Find More Information.”

#### Risks Relating to the Merger

NCI and Ply Gem may fail to complete the merger if certain required conditions, many of which are outside the companies’ control, are not satisfied.

Completion of the merger is subject to various customary closing conditions, including, but not limited to, (i) adoption of the merger agreement by NCI’s stockholders, (ii) the expiration or termination of any applicable waiting period under the HSR Act, the Competition Act of Canada and the Austrian Cartel Act, (iii) the absence of any order of injunction prohibiting the consummation of the merger, (iv) no material adverse effect occurring with respect to NCI or Ply Gem, (v) subject to certain exceptions and materiality and material adverse effect standards, the accuracy of the representations and warranties of the parties to the merger agreement, (vi) performance and compliance by the parties to the merger agreement in all material respects with agreements and covenants contained in the merger agreement and (vii) the receipt by each company of a written opinion from its tax counsel to the effect that the merger will qualify as a “reorganization” within the meaning of Section 368(a) of the Code. On August 30, 2018, the waiting period under the HSR Act expired. On August 28, 2018, the Canadian Bureau of Competition issued an Advance Ruling Certificate approving the transaction. The parties determined that approval under the Austrian Cartel Act is not required. Despite the companies’ best efforts, they may not be able to satisfy or receive the various closing conditions or obtain the necessary approvals in a timely fashion or at all.

Failure to complete the merger could negatively impact NCI’s stock prices and future businesses and financial results. If the merger is not completed, NCI will be subject to several risks, including the following:

- certain damages for which NCI may be liable to Ply Gem under the terms and conditions of the merger agreement, including a termination fee in certain circumstances;
- payment for certain costs relating to the merger, whether or not the merger is completed, such as legal, accounting, financial advisor and printing fees;
- negative reactions from the financial markets, including declines in the price of NCI’s common stock due to the fact that current prices may reflect a market assumption that the merger will be completed;
- diverted attention of NCI’s management to the merger rather than to NCI’s operations and pursuit of other opportunities that could have been beneficial to it; and
- a negative impact on NCI’s future growth plan, including with regard to potential acquisitions, for which the surviving corporation is likely to provide a stronger foundation.

Directors and executive officers of NCI may have interests in the transactions contemplated by the merger agreement that are different from, or in addition to, those of NCI stockholders generally.

NCI's directors and executive officers have interests in the merger that may be different from, or in addition to, the interests of the NCI stockholders generally. The members of the NCI board were aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement

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and the merger, and in recommending that NCI stockholders adopt the merger agreement. You should be aware of these interests when you consider the recommendation of the NCI board that you vote in favor of the merger agreement proposal, the compensation proposal and the other proposals.

These interests include, among others: (1) the continued employment of the executive officers of NCI by the surviving corporation, the continued service of independent directors of NCI as directors of NCI or the surviving corporation, (2) each of NCI's executive officers is a party to an agreement with NCI that provides for enhanced severance benefits and accelerated vesting of equity awards in the event of a qualifying termination of employment following the merger, (3) certain NCI executive officers are entitled to retention and/or merger-related bonuses, (4) certain NCI outstanding equity awards will vest "single-trigger" upon the effective time of the merger and all other NCI outstanding equity awards will continue to vest in accordance with their terms (which may include acceleration of vesting of equity awards on a qualifying termination of employment) and (5) NCI's directors and executive officers are entitled to continued indemnification and insurance coverage under the merger agreement.

In addition, four NCI directors, James G. Berges, Nathan K. Sleeper, Jonathan L. Zrebiec, and William R. VanArsdale, are employed by or otherwise affiliated with Sponsor; the Sponsor Fund VIII Investors beneficially own approximately 34.5% of the outstanding shares of NCI common stock. The foregoing affiliations with Sponsor were known by or disclosed to the remaining directors on the NCI board. These four NCI directors recused themselves from participating in the NCI board's review and consideration of the merger and did not vote with respect to the merger. The interests of NCI directors and executive officers are described in more detail in "Proposal 1: Adoption of the Merger Agreement — Interests of NCI Directors and Executive Officers in the Merger."

The consideration to be received by Ply Gem Holders is fixed and will not be adjusted for changes affecting Ply Gem or NCI.

Under the merger agreement, at the closing of the merger, the Ply Gem LLC interests outstanding as of immediately prior to the closing of the merger will be converted into the right of the holders to receive, in the aggregate with respect to all such interests, the aggregate merger consideration, with each holder being entitled to receive its pro rata share of the aggregate merger consideration. The aggregate merger consideration is fixed and will not be adjusted prior to completion of the merger for changes in the businesses, operations, results and prospects of Ply Gem or NCI. Such changes may affect the value of the aggregate merger consideration or may affect the market value of NCI stock prior to the completion of the merger. Market assessments of the benefits of the merger and general and industry-specific market and economic conditions may also have an effect on the market price of NCI common stock. NCI will be subject to various uncertainties and contractual restrictions while the merger is pending that could adversely affect its business and operations.

Uncertainty about the effect of the merger on customers, suppliers and vendors may have an adverse effect on NCI's business, financial condition and results of operations. It is possible that some customers, suppliers and other persons with whom NCI has business relationships may delay or defer certain business decisions, or might decide to seek to terminate, change or renegotiate their relationship with NCI as a result of the merger, which could negatively affect NCI's financial results, as well as the market price of NCI common stock, regardless of whether the merger is completed.

In addition, under the terms of the merger agreement, NCI is subject to certain restrictions on the conduct of its business prior to completing the merger, which may adversely affect its ability to execute certain of its business strategies. These restrictions may, among other matters, prevent NCI from pursuing otherwise attractive business opportunities, selling assets, incurring indebtedness, engaging in significant capital expenditures in excess of certain limits set forth in the merger agreement, entering into other transactions or making other changes to NCI's business prior to consummation of the merger or termination of the merger agreement. Such limitations could negatively affect NCI's businesses and operations prior to the completion of the merger.

NCI may have difficulty attracting, motivating and retaining executives and other employees in light of the merger. Uncertainty about the effect of the merger on NCI's employees may impair its ability to attract, retain and motivate personnel until the merger is completed. Employee retention may be particularly challenging

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during the pendency of the merger, as employees may feel uncertain about their future roles with the combined organization. In addition, NCI may have to provide additional compensation in order to retain employees. If employees depart because of issues relating to the uncertainty and difficulty of integration or a desire not to become employees of the surviving corporation, the surviving corporation's ability to realize the anticipated benefits of the merger could be adversely affected.

The provisions of the merger agreement limiting NCI's ability to pursue alternative transactions to the merger and requiring it to pay a termination fee if it does so may discourage others from trying to acquire NCI.

The merger agreement prohibits NCI and its directors, officers, employees, advisors and other representatives, subject to specified exceptions, from initiating, soliciting or knowingly facilitating or encouraging any inquiry, proposal or offer from any third party regarding alternative acquisition proposals. This prohibition limits NCI's ability to pursue offers from other possible acquirers that may constitute superior alternative transactions. If NCI receives an unsolicited proposal from a third party that is superior to the merger with Ply Gem and the merger agreement is terminated, NCI would be required to pay a termination fee to Ply Gem.

These provisions could discourage a potential third-party acquirer that might have an interest in acquiring all or a significant portion of NCI's common stock or assets from considering or proposing that acquisition, even if it were prepared to pay consideration with a higher market value than the market value proposed to be realized in the merger. Similarly, these provisions might result in a potential third-party acquirer proposing to pay a lower price to NCI stockholders than it might otherwise have proposed to pay because of the added expense of the termination fee that may become payable in certain circumstances. If the merger agreement is terminated and we determine to seek another business combination, we may not be able to negotiate a transaction with another party on terms comparable to, or better than, the terms of the merger agreement.

In connection with the merger, Ply Gem, NCI and/or the surviving corporation may be required to take write-downs or write-offs, restructuring and impairment or other charges that could negatively affect the business, assets, liabilities, prospects, outlook, financial condition and results of operations of Ply Gem, NCI and/or the surviving corporation. Although Ply Gem and NCI have conducted extensive due diligence on each other in connection with the merger, they cannot assure you that this diligence revealed all material issues that may be present, that it would be possible to uncover all material issues through a customary amount of due diligence, or that factors outside of NCI's and Ply Gem's control will not later arise. Even if NCI's and Ply Gem's due diligence successfully identifies certain risks, unexpected risks may arise and previously known risks may materialize in a manner not consistent with NCI's and Ply Gem's preliminary risk analysis. Further, as a result of the merger, purchase accounting, and the proposed operation of the surviving corporation going forward, Ply Gem, NCI and/or the surviving corporation may be required to take write-offs or write-downs, restructuring and impairment or other charges. As a result, Ply Gem, NCI and/or the surviving corporation may be forced to write-down or write-off assets, restructure its operations, or incur impairment or other charges that could negatively affect the business, assets, liabilities, prospects, outlook, financial condition and results of operations of Ply Gem, NCI and/or the surviving corporation.

The market price of the surviving corporation's NCI common stock may be volatile, and holders of the surviving corporation's NCI common stock could lose a significant portion of their investment due to drops in the market price of the surviving corporation's NCI common stock following completion of the merger.

The market price of the surviving corporation's NCI common stock may be volatile, and following completion of the merger or otherwise due to fluctuations in its market price, including changes in price caused by factors unrelated to the surviving corporation's operating performance or prospects.

Specific factors that may have a significant effect on the market price for the surviving corporation's NCI common stock include, among others, the following:

- changes in stock market analyst recommendations or earnings estimates regarding the surviving corporation's NCI common stock, other companies comparable to it or companies in the industries they serve;



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- actual or anticipated fluctuations in the surviving corporation’s operating results of future prospects;
- reaction to public announcements by the surviving corporation;
- strategic actions taken by the surviving corporation or its competitors, such as the intended business separations, acquisitions or restructurings;
- failure of the surviving corporation to achieve the perceived benefits of the transactions, including financial results and anticipated synergies, as rapidly as or to the extent anticipated by financial or industry analysts;
- adverse conditions in the financial market or general U.S. or international economic conditions, including those resulting from war, incidents of terrorism and responses to such events; and
- sales of NCI common stock by the surviving corporation, members of its management team or significant stockholders.

The opinion of NCI’s financial advisor will not be updated to reflect changes in circumstances between the signing of the merger agreement in July 2018 and the completion of the merger.

NCI has not obtained an updated opinion from its financial advisor as of the date of this proxy statement, and NCI does not anticipate asking its financial advisor to update its opinion. Changes in the operations and prospects of NCI or Ply Gem, general market and economic conditions and other factors that may be beyond the control of NCI or Ply Gem, and on which NCI’s financial advisor’s opinion was based, may significantly alter the price of the shares of NCI common stock or the value of the Ply Gem LLC interests by the time the merger is completed. The opinion does not speak as of the time the merger will be completed or as of any date other than the date of the merger agreement. Because NCI’s financial advisor will not be updating its opinion, which was issued in connection with the signing of the merger agreement in July 2018, the opinion will not address the fairness of the merger consideration from a financial point of view at the time the merger is completed. The NCI board’s recommendation that NCI stockholders vote “FOR” the merger agreement proposal, however, is made as of the date of this proxy statement. For a description of the opinion that NCI received from its financial advisor, please refer to “Proposal 1: Adoption of the Merger Agreement — Opinion of NCI’s Financial Advisor.”

**Risks Relating to the Business of the Surviving Corporation upon Completion of the Merger**

Upon consummation of the merger, Ply Gem will merge with and into NCI, with NCI continuing its existence as a Delaware corporation. Accordingly, the risks specific to the businesses of NCI and Ply Gem will affect the combined business of the surviving corporation.

You should read and consider risk factors specific to the business of Ply Gem described below under “— Other Risk Factors of Ply Gem.” In addition, you should read and consider the risk factors described in Item 1A of NCI’s Annual Report on Form 10-K for the fiscal year ended October 29, 2017, as updated by subsequent Quarterly Reports on Form 10-Q, all of which are filed by NCI with the SEC and incorporated by reference into this document. See “Where You Can Find More Information.”

The surviving corporation may fail to realize the anticipated benefits of the merger and may assume unanticipated liabilities.

The success of the merger will depend on, among other things, the surviving corporation’s ability to combine the NCI and Ply Gem businesses in a manner that realizes the various benefits, growth opportunities and synergies identified by the companies. Achieving the anticipated benefits of the transaction is subject to a number of risks and

uncertainties. NCI would assume all of the liabilities associated with Ply Gem, which could reduce the value of Ply Gem to NCI. Also, it is uncertain whether NCI's and Ply Gem's existing operations and the acquired properties and assets can be integrated in an efficient and effective manner.

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As with other acquisitions, the success of the merger depends on, among other things, the accuracy of NCI's assessment of the operating costs and various other factors. These assessments are necessarily inexact. Although the business and operations to be acquired are subject to many of the risks and uncertainties to which both NCI and Ply Gem businesses and operations are subject, risks associated with the merger in particular include those associated with the significant size of the transaction relative to NCI's and Ply Gem's existing operations.

In addition, the integration of operations following the merger will require the attention of NCI's management and other personnel, which may distract their attention from NCI's day-to-day business and operations and prevent the surviving corporation from realizing benefits from other opportunities. Completing the integration process may be more expensive than anticipated, and NCI cannot assure you that it will be able to effect the integration of these operations smoothly or efficiently, or that the anticipated benefits of the transaction will be achieved.

The unaudited pro forma condensed combined financial information included in this proxy statement is preliminary. The actual financial condition and results of operations of NCI after the merger may differ materially.

This proxy statement includes unaudited pro forma condensed combined financial information for NCI, which we refer to as the pro forma financial information, that combines the audited historical consolidated financial statements of NCI for the fiscal year ended October 29, 2017 and the unaudited historical consolidated financial information of NCI as of and for the nine months ended July 29, 2018 with the Ply Gem-Atrium merger the unaudited pro forma condensed combined financial information for the fiscal year ended December 31, 2017 and as of and for the nine months ended June 30, 2018, adjusted to give effect to the merger. The pro forma financial information should be read in conjunction with NCI's financial statements and accompanying notes, which are incorporated by reference in this proxy statement, and the historical financial statements of Ply Gem Holdings and Atrium included elsewhere in this proxy statement. The pro forma financial statements are presented for illustrative purposes only, are based on certain assumptions, address a hypothetical situation and reflect limited historical financial data. The pro forma financial information is presented for illustrative purposes only, is based on certain assumptions, addresses a hypothetical situation and reflects limited historical financial data. The pro forma financial information does not include, among other things, estimated cost or growth synergies, adjustments related to restructuring or integration activities, future acquisitions or disposals not yet known or probable, or impacts of merger-related change in control provisions that currently are not factually supportable and/or probable of occurring. Therefore, the pro forma financial information is presented for informational purposes only and is not necessarily indicative of what the surviving corporation's actual financial condition or results of operations would have been had the merger been completed on the dates indicated. Accordingly, NCI's business, assets, results of operations and financial condition may differ significantly from those indicated by the pro forma financial informations included in this proxy statement. For more information, see "Unaudited Pro Forma Condensed Combined Financial Information."

The Sponsor Investors will have the ability to exercise significant influence over certain corporate actions following completion of the merger.

Following the merger, affiliates of the Sponsor Investors will collectively own approximately 49.7% of NCI outstanding NCI common stock. As a significant stockholder, the Sponsor Investors could significantly influence the outcome of matters requiring a stockholder vote, including the election of directors, the adoption of any amendment to NCI's certificate of incorporation or bylaws and the approval of mergers and other significant corporate transactions. Their influence over NCI may have the effect of delaying or preventing a change of control or may adversely affect the voting and other rights of other stockholders.

If, subject to the new stockholders agreement transfer restrictions, the Sponsor Investors or the GGC Investors were to sell all or a material number of the shares issued to it in the merger, the market price of NCI's common stock could be negatively impacted.

The Sponsor Fund X Investor will receive approximately 39,128,930 shares of NCI common stock in the merger and, combined with the Sponsor Fund VIII Investors' current ownership of NCI common stock, the Sponsor Investors will own approximately 49.7% of the shares expected to be outstanding upon

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closing. The GGC Investors will receive approximately 18,981,187 shares of NCI common stock, representing approximately 15.7% of the shares expected to be outstanding upon closing.

Sales of these shares are subject to certain transfer restrictions pursuant to the new stockholders agreement. Following the expiration of such transfer restrictions, sales of these shares, particularly if sold in substantial amounts or all at once or within a short time period, could cause the market price of NCI common stock to decline or affect NCI's ability to raise equity capital around the time of such sales. In addition, for so long as the Sponsor Investors and the GGC Investors hold a significant number of shares, the possibility that the Sponsor Investors or the GGC Investors might sell a substantial number of shares could depress the market price for NCI common stock. Pursuant to the terms of the new registration rights agreement, NCI is obliged to file a shelf registration statement, upon the later of a date that is 90 days after the closing date and January 31, 2019, to permit a public resale of the NCI common stock held by the GGC Investors and by the Sponsor Investors.

The financial analyses and forecasts considered by NCI and its financial advisor may not be realized, which may adversely affect the market price of NCI common stock following the completion of the merger.

In performing its financial analyses and rendering its opinion regarding fairness, from a financial point of view, of the NCI merger consideration, the financial advisor to NCI relied on, among other things, internal forecasts and cost savings and operating synergies projections provided to it. See "Proposal 1: Adoption of the Merger Agreement — Certain NCI and Ply Gem Unaudited Prospective Financial and Operating Information." The forecasts were prepared by, or as directed by, the managements of NCI and Ply Gem. None of these analyses and forecasts was prepared with a view towards public disclosure or compliance with the published guidelines of the SEC, U.S. GAAP, or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of financial forecasts. These projections are inherently based on various estimates and assumptions that are subject to the judgment of those preparing them. These projections are also subject to significant economic, competitive, industry and other uncertainties and contingencies, all of which are difficult or impossible to predict and many of which are beyond the control of NCI and Ply Gem. There can be no assurance that NCI's or Ply Gem's financial condition or results of operations will be consistent with those set forth in such analyses and forecasts, which could have a material impact on the market price of NCI common stock following the merger.

Combining the businesses of NCI and Ply Gem may be more difficult, costly and time-consuming than expected, which may adversely affect the surviving corporation's results and negatively affect the value of NCI common stock following the merger.

NCI and Ply Gem have entered into the merger agreement because each believes that combining the businesses of NCI and Ply Gem will produce benefits and cost savings. However, NCI and Ply Gem historically have operated as independent companies and will continue to do so until the completion of the merger. Following the completion of the merger, the surviving corporation's management will need to integrate NCI's and Ply Gem's respective business. The combination of two independent businesses is a complex, costly and time-consuming process and the management of the surviving corporation may face significant challenges in implementing such integration, many of which may be beyond the control of management, including, without limitation:

- latent impacts resulting from the diversion of NCI's and Ply Gem's respective management teams' attention from ongoing business concerns as a result of the devotion of management's attention to the merger and performance shortfalls at one or both of the companies;
- ongoing diversion of the attention of management from the operation of the surviving corporation's business as a result of the intended business separations;
- difficulties in achieving anticipated cost savings, synergies, business opportunities and growth prospects;
- the possibility of faulty assumptions underlying expectations regarding the integration process;



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- unanticipated issues in integrating accounting, information technology, communications programs, financial procedures and operations, and other systems, procedures and policies;

- difficulties in managing a larger surviving corporation, addressing differences in business culture and retaining key personnel;

- unanticipated changes in applicable laws and regulations;

- coordinating geographically separate organizations; and

- unforeseen expenses or delays associated with the merger.

Some of these factors will be outside of the control of NCI and Ply Gem, and any one of them could result in increased costs and diversion of management's time and energy, as well as decreases in the amount of expected revenue that could materially impact the business, financial conditions and results of operations of the combined business. The integration process and other disruptions resulting from the merger may also adversely affect the surviving corporation's relationships with employees, suppliers, customers, distributors, licensors and others with whom NCI and Ply Gem have business or other dealings, and difficulties in integrating the businesses of NCI and Ply Gem could harm the reputation of the surviving corporation.

If the surviving corporation is not able to successfully combine the businesses of NCI and Ply Gem in an efficient, cost-effective and timely manner, the anticipated benefits and cost savings of the merger may not be realized fully, or at all, or may take longer to realize than expected, and the value of NCI common stock, the revenues, levels of expenses and results of operations may be affected adversely. If the surviving corporation is not able to adequately address integration challenges, the surviving corporation may be unable to successfully integrate NCI's and Ply Gem's operations or realize the anticipated benefits of the transactions.

NCI will incur significant costs in connection with the integration of the surviving corporation.

While both NCI and Ply Gem have assumed that a certain level of expenses would be incurred in connection with the merger and the other transactions contemplated by the merger agreement, there are many factors beyond their control that could affect the total amount of, or the timing of, anticipated expenses with respect to the integration and implementation of the combined businesses.

There may also be additional unanticipated significant costs in connection with the merger that the surviving corporation may not recoup. These costs and expenses could reduce the benefits and additional income NCI expects to achieve from the merger. Although NCI expects that these benefits will offset the transaction expenses and implementation costs over time, this net benefit may not be achieved in the near term or at all.

NCI may pursue acquisitions as part of its future growth strategy, which could result in NCI acquiring additional risk or liability and result in dilution to NCI's stockholders.

NCI's management and the NCI board regularly consider potential strategic alternatives, including potential acquisitions and business combination transactions, and, from time to time, NCI has pursued various transaction opportunities. NCI expects to continue to evaluate and pursue potential strategic acquisitions and business combination transactions as part of its growth strategy. No assurance can be given that NCI will be successful in identifying attractive acquisition candidates or completing acquisitions on favorable terms. In the event NCI does make acquisitions, such acquisitions may be accompanied by risks commonly associated with acquisitions. These risks include potential exposure to unknown liabilities of acquired companies or to acquisition costs and expenses, the difficulty and expense of integrating the operations and personnel of the acquired companies, the potential disruption to the business of the surviving corporation and potential diversion of NCI's management's time and attention, the

impairment of relationships with and the possible loss of key employees and customers as a result of the changes in management, and the incurrence of amortization expenses and write-downs. In the event that NCI chooses to use equity as consideration for such acquisitions, NCI stockholders may suffer dilution.

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The significant amount of the surviving corporation's indebtedness may limit the cash flow available to invest in the ongoing needs of the business.

The surviving corporation will have substantial indebtedness, which could have important consequences. For example, it could:

- require the surviving corporation to dedicate a substantial portion of its cash flow from operations to interest and principal payments on indebtedness, reducing the availability of cash flow for other purposes, such as capital expenditures, acquisitions and working capital;
- limit the surviving corporation flexibility in planning for, or reacting to, changes in its business, the industry in which it operates and the general economy;
- place the surviving corporation at a disadvantage compared to its competitors that have less debt;
- expose the surviving corporation to fluctuations in the interest rate environment because the interest rates of certain credit facilities of the surviving corporation are at variable rates; and
- limit the surviving corporation's ability to borrow additional funds.

Any of the foregoing could have a material adverse effect on the surviving corporation's business, financial condition, cash flows, results of operations, and ability to satisfy the surviving corporation's obligations under its indebtedness.

**Other Risk Factors of NCI**

NCI's businesses are and will be subject to the risks described above. In addition, NCI's business is, and will continue to be, subject to the business risks described in NCI's Annual Report on Form 10-K for the fiscal year ended October 29, 2017, as updated by subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, all of which are filed with the SEC and incorporated by reference into this proxy statement. See "Where You Can Find More Information" for the location of information incorporated by reference into this proxy statement.

**Other Risk Factors of Ply Gem**

The businesses of Ply Gem and NCI are subject to substantially similar risks and uncertainties. Ply Gem's businesses are and will be subject to the risks described above and the risks described in NCI's Annual Report on Form 10-K for the fiscal year ended October 29, 2017, as updated by subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, all of which are filed with the SEC and incorporated by reference into this proxy statement. In addition, on April 12, 2018, the Sponsor Fund X Investor and the GGC Investors acquired and merged Ply Gem Holdings and Atrium as subsidiaries of Ply Gem Midco, a subsidiary of Ply Gem. Following this transaction, Ply Gem is subject to the following risks related to the integration of Ply Gem Holdings and Atrium:

There is a significant degree of difficulty inherent in the process of integrating Ply Gem Holdings and Atrium. These difficulties include:

- the challenge of integrating Ply Gem Holdings and Atrium while also effectively carrying on the ongoing operations of each business;
- the challenge of integrating the business cultures and employees of each company;
- the challenge of optimizing Ply Gem's geographic footprint, particularly in areas of geographic overlap;



- the challenges associated with realizing anticipated merger synergies through manufacturing or assembly realignments, consolidation or integration of facilities or other cost savings initiatives, including challenges related to achieving procurement savings and any business interruption or unexpected employee turnover that may result from the implementation of identified initiatives;

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- the challenges of managing customer relationships smoothly and maintaining customer accounts, particularly in instances where both companies serve the same customer;
- difficulties encountered in any internal reorganization that Ply Gem may undertake after the acquisition and merger of Ply Gem Holdings and Atrium;
- the challenge and cost of integrating the information technology, financial management systems and internal controls of each company; and
- the potential difficulty in retaining key officers and sales personnel of Ply Gem Holdings and Atrium.

In addition, Ply Gem is subject to the following risks specifically related to the business of Ply Gem:

Downturns or negative trends in the residential new construction and repair and remodeling end markets, or the U.S. and Canadian economies or the availability of consumer credit, could adversely impact Ply Gem's end users and lower the demand for, and pricing of, its products, which in turn could cause its net sales and net income to decrease.

Ply Gem's performance is dependent to a significant extent upon the levels of residential new construction and repair and remodeling spending, which declined significantly beginning in 2007 and continued through 2011 with recovery commencing in 2012. Housing starts in 2017 remained below historical averages, despite the recovery the last few years, and are affected by such factors as interest rates, inflation, consumer confidence, unemployment and the availability of consumer credit.

Ply Gem's performance is also dependent upon consumers having the ability to finance home repair and remodeling projects and/or the purchase of new homes. The ability of consumers to finance these purchases is affected by such factors as new and existing home prices, homeowners' equity values, interest rates and home foreclosures, which in turn could result in a tightening of lending standards by financial institutions and reduce the ability of some consumers to finance home purchases or repair and remodeling expenditures. Trends such as declining home values, increased home foreclosures and tightening of credit standards by lending institutions, negatively impacted the home repair and remodeling and the new construction sectors during the recession which began in 2008. Despite the recent abatement of these negative market factors, any recurrence or worsening of these items may adversely affect Ply Gem's net sales and net income.

Increases in union organizing activity and work stoppages at Ply Gem's facilities or the facilities of its suppliers could delay or impede production, reduce sales of products and increase costs.

Ply Gem's financial performance is affected by the cost of labor. As of December 31, 2017, on a combined basis, approximately 3% of Ply Gem's workforce was represented by labor unions. Ply Gem is subject to the risk that strikes or other types of conflicts with personnel may arise or that Ply Gem may become a subject of union organizing activity. Furthermore, some of Ply Gem's direct and indirect suppliers have unionized work forces. Strikes, work stoppages or slowdowns experienced by these suppliers could result in slowdowns or closures of facilities where components of Ply Gem's products are manufactured. Any interruption in the production or delivery of Ply Gem's products could reduce sales of products and increase costs.

Ply Gem may be subject to claims arising from the operations of its various businesses arising from periods prior to the dates they were acquired. Ply Gem's ability to seek indemnification from the former owners of its subsidiaries may be limited, in which case, Ply Gem would be liable for these claims.

Ply Gem Holdings acquired all of its subsidiaries in the last several years. Ply Gem may be subject to claims or liabilities arising from the ownership or operation of its subsidiaries for the periods prior to acquisition of them, including environmental liabilities. These claims or liabilities could be significant. Ply Gem's ability to seek indemnification from the former owners of its subsidiaries for these claims or liabilities is limited by various factors, including the specific limitations contained in the respective acquisition agreements and the financial ability of the

former owners to satisfy such claims or liabilities. If Ply Gem is unable to enforce any indemnification rights it may have against the former owners or if the

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former owners are unable to satisfy their obligations for any reason, including because of their current financial position, or if Ply Gem does not have any right to indemnification, it could be held liable for the costs or obligations associated with such claims or liabilities, which could adversely affect Ply Gem's operating performance.

Ply Gem will be required to pay an affiliate of former stockholders of Ply Gem Holdings for certain tax benefits, including net operating loss ("NOL") carryovers, Ply Gem may claim, and the amounts Ply Gem may pay could be significant.

In connection with its initial public offering, Ply Gem Holdings entered into a tax receivable agreement (the "Tax Receivable Agreement") with an entity controlled by an affiliate of CI Capital (the "Tax Receivable Entity"). The Tax Receivable Agreement generally provides for the payment by Ply Gem to the Tax Receivable Entity of 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax that Ply Gem actually realizes in periods after the initial public offering as a result of (i) NOL carryovers from periods (or portions thereof) ending before January 1, 2013, (ii) deductible expenses attributable to the transactions related to the initial public offering and (iii) deductions related to imputed interest deemed to be paid by Ply Gem as a result of or attributable to payments under the Tax Receivable Agreement.

The amount and timing of any payments under the Tax Receivable Agreement will vary depending upon a number of factors, including the tax rate then applicable, the use of NOL carryovers and the portion of payments under the Tax Receivable Agreement constituting imputed interest. In addition, the Tax Receivable Agreement provides that, upon certain mergers, asset sales, or other forms of business combinations or certain other changes of control, Ply Gem's or its successor's obligations with respect to tax benefits would be based on certain assumptions, including that Ply Gem or its successor would have sufficient taxable income to fully utilize the NOL carryovers covered by the Tax Receivable Agreement. As a result, because of the change in control resulting from the Transactions, Ply Gem may be required to make payments under the Tax Receivable Agreement that are greater than the specified percentage of actual cash tax savings.

The payments Ply Gem will be required to make under the Tax Receivable Agreement could be substantial. Ply Gem expects that, as a result of the amount of the NOL carryovers from prior periods (or portions thereof) and the change in control assumptions described above, future payments under the Tax Receivable Agreement, in respect of the federal and state NOL carryovers, would be approximately \$48.3 million in the aggregate and a significant portion would be paid within the next two to three years.

The Tax Receivable Entity will not reimburse Ply Gem for any payments previously made if such benefits are subsequently disallowed. As a result, in such circumstances, Ply Gem could make payments under the Tax Receivable Agreement that are greater than its actual cash tax savings and may not be able to recoup those payments, which could adversely affect its liquidity. However, any excess payments made to the Tax Receivable Entity will be netted against payments otherwise to be made, if any, after the determination of such excess.

Finally, because Ply Gem is a holding company with no operations of its own, its ability to make payments under the Tax Receivable Agreement is dependent on the ability of its operating subsidiaries to make distributions to it. Ply Gem may be required to make payments to Ply Gem Holdings to fund payments under the Tax Receivable Agreement, and the indenture governing the Notes will permit Ply Gem to make such payments. To the extent that Ply Gem is unable to make payments under the Tax Receivable Agreement for any reason, such payments will be deferred and will accrue interest until paid, which could adversely affect Ply Gem's results of operations and could also affect its liquidity in periods in which such payments are made.

Significant changes in factors and assumptions used to measure Ply Gem's defined benefit plan obligations, actual investment returns on pension assets and other factors could negatively impact Ply Gem's operating results and cash flows.

Ply Gem participates in pension plans for certain employees in which Ply Gem Holdings has historically participated. The recognition of costs and liabilities associated with Ply Gem's pension plans for financial reporting purposes is affected by assumptions made by management and used by actuaries

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engaged by Ply Gem to calculate the benefit obligations and the expenses recognized for these plans. The inputs used in developing the required estimates are calculated using a number of assumptions, which represent management's best estimate of the future. The assumptions that have the most significant impact on reported results are the discount rate, the estimated long-term return on plan assets for the funded plans, retirement rates, and mortality rates. These assumptions are generally updated annually.

The historical Ply Gem Holdings pension plans were underfunded by \$14.2 million as of December 31, 2017. In recent years, the declining interest rates and changes to mortality assumptions have negatively impacted the funded status of these pension plans. In addition, volatile asset performance, most notably since 2008, has also negatively impacted the funded status of these pension plans. Funding requirements for Ply Gem's pension plans may become more significant. If cash flows and capital resources are insufficient to fund Ply Gem's pension plan obligations, Ply Gem could be forced to reduce or delay investments and capital expenditures, seek additional capital, or restructure or refinance its indebtedness.

Ply Gem may not be able to fully utilize its NOL carryforwards. The generation of taxable income is necessary to utilize these NOL carryforwards. Additionally, changes in Ply Gem's equity ownership resulting from the Ply Gem Merger may delay its ability to fully utilize these NOL carryforwards.

Under federal and most state income tax laws, a corporation is generally permitted to deduct from taxable income in any year NOLs carried forward from prior years. As of December 31, 2017, Ply Gem Holdings had \$92.1 million of net operating losses for federal income tax purposes, \$330.7 million of net operating losses for state income tax purposes and \$48.8 million of foreign loss carryforwards. As of December 31, 2017, Atrium had \$548.8 million of net operating losses for federal income tax purposes and no foreign loss carryforward. Ply Gem may not be able to fully utilize these net operating losses, foreign loss carryforwards and incremental net operating losses resulting from fees and expenses related to the Ply Gem Merger. The generation of taxable income is necessary to utilize these net NOL carryforwards. Additionally, changes in Ply Gem's equity ownership resulting from the Ply Gem Merger may delay its ability to fully utilize these NOL carryforwards.

Because it depends on a core group of significant customers, Ply Gem's sales, cash flows from operations and results of operations may decline if its key customers reduce the amount of products that they purchase from Ply Gem.

On a combined basis, Ply Gem's top ten customers accounted for approximately 47.5% of combined net sales for the year ended December 31, 2017. Ply Gem's largest customer for the year ended December 31, 2017, ABC Supply Co., Inc., distributes Ply Gem's products within its building products distribution business, and accounted for approximately 12.2% of Ply Gem's 2017 net sales on a combined basis. Ply Gem expects a small number of customers to continue to account for a substantial portion of its net sales for the foreseeable future.

The loss of, or a significant adverse change in Ply Gem's relationships with its largest customer or any other major customer, or loss of market position of any major customer, could cause a material decrease in net sales. The loss of, or a reduction in orders from, any significant customers, losses arising from customers' disputes regarding shipments, fees, merchandise condition or performance or related matters, or an inability to collect accounts receivable from any major customer could cause a decrease in Ply Gem's net income and cash flow. In addition, revenue from customers that have accounted for significant revenue in past periods, individually or as a group, may not continue, or if continued, may not reach or exceed historical levels in any period.

An inability to successfully develop new products or improve existing products could negatively impact Ply Gem's ability to attract new customers and/or retain existing customers.

Ply Gem's success depends on meeting consumer needs and anticipating changes in consumer preferences with successful new products and product improvements. Ply Gem has historically and will continue to aim to introduce products and new or improved production processes proactively to offset obsolescence and decreases in sales of existing products. While Ply Gem devotes significant focus to the development of new products, it may not be successful in product development and its new products may not be commercially successful. In addition, it is possible that competitors may improve their products more

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rapidly or effectively, which could adversely affect Ply Gem's sales. Furthermore, market demand may decline as a result of consumer preferences trending away from Ply Gem's categories or trending down within its brands or product categories, which could adversely impact Ply Gem's results of operations, cash flows and financial condition.

Ply Gem is subject to the credit risk of its customers.

Ply Gem is subject to the credit risk of its customers because Ply Gem has historically provided, and expects to continue to provide, credit to its customers in the normal course of business. All of Ply Gem's customers are sensitive to economic changes and to the cyclical nature of the building industry. Especially during protracted or severe economic declines and cyclical downturns in the building industry, Ply Gem's customers may be unable to perform on their payment obligations, including their debts to Ply Gem. Any failure by customers to meet their obligations to Ply Gem may have a material adverse effect on Ply Gem's business, financial condition, cash flows and results of operations. In addition, Ply Gem may incur increased expenses related to collections in the future if Ply Gem finds it necessary to take legal action to enforce the contractual obligations of a significant number of its customers.

Ply Gem could face potential product liability claims, including class action claims and warranties, relating to products it manufactures.

Ply Gem faces an inherent business risk of exposure to product liability claims, including class action claims and warranties, in the event that the use of any of its products results in personal injury or property damage. In the event that any of Ply Gem's products are defective or prove to be defective, among other things, Ply Gem may be responsible for damages related to any defective products and may be required to cease production, recall or redesign such products. Because of the long useful life of its products, it is possible that latent defects might not appear for several years. Any insurance Ply Gem maintains may not continue to be available on terms acceptable to Ply Gem or such coverage may not be adequate for liabilities actually incurred. Further, any claim or product discontinuance, recall or redesign could result in adverse publicity against Ply Gem, which could cause its sales to decline, or increase warranty costs.

Ply Gem could face other types of litigation outside of product liability claims that could result in costly defense efforts.

Ply Gem has been, and may from time to time be, involved in various claims, litigation matters and regulatory proceedings that arise in the ordinary course of its business which could have a material adverse effect on Ply Gem. These matters may include contract disputes, workers compensation and other personal injury claims, warranty disputes, other tort claims, employment and tax matters and other proceedings and litigation, including class action lawsuits. Ply Gem has generally denied liability and has vigorously defended these cases and intends to continue to do so. Due to their scope and complexity, however, these lawsuits can be particularly costly to defend and resolve, and Ply Gem has and may continue to incur significant costs as a result of these types of lawsuits. Although it intends to defend all claims and litigation matters vigorously, given the inherently unpredictable nature of claims and litigation, Ply Gem cannot predict with certainty the outcome or effect of any claim or litigation matter. Ply Gem maintains insurance against some, but not all, of these risks of loss resulting from claims and litigation. The levels of insurance it maintains may not be adequate to fully cover any and all losses or liabilities. If any significant accident, judgment, claim or other event is not fully insured or indemnified against, it could have a material adverse impact on Ply Gem's business, financial condition, cash flows and results of operations.

Operational problems or disruptions at any of Ply Gem's facilities may cause significant lost production and increased lead times, which could have a negative impact on the efficiency of Ply Gem's production and profitability.

Ply Gem's manufacturing processes could be affected by operational problems that could impair its production capability. Disruptions at any of Ply Gem's facilities could be caused by maintenance outages; prolonged power failures or reductions; a breakdown, failure or substandard performance of any equipment; disruptions in the transportation infrastructure, including railroad tracks, bridges, tunnels or roads; fires, floods, hurricanes, earthquakes or other catastrophic disasters; an act of terrorism; or other operational problems. Any prolonged disruption in operations at any of Ply Gem's facilities could cause a

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significant loss in production. As a result, Ply Gem could incur significantly higher costs and longer lead times associated with distributing its products to customers during the time that it takes for Ply Gem to reopen or replace a damaged facility, which could cause Ply Gem's customers to purchase from its competitors either temporarily or permanently. If any of these events were to occur, it could adversely affect Ply Gem's business, financial condition, cash flows and results of operations.

Manufacturing or assembly realignments may result in a decrease in Ply Gem's short-term earnings, until the expected cost reductions are achieved, due to the costs of implementation.

Ply Gem continually reviews its manufacturing and assembly operations and sourcing capabilities. Effects of periodic manufacturing realignment, cost savings programs, and labor ramp-up costs could result in a decrease in Ply Gem's short-term earnings until the expected cost reductions are achieved and/or production volumes stabilize. Such programs may include the consolidation and integration of facilities, functions, systems and procedures. Such actions may not be accomplished as quickly as anticipated and the expected cost reductions may not be achieved or sustained. Changes in building codes and standards could increase the cost of Ply Gem's products, lower the demand for its products, or otherwise adversely affect the business.

Ply Gem's products and markets are subject to extensive and complex local, state, federal, and foreign statutes, ordinances, rules, and regulations. These mandates, including building design and safety and construction standards and zoning requirements, affect the cost, selection, and quality requirements of building components like windows and siding.

These statutes, ordinances, rules, and regulations often provide broad discretion to governmental authorities as to the types and quality specifications of products used in new residential and non-residential construction and home renovations and improvement projects, and governmental authorities can impose different standards. Compliance with these standards and changes in such statutes, ordinances, rules, and regulations may increase the costs of manufacturing Ply Gem's products or may reduce the demand for certain of its products in the affected geographical areas or product markets. Conversely, a decrease in product safety standards could reduce demand for Ply Gem's more modern products if less expensive alternatives that did not meet higher standards became available for use in that market. All or any of these changes could have a material adverse effect on Ply Gem's business, financial condition, cash flows and results of operations.

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CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS

Throughout this proxy statement and the documents incorporated by reference into this proxy statement, we make statements that may be deemed “forward-looking” statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements about the closing of the merger, the timing of such closing, the expected benefits of the merger, and NCI’s, Ply Gem’s and the surviving corporation’s future strategy, plans, estimates, beliefs, timing and expected performance. All of these types of statements, other than statements of historical fact included in or incorporated by reference into this proxy statement, are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “expect,” “seek,” “believe,” “upside,” “will,” “may,” “expect,” “anticipate,” “plan,” “will be dependent on,” “potential,” “intend,” “could,” “should,” “estimate,” “predict,” “pursue,” “target,” “objective,” “continue,” the negative of such other comparable terminology (including those contained in certain visual depictions).

Forward-looking statements are dependent upon events, risks and uncertainties that may be outside NCI’s, Ply Gem’s and the surviving corporation’s control. NCI’s actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, the following risks and uncertainties:

- 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 on a timely basis or at all;
- potential adverse reactions or changes to business or employee relationships, including those resulting from the announcement or completion of the merger;
- timing 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 possibility that the merger may be more expensive to complete than anticipated, including as a result of unexpected factors or events;
- the ability to implement the anticipated business plans of the combined company following closing and achieve 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 the parties to secure stockholder and regulatory approvals in a timely manner or on the terms desired or anticipated;
- the ability of NCI and Ply Gem to integrate their businesses;
- the outcome of any legal proceedings related to the proposed merger;
- industry cyclical 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;

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- 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 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;
- other uncertainties, as well as those factors discussed in this proxy statement and in NCI's Annual Report on Form 10-K for the year ended October 29, 2017, its Quarterly Reports on Form 10-Q for the quarters ended January 28, 2018, April 29, 2018 and July 29, 2018, and its Report on Form 8-K, dated August 6, 2018 under the headings "Cautionary Statement Regarding Forward-Looking Statements" and "Risk Factors," and in other documents incorporated by reference in this proxy statement.

All forward-looking statements contained in this proxy statement speak only as of the date of this proxy statement and all forward-looking statements incorporated by reference into this proxy statement speak only as of the dates such statements were made. NCI 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.

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INFORMATION ABOUT NCI AND PLY GEM

NCI Building Systems, Inc.

NCI is one of North America's largest integrated manufacturers and marketers of metal products for the nonresidential construction industry. Of the approximate \$275 billion nonresidential construction industry, we primarily serve the low-rise nonresidential construction market (five stories or less) which, according to Dodge Data & Analytics, represented approximately 86% of the total nonresidential construction industry during our fiscal year 2017. Our broad range of products is used primarily in new construction and in repair and retrofit activities, mostly in North America.

Shares of NCI common stock are traded on the NYSE under the symbol "NCS."

The principal executive offices of NCI are located at 10943 North Sam Houston Parkway West, Houston, Texas 77064, and its telephone number is (281) 897-7788. Additional information about NCI and its subsidiaries is included in documents incorporated by reference into this proxy statement. See "Where You Can Find More Information."

Ply Gem Parent, LLC

Ply Gem is a privately held Delaware limited liability company, in which the Sponsor Fund X Investor holds a controlling interest, and the parent company of a leading manufacturer of exterior building products for the residential new construction and repair and remodeling end markets in the U.S. and Canada. Ply Gem has two main product groups: (i) siding, fencing and stone and (ii) windows and doors, and has established leading positions in many of its core product categories, including vinyl siding, aluminum accessories and vinyl windows.

The principal executive offices of Ply Gem are located at 5020 West Parkway, Suite 400, Cary, North Carolina 27513, and its telephone number is (888) 975-9436.

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SPECIAL MEETING

General

This proxy statement is being provided to NCI stockholders as part of a solicitation of proxies by the NCI board for use at the special meeting and at any adjournments or postponements of such special meeting. This proxy statement provides NCI stockholders with important information about the special meeting and should be read carefully in its entirety.

Date, Time and Place of the Special Meeting

The special meeting will be held on [•], 2018 at [•], at [•] (local time).

Purposes of the Special Meeting

The special meeting is being held to consider and vote upon the following proposals:

- Proposal 1. To adopt the Agreement and Plan of Merger, dated as of July 17, 2018 (as it may be amended from time to time, the “merger agreement”), by and among NCI Building Systems, Inc., a Delaware Corporation, 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 (“Sponsor”), a copy of which is attached as Annex A to the proxy statement of which this notice is a part and incorporated by reference herein (the “merger proposal”);

- Proposal 2. To approve the issuance in the merger of 58,709,067 shares of NCI’s common stock, par value \$0.01 per share (“NCI common stock”) in the aggregate to the holders of all of the equity interests in Ply Gem (the “share issuance proposal”);

- Proposal 3. To approve the amendment to NCI’s Amended and Restated Certificate of Incorporation (the “charter amendment”) to increase the authorized number of shares of NCI common stock to 200,000,000 and make other changes necessitated by the merger and by a new stockholders agreement (the “new stockholders agreement”) to be entered into among NCI, the Sponsor Investors and the GGC Investors at the time of the merger (the “charter amendment proposal”);

- Proposal 4. To approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to NCI’s named executive officers in connection with the merger, discussed under the heading “Proposal 1: Adoption of the Merger Agreement — Interests of NCI Directors and Executive Officers in the Merger”; and

- Proposal 5. To approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement proposal, share issuance proposal and charter amendment proposal (the “adjournment proposal”).

Recommendation of the NCI board

The merger agreement and the merger have been approved and recommended by a special committee of NCI’s directors who are independent and not affiliated with Sponsor. NCI’s board of directors, by unanimous vote of the directors not affiliated with Sponsor, recommends that NCI stockholders vote:

- Proposal 1: “FOR” the adoption of the merger agreement proposal;

- Proposal 2: “FOR” the approval of the share issuance proposal;

- Proposal 3: “FOR” the approval of the charter amendment proposal;

- Proposal 4: “FOR” the compensation proposal; and

- Proposal 5: “FOR” the approval of the adjournment proposal.

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The NCI board, by unanimous vote of directors not affiliated with Sponsor, (1) declared it advisable to enter into the merger agreement, (2) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement, including the share issuance and charter amendment, and the terms of the new stockholders agreement and the new registration rights agreement to be entered into by NCI, the Sponsor Investors and the GGC Investors prior to, and as a condition for, and effective upon the consummation of the merger are fair and in the best interests of the Company and its stockholders, (3) approved the merger agreement, the new stockholders agreement, the new registration rights agreement and the transactions and (4) determined to recommend that NCI stockholders vote to approve the transactions, including the share issuance and the charter amendment, and adopt the merger agreement.

This proxy statement contains important information regarding these proposals and factors that NCI stockholders should consider when deciding how to cast their votes. NCI stockholders are encouraged to read the entire document carefully, including the annexes to and documents incorporated by reference into this proxy statement, for more detailed information regarding the merger agreement and the transactions contemplated by the merger agreement, including the new stockholders agreement.

### Attendance at the Special Meeting

Only NCI stockholders of record as of the close of business on the record date, beneficial owners as of the close of business on the record date, holders of valid proxies for the special meeting and invited guests of NCI may attend the special meeting.

### Record Date

The record date for the determination of stockholders entitled to notice of and to vote at the special meeting is [•], 2018. Only NCI stockholders who held shares of record at the close of business on [•], 2018 are entitled to vote at the special meeting and any adjournment or postponement of the special meeting, so long as such shares remain outstanding on the date of the special meeting.

### Outstanding Shares as of Record Date

As of the close of business on the record date, there were [•] shares of NCI common stock outstanding, held by [•] holders of record, and no shares of preferred stock outstanding. Each share of NCI common stock entitles its holder of record to one vote at the special meeting. The NCI common stock is the only class of stock entitled to vote at the special meeting, and holders of NCI common stock are entitled to vote on each proposal presented.

A complete list of registered NCI stockholders entitled to vote at the special meeting will be available for inspection at the place of the special meeting during the meeting.

### Shares and Voting of NCI Directors and Executive Officers

As the close of business on the record date, approximately [•]% of the outstanding shares of NCI common stock were held by NCI directors and executive officers and their affiliates. We currently expect that NCI directors and executive officers will vote their shares of NCI common stock in favor of the above-listed proposals, although none of them have entered into any agreements obligating them to do so.

### Sponsor Voting

Under the NCI's original stockholders agreement, entry into the merger agreement, and completion of the merger and the transactions contemplated by the merger agreement, required the Sponsor Fund VIII Investors' consent. The Sponsor Fund VIII Investors granted this consent on July 17, 2018. Under NCI's original stockholders agreement, the Sponsor Fund VIII Investors are obligated to vote the shares of NCI common stock they own in favor of any action to which they have granted consent under the NCI original stockholders agreement. Accordingly, the Sponsor Fund VIII Investors are obligated to cause the shares of NCI common stock they own in favor of each of the proposals to be voted upon at the special meeting.

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### Quorum

In order for business to be conducted at the special meeting, a quorum must be present. A quorum requires the presence of holders of a majority of the issued and outstanding shares of NCI common stock entitled to vote at the special meeting. For purposes of determining whether there is a quorum, all shares that are present, including abstentions and broker non-votes, will count towards the quorum. Broker non-votes occur when a beneficial owner holding shares in “street name” does not instruct the broker, bank or other nominee that is the record owner of such stockholder’s shares on how to vote those shares on a particular proposal.

### Vote Required

The votes required for each proposal are as follows:

Proposal 1 — the Merger Agreement Proposal. The affirmative vote of holders of a majority in voting power of the outstanding shares of NCI common stock entitled to vote on the merger agreement proposal is required to adopt the merger agreement proposal. The failure of any NCI stockholder to submit a vote (e.g., by not submitting a proxy or not voting in person) and any abstention by an NCI stockholder will have the same effect as a vote “AGAINST” the merger agreement proposal. Because the merger agreement proposal is non-routine, brokers, banks and other nominees do not have discretionary authority to vote on the merger agreement proposal, and will not be able to vote on the merger agreement proposal absent instructions from the beneficial owner. A broker non-vote will have the same effect as a vote “AGAINST” the merger agreement proposal.

Proposal 2 — the Share Issuance Proposal. The affirmative vote of the holders of a majority of the votes cast on the share issuance proposal is required to approve the share issuance proposal. The failure of any NCI stockholder to submit a vote (e.g., by not submitting a proxy or not voting in person) on the share issuance proposal will not count as a vote cast “FOR” or “AGAINST” the share issuance proposal. An abstention on the share issuance proposal will have the same effect as a vote cast “AGAINST” the share issuance proposal. Broker non-votes (if any) will have no effect on the outcome of the share issuance proposal.

Proposal 3 — the Charter Amendment Proposal. The affirmative vote of holders of a majority in voting power of the outstanding shares of NCI common stock entitled to vote on the charter amendment proposal is required to adopt the charter amendment proposal. The failure of any NCI stockholder to submit a vote (e.g., by not submitting a proxy or not voting in person) and any abstention by an NCI stockholder will have the same effect as a vote “AGAINST” the charter amendment proposal. Because the charter amendment proposal is non-routine, brokers, banks and other nominees do not have discretionary authority to vote on the charter amendment proposal, and will not be able to vote on the charter amendment proposal absent instructions from the beneficial owner. A broker non-vote will have the same effect as a vote “AGAINST” the charter amendment proposal.

Proposal 4 — the Compensation Proposal. The affirmative vote of the holders of a majority of the votes cast on the compensation proposal is required to approve the compensation proposal. The failure of any NCI stockholder to submit a vote (e.g., by not submitting a proxy or not voting in person) on the compensation proposal will not count as a vote cast “FOR” or “AGAINST” the compensation proposal. An abstention on the compensation proposal will have the same effect as a vote cast “AGAINST” the compensation proposal. Broker non-votes (if any) will have no effect on the outcome of the compensation proposal. Since the compensation proposal is non-binding, if the merger agreement proposal is approved by NCI’s stockholders and the merger is completed, the compensation that is the subject of the compensation proposal may be paid in accordance with its terms regardless of the outcome of the non-binding advisory vote.

Proposal 5 — the Adjournment Proposal. The affirmative vote of the holders of a majority of the votes cast on the adjournment proposal is required to approve the adjournment proposal. Abstentions will not be treated as votes cast and, as a result, any abstention will have no effect on the outcome of the adjournment proposal. Broker non-votes (if any) will have no effect on the outcome of the adjournment proposal.

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How to Vote

NCI stockholders of record as of the close of business on the record date may have their shares voted by submitting a proxy or may vote in person at the special meeting by following the instructions provided on the enclosed proxy card. NCI recommends that NCI stockholders entitled to vote submit a proxy even if they plan to attend the special meeting. NCI stockholders who hold their shares beneficially in “street name” and wish to submit a proxy must provide instructions to the broker, bank, trustee or other nominee that holds their shares of record as to how to vote their shares with respect to Proposals 1, 2, 3 and 4. NCI stockholders who hold their shares beneficially and wish to vote in person at the special meeting must obtain proxies issued in their own names (known as a “legal proxy”).

NCI stockholders of record may submit a proxy in one of three ways or vote in person at the special meeting:

- Internet: NCI stockholders may submit their proxy over the Internet at the web address shown on their proxy card. Internet voting is available 24 hours a day and will be accessible until 11:59 p.m., Eastern Time, on [•], 2018. Stockholders will be given an opportunity to confirm that their voting instructions have been properly recorded. NCI stockholders who submit a proxy this way need not send in their proxy card.

- Telephone: NCI stockholders may submit their proxy by calling the toll-free telephone number shown on their proxy card. Telephone voting is available 24 hours a day and will be accessible until 11:59 p.m., Eastern Time, on [•], 2018. Easy-to-follow voice prompts will guide stockholders through the voting and allow them to confirm that their instructions have been properly recorded. NCI stockholders who submit a proxy this way need not send in their proxy card.

- Mail: NCI stockholders may submit their proxy by properly completing, signing, dating and mailing their proxy card in the postage-paid envelope (if mailed in the United States) included with this proxy statement. NCI stockholders who vote this way should mail the proxy card early enough so that it is received before the date of the special meeting.

- In Person: NCI stockholders may vote in person at the special meeting or by sending a representative with an acceptable proxy that has been signed and dated. Attendance at the special meeting will not, however, in and of itself constitute a vote or a revocation of a prior proxy.

NCI stockholders are encouraged to submit a proxy promptly. Each valid proxy received in time will be voted at the special meeting according to the choice specified, if any. Executed but uninstructed proxies (i.e., proxies that are properly signed, dated and returned but are not marked to tell the proxies how to vote) will be voted in accordance with the recommendations of the NCI board.

Proxies and Revocation

NCI stockholders of record may revoke their proxies at any time before their shares are voted at the special meeting in any of the following ways:

- sending a written notice of revocation to NCI at 10943 North Sam Houston Parkway West, Houston, Texas 77064, Attention: Corporate Secretary, which must be received before their shares are voted at the special meeting;

- properly submitting a new, later-dated proxy card, which must be received before their shares are voted at the special meeting (in which case only the later-dated proxy is counted and the earlier proxy is revoked);

- submitting a proxy via the Internet or by telephone at a later date, which must be received by [•], Eastern Time, on [•], 2018 (in which case only the later-dated proxy is counted and the earlier proxy is revoked); or



- attending the special meeting and voting in person. Attendance at the special meeting will not, however, in and of itself, constitute a vote or revocation of a prior proxy.

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NCI beneficial owners may change their voting instruction only by submitting new voting instructions to the brokers, banks or other nominees that hold their shares of record.

Inspector of Election

The NCI board has selected [•] to act as the independent inspector of election at the special meeting.

Solicitation of Proxies

NCI will pay for the proxy solicitation costs related to the special meeting. In addition to sending and making available these materials, some of NCI's directors, officers and other employees may solicit proxies by contacting NCI stockholders by telephone, by mail, by email or in person. NCI stockholders may also be solicited by press releases issued by NCI and/or Ply Gem, postings on NCI's or Ply Gem's websites and advertisements in periodicals. None of NCI's directors, officers or employees will receive any extra compensation for their solicitation services. NCI has also retained MacKenzie Partners, Inc. to assist in the solicitation of proxies for an estimated fee of approximately \$75,000, plus reasonable out-of-pocket expenses. NCI will also reimburse brokers, banks and other nominees for their expenses in sending proxy solicitation materials to the beneficial owners of NCI common stock and obtaining their proxies.

Adjournments

The special meeting may be adjourned in the absence of a quorum by the affirmative vote of a majority of the votes cast on the proposal by holders of NCI's common stock.

Even if a quorum is present, the special meeting could be adjourned in order to provide more time to solicit additional proxies in favor of approval of the merger agreement proposal if a majority of votes are cast in favor of the NCI adjournment proposal. If after the adjournment a new record date is set for the adjourned meeting, a notice of the adjourned meeting must be given to each NCI stockholder of record entitled to vote at the special meeting.

No Appraisal Rights

Under the DGCL, neither NCI's stockholders nor Ply Gem holders are entitled to appraisal rights in connection with the merger or the other transactions contemplated by the merger.

Other Matters

At this time, NCI knows of no other matters to be submitted at the special meeting.

Householding of Special Meeting Materials

To reduce the expense of delivering duplicate proxy solicitation materials, NCI and some brokers may take advantage of the SEC's "householding" rules. These householding rules permit the delivery of only one set of proxy solicitation materials to stockholders who share the same address, unless otherwise requested. Any NCI stockholder of record who shares an address with another NCI stockholder of record and who has received only one set of proxy solicitation materials may receive a separate copy of those materials, without charge, and/or request future delivery of separate materials upon contacting MacKenzie Partners, Inc. at the address or phone number provided below or upon writing to NCI's Corporate Secretary at 10943 North Sam Houston Parkway West, Houston, TX 77064.

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Questions and Additional Information

NCI stockholders may contact NCI's proxy solicitor, MacKenzie Partners, Inc., with any questions about the proposals or how to vote or to request additional copies of any materials at:

MacKenzie Partners, Inc.

1407 Broadway

New York, New York 10018

Shareholders May Call Toll-Free: (800) 322-2885

Banks & Brokers May Call Collect: (212) 929-5500

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PROPOSAL 1: ADOPTION OF THE MERGER AGREEMENT

This section of the proxy statement describes the material aspects of the proposed merger. This section may not contain all of the information that is important to you. You should carefully read this entire proxy statement and the documents incorporated by reference into this proxy statement, including the full text of the merger agreement, a copy of which is attached to this proxy statement as Annex A and incorporated by reference herein, for a more complete understanding of the proposed merger and the transactions related thereto. In addition, important business and financial information about each of NCI and Ply Gem is included in or incorporated by reference into this proxy statement and is included in the annexes hereto. See also “Where You Can Find More Information.”

Effects of the Merger

Upon satisfaction or waiver of the conditions to closing, on the closing date, Ply Gem will merge with and into NCI, with NCI surviving as a Delaware corporation. The Ply Gem LLC interests as of immediately prior to the closing of the merger will be converted into the right of the holders of such interests to receive the aggregate merger consideration, with each Ply Gem holder being entitled to receive its pro rata share of the aggregate merger consideration.

Authorization and Issuance of NCI Common Stock

Pursuant to the terms of the merger agreement, NCI expects to issue, in the aggregate, 58,709,067 shares of NCI common stock to the holders upon completion of the merger, with each Ply Gem holder becoming entitled to receive its pro rata share of the aggregate merger consideration. Delivery of the aggregate merger consideration is necessary for the completion of the merger.

In order to accommodate the issuance of NCI common stock to deliver the aggregate merger consideration, NCI is proposing that NCI stockholders approve the share issuance proposal and the charter amendment proposal. For more information regarding the share issuance proposal and the charter amendment proposal, see sections entitled “Proposal 2: Issuance of Shares in the Merger” and “Proposal 3: Approval of Amendment to the Amended and Restated Certificate of Incorporation,” respectively.

Background of the Merger

NCI’s management and the NCI board regularly review NCI’s performance, prospects and strategy in light of the current business, economic and commodity-input environment, as well as developments in the nonresidential construction industry in which NCI participates. From time to time, these reviews have included consideration of various strategic alternatives, including potential mergers with or acquisitions of other participants in the construction industry or adjacent industries, or a sale of the company. During late 2016 and early 2017, at the NCI board’s direction, NCI conducted a non-public process to explore a sale of NCI, including contacting numerous potentially interested strategic and financial parties. The process resulted in the submission of only one indication of interest, at an unacceptably low premium and valuation, and the process was terminated in late February, 2017.

During the second half of 2017, NCI’s management and the NCI board continued to review NCI’s performance, prospects and strategy, including discussion of the possibility of augmenting NCI’s growth potential through a merger or strategic acquisition. Following the NCI board’s regularly scheduled meeting in November, 2017, and in preparation for a meeting of the NCI board scheduled for late February, 2018, as is his customary practice as chairman, James S. Metcalf, chairman of the NCI board, spoke informally by telephone with each of the other directors of NCI. The feedback received during these conversations indicated to Mr. Metcalf that the NCI board would welcome a discussion of strategic alternatives as part of the regular agenda at its next meeting. Accordingly, Mr. Metcalf requested NCI’s management to prepare for the NCI board a review of NCI’s potential strategic alternatives, including the alternatives of geographic expansion, business- or product-line expansion, as well as joint venture or merger or acquisition opportunities.

The Sponsor Fund VIII Investors, investment funds affiliated with Sponsor, which first invested in NCI in late 2009, own approximately 34.5% of the outstanding shares of NCI common stock. The Sponsor Fund VIII Investors are parties to the original stockholders agreement providing them with certain

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governance rights and subjecting them to certain standstill, voting and transfer restrictions and limitations, and nominated three of its affiliates (Nathan K. Sleeper, James G. Berges and Jonathan L. Zrebiec) to be members of NCI's 12-person board of directors, each of whom was ultimately elected by NCI stockholders to the NCI board.

On January 31, 2018, Sponsor publicly announced that the Sponsor Fund X Investor, an investment fund affiliated with Sponsor, had entered into definitive agreements to acquire each of Ply Gem Holdings and Atrium (in which the GGC Investors held a majority interest). These acquisitions were completed on April 12, 2018, and Atrium's business was combined into that of Ply Gem Holdings.

On February 27 and 28, 2018, the NCI board met, together with members of NCI senior management, for a regularly scheduled meeting. During this meeting, the NCI board engaged in a high-level discussion of potential acquisition targets and merger partners, including Ply Gem. Following this meeting, at the request of the NCI board, Mr. Metcalf, together with Donald R. Riley, NCI's chief executive officer, and other members of senior management, conducted a review of the growth-focused aspects of NCI's strategic plan, including opportunities for both organic growth as well as inorganic growth via a strategic transaction with one or more of the potential counterparties identified by NCI's senior management, and concluded that a merger with Ply Gem was the most promising potential opportunity for inorganic growth and that such a merger could potentially create significant value for NCI stockholders and assist NCI to improve its strategic positioning, and warranted further evaluation. Mr. Metcalf spoke by telephone with each of NCI's independent directors not affiliated with Sponsor to obtain their respective reactions to the board meeting generally, including the discussion of strategic opportunities. In these conversations, the directors expressed interest in, and encouraged Messrs. Metcalf and Riley to further evaluate, a potential transaction with Ply Gem.

During March and early April, 2018, Messrs. Metcalf and Riley, together with NCI's management, and with the assistance of an internationally known strategic consulting firm independent of Sponsor that had been engaged to assist in this evaluation, evaluated a potential combination of NCI and Ply Gem, including the potential impact on NCI's strategic positioning and growth prospects, and the synergy potential from such a combination. In recent years, NCI has achieved significant cost reductions by increasing the efficiency of its manufacturing and plant operations, and Messrs. Metcalf and Riley and other members of NCI senior management believed that significant cost savings and synergies could potentially be achieved in Ply Gem's operations through the application of similar efficiency-enhancing techniques. During mid-April, 2018, Mr. Metcalf again spoke by telephone with each of NCI's independent directors not affiliated with Sponsor, concerning Ply Gem, and concerning the possibility of discussing a potential combination of NCI and Ply Gem with Sponsor in order to determine whether Sponsor would be receptive to exploring such a transaction. In these conversations, the directors encouraged Messrs. Metcalf and Riley to discuss with Sponsor the exploration of a possible combination of NCI and Ply Gem.

On April 24, 2018, Messrs. Metcalf and Riley met with representatives of Sponsor, including several senior executives of Sponsor, as well as Messrs. Sleeper, Berges and Zrebiec, each of whom is a partner at Sponsor and also serves as a director of NCI. At this meeting, Messrs. Metcalf and Riley presented to the Sponsor representatives the possibility of combining NCI and Ply Gem, and informed the Sponsor representatives that NCI intended to explore the combination further, including by retaining a financial advisor to assist NCI in assessing the desirability of engaging in such a transaction and the possible terms thereof. The Sponsor representatives indicated that from both Sponsor's perspective as the manager of the Sponsor Fund X Investor, which is the majority holder of Ply Gem LLC interests and from Sponsor's perspective as the manager of the Sponsor Fund VIII Investors, which are NCI's largest stockholders, Sponsor was willing to consider, and would not discourage NCI from considering, a potential combination of NCI and Ply Gem.

Following the April 24, 2018 meeting, Mr. Metcalf and members of NCI's senior management contacted Wachtell Lipton, independent outside counsel that does not represent Sponsor or its affiliated investment funds, to discuss process, governance and fiduciary duty matters in connection with a potential transaction between NCI and Ply Gem. On May 1, 2018, the NCI board met telephonically, together with members of NCI's senior management and representatives of Wachtell Lipton. At this meeting, the NCI board and senior management reviewed NCI's strategic alternatives, NCI's senior management reviewed and discussed

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information about each of NCI and Ply Gem, and the NCI board and senior management discussed the potential opportunities and risks associated with a combination with Ply Gem. Based on these discussions and discussion solely among the directors not designated by the Sponsor Fund VIII Investors, the NCI board concluded that a merger with Ply Gem was the most promising potential opportunity for inorganic growth and that such a merger could potentially create significant value for NCI stockholders and could improve NCI's strategic positioning, improve its growth prospects, improve its operating and financial performance, and create cost reduction and merger synergy opportunities. The NCI board identified as primary risks of the potential combination the risk that NCI and/or Ply Gem could fail to successfully execute on its business plan, that projected performance might prove unachievable or that expected synergies might not be realized. Following discussion among the directors, from substantial portions of which Messrs. Berges, Sleeper and Zrebiec were recused, the NCI board determined to form a special committee of five directors, selected solely from among NCI's independent directors who were not and continue not to be affiliated with Sponsor, to review and evaluate, and to make a recommendation to the NCI board as to, whether NCI should seek to engage in a combination transaction with Ply Gem. The NCI board appointed directors George L. Ball, Gary L. Forbes, John J. Holland, George Martinez and Mr. Metcalf to serve on the NCI special committee, with Mr. Ball serving as chairman of the NCI special committee. From and after the formation of the NCI special committee, Messrs. Sleeper, Berges and Zrebiec were recused from all future NCI board discussions concerning the proposed transaction. From and after May 22, 2018, Mr. William R. VanArsdale, who is a consultant to certain investment funds sponsored by Sponsor, including Clayton Dubilier & Rice Fund X, L.P. in connection with its investment in Sunsource Holdings, Inc., was recused from all future NCI board discussions concerning the proposed merger. On May 3, 2018, the NCI special committee met telephonically, together with members of NCI senior management and representatives of Wachtell Lipton. At this meeting, the NCI special committee confirmed the engagement of Wachtell Lipton, confirmed its intention to engage Evercore to act as independent financial advisor, and directed management to work with Evercore to evaluate the potential combination with Ply Gem for presentation later in May to the NCI special committee and, should the NCI special committee deem appropriate, to the NCI board (other than the Sponsor-affiliated directors).

Following the May 3, 2018 NCI special committee meeting, Evercore received from NCI senior management information related to NCI and Ply Gem that allowed Evercore to begin analyzing a potential combination of the two companies. Also during this period, representatives of Wachtell Lipton engaged in preliminary discussions with Debevoise, outside counsel to Sponsor and Ply Gem concerning, among other things, transaction structure and post-closing governance. In these discussions, Wachtell Lipton indicated to Debevoise that the NCI special committee would likely insist upon terms for the post-closing new stockholders agreement, including standstill, voting and transfer restrictions and limitations, intended to restrict the ability of the Sponsor Investors to control NCI following completion of the proposed merger, to coordinate with the GGC Investors to control or influence the management of NCI or to deliver an influential or controlling interest in NCI to a third party.

On May 8, 2018, NCI and Sponsor entered into a mutual non-disclosure agreement enabling confidential negotiations, the exchange of confidential information and mutual due diligence. On May 10, 2018, representatives of Evercore contacted Sponsor to initiate preliminary business discussions and to request that Sponsor provide to NCI and Evercore business and financial information concerning Ply Gem (including Atrium), including Ply Gem's business plan and financial projections.

On May 14, 2018, and again on May 18, 2018, the NCI special committee met telephonically, together with members of NCI senior management and representatives of Evercore and Wachtell Lipton, to receive an update from management and preliminary observations from Evercore and to discuss the potential combination, including the potential opportunities and risks associated with the potential combination. As a result of these meetings, the NCI special committee concluded that the transaction continued to appear to be highly attractive to NCI and its stockholders from a strategic and business logic perspective and authorized Evercore to contact Sponsor to engage in initial valuation discussions.

On May 17, 2018, representatives of Evercore met telephonically with representatives of Sponsor for a preliminary discussion on potential transaction structure. Both parties were of the view that the transaction should be structured as a merger of equals, with each company valued at its current valuation, but there was



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disagreement as to the appropriate approach to determining the current valuation. Evercore suggested that Ply Gem be valued at the sum of the separate valuations of Ply Gem and Atrium agreed to in late January 2018 with respect to the acquisition of Ply Gem by the Sponsor Fund X Investor and the merger of Atrium into Ply Gem, while Sponsor suggested that Ply Gem having been acquired by the Sponsor Fund X Investor and merged with Atrium be valued at its current fair value taking into account Ply Gem's improved operating outlook and 2019 projected performance as well as the value created from the synergies that were being generated by combining Ply Gem and Atrium, the value created by the attractive long-term capital structure the Sponsor Fund X Investor had put in place at Ply Gem in connection with Sponsor Fund X Investor's acquisition of Ply Gem and Atrium, which could remain in place on favorable terms for the potential merger and the likelihood that the greater scale, scope and growth prospects of Ply Gem, given the Ply Gem-Atrium merger, would have the potential to increase NCI's cash-earnings-per-share multiple. The representatives of Sponsor stated that in their view, an all-stock merger at fair values for both NCI and Ply Gem would imply a contribution to combined equity value of approximately 50% from each company. The representatives of Sponsor agreed to provide additional information concerning Ply Gem for Evercore to consider in its evaluation. On May 21, 2018, the NCI special committee met in person, together with members of NCI's senior management and representatives of Evercore and Wachtell Lipton, to determine whether to recommend to the NCI board that NCI continue to seek to pursue a combination of NCI and Ply Gem. Representatives of Evercore made a financial presentation concerning NCI, Ply Gem, and a combination of the two companies, including the potential impact of such a combination on NCI stockholders. Following discussion, including discussion of the potential opportunities and risks associated with a combination with Ply Gem, the meeting was adjourned and scheduled to resume the following afternoon following a scheduled meeting of the NCI board.

On May 22, 2018, the NCI board (including Messrs. Berges, Sleeper and Zrebiec, but with one independent director absent for health reasons) met, together with members of NCI senior management and representatives of Evercore and Wachtell Lipton. During this meeting, Mr. Sleeper, on behalf of Sponsor, informed the NCI board that Sponsor had been considering the potential combination since the April 24, 2018 meeting with Messrs. Metcalf and Riley and had concluded that the potential combination would be highly beneficial for each of Ply Gem and NCI, and Mr. Sleeper reviewed some of the reasons behind Sponsor's conclusion. Mr. Sleeper noted that Sponsor favored the transaction not only from Sponsor's overall perspective but also favored the transaction when viewed solely from the perspective of NCI stockholders, of which the Sponsor Fund VIII Investors are the largest. Mr. Sleeper also discussed Sponsor's reasons for believing that Ply Gem should be valued at its current fair value, an approach that would suggest a sharing ratio of 48% to 50% to NCI's current stockholders and 50% to 52% to Ply Gem's current owners. Following extensive discussion concerning the proposed transaction as well as leadership and management of a combined NCI and Ply Gem, the NCI board meeting was adjourned and the NCI special committee meeting was resumed. The NCI special committee discussed the potential opportunities and risks associated with a combination with Ply Gem, including that a combination with Ply Gem would likely be value- and cash-earnings-per-share accretive to NCI's stockholders by improving NCI's strategic positioning and growth prospects, expanding its scope and scale beyond low-rise non-residential construction, improving its operating and financial performance, and creating cost reduction and merger synergy opportunities. The NCI special committee discussed, among other risks, the risk that NCI and/or Ply Gem could fail to successfully execute on its business plan, that projected performance might prove unachievable or that expected synergies might not be realized. The Evercore representatives made a financial presentation, including with respect to NCI's standalone valuation as well as valuation relative to Ply Gem, and NCI senior management and Evercore reviewed financial projections for each of NCI and Ply Gem, which we refer to as the initial case projections. With respect to NCI, the initial case was prepared by NCI management in November 2017 in connection with its annual planning, and with respect to Ply Gem, the initial case was a set of projections prepared by Ply Gem management representing the combination of Ply Gem and Atrium, which were provided to prospective providers of debt financing in connection with the Sponsor Fund X Investor's acquisition of Ply Gem and Atrium in the first half of 2018. Representatives of Sponsor had provided the projections for Ply Gem to Evercore, and noted that Ply Gem's most recent internal management projections following the completion of the merger with Atrium and accounting for the benefits of the combination suggested higher projected profitability than the case



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that had been used in the acquisition financing process. Following discussion among the NCI special committee members and Evercore, the NCI special committee concluded that the potential combination continued to appear highly beneficial to NCI and, indeed, to be more beneficial to NCI than to Ply Gem; that the potential combination would be beneficial to NCI even at the sharing ratio implied by Mr. Sleeper; and that the potential combination appeared to be a more favorable alternative for NCI and its stockholders than other alternatives available to NCI, including the alternative of pursuing a strategic transaction with another company as well as the alternative of remaining independent and continuing on a standalone basis. Accordingly, the NCI special committee directed that Messrs. Ball and Metcalf, with the assistance of NCI's senior management, Evercore and Wachtell Lipton, continue to engage and negotiate with Sponsor to determine if a transaction could be obtained on terms more favorable to NCI and its stockholders than the terms suggested by Mr. Sleeper. The NCI special committee and Evercore then discussed parameters for a potential valuation discussion with or proposal to Sponsor. The NCI special committee then discussed leadership and management of a combined NCI and Ply Gem. Based on this discussion and prior discussions among the directors, the NCI special committee concluded that because strong business-plan execution by the NCI side of the business would be critical to the success of the proposed combined NCI and Ply Gem, Mr. Riley should, in the near term, remain focused on the NCI side of the business without the distraction of integrating and operating Ply Gem. Accordingly, the NCI special committee determined to recommend that, should the proposed merger be entered into and completed, Mr. Metcalf should serve as chief executive officer of the combined NCI and Ply Gem, with Mr. Riley to continue as chief executive officer of the NCI business.

On May 25, 2018, the NCI special committee met telephonically, together with representatives of Evercore and Wachtell Lipton, to discuss and determine a counter proposal on valuation to make to Sponsor. Based on the discussions at this meeting and at prior meetings, the NCI special committee authorized Evercore to propose a sharing ratio of 57% to NCI's current stockholders and 43% to Ply Gem's current owners.

On May 29, 2018, representatives of Evercore met in person with representatives of Sponsor to discuss valuation. Evercore presented and discussed the implications of the 57% - 43% sharing ratio as directed by the NCI special committee. The Sponsor representatives stated that 43% ownership in the combined company, resulting from the proposed merger of NCI and Ply Gem, was insufficient to interest Ply Gem's owners in the potential combination and that they would be better off not engaging in the transaction at that level. However, the Sponsor representatives stated that the parties should continue discussing a potential transaction and that Sponsor would continue to refine its evaluation of the transaction and would revert with a counter-proposal.

On May 31, 2018, representatives of Evercore met in person with representatives of Sponsor to discuss valuation. At this meeting, the Sponsor representatives proposed a sharing ratio of 53% for NCI's current stockholders and 47% for Ply Gem's current owners and made a supporting presentation. The Sponsor representatives noted that, based purely on financial metrics and applying the valuation methodology suggested by NCI, the sharing ratio should be 52% - 48%, but that Sponsor was willing to agree to 53% - 47% sharing ratio in order to complete the negotiations. However, the Sponsor representatives indicated that the matter had been reviewed by Sponsor's investment committee, its highest decision-making body, and that Sponsor would be unwilling to agree to a transaction at a sharing ratio of anything less than 47% to Ply Gem's current owners.

Later on May 31, 2018, the NCI special committee met telephonically, together with representatives of Evercore and Wachtell Lipton, to discuss the proposal received from Sponsor. Following a financial presentation by Evercore and extensive discussion, the NCI special committee unanimously concluded that the potential combination of NCI and Ply Gem would be highly beneficial to, and would create value for, NCI and its stockholders at a 53% - 47% sharing ratio; that, based on the statements made by Sponsor's representatives and based on the NCI special committee members' nine years of experience with Sponsor, Sponsor was unlikely to agree to a transaction at a sharing ratio of less than 47%; and that the NCI special committee should recommend to the NCI board (other than the Sponsor-affiliated directors, who had been recused) that NCI should seek to negotiate a transaction with Ply Gem based on a 53% - 47% sharing ratio, subject to further review and final approval or disapproval by the NCI special committee and the NCI board.

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On June 2, 2018, the NCI board met telephonically, together with representatives of Evercore and Wachtell Lipton, to discuss the proposal received from Sponsor and the NCI special committee's recommendation with respect to the proposal. The Sponsor-affiliated directors did not participate in the meeting. Evercore reviewed the history of the valuation negotiations and made a financial presentation, and Mr. Ball described the NCI special committee's recommendation and the reasons for it. Following further discussion, the directors unanimously agreed with the assessments of the NCI special committee, including as to the favorability of the sharing ratio to NCI and the unlikelihood that Sponsor would agree to a sharing ratio of less than 47%, and accepted the recommendation of the NCI special committee. Following the meeting, the NCI special committee directed Messrs. Ball and Metcalf, with the assistance of NCI's senior management, Evercore and Wachtell Lipton, to seek to negotiate a transaction with Ply Gem based on a 53% - 47% sharing ratio, subject to further review and final approval or disapproval by the NCI special committee and the NCI board. Among other things, the NCI special committee directed the negotiating team to insist upon terms for the post-closing new stockholders agreement, including standstill, voting and transfer restrictions and limitations, intended to restrict the ability of the Sponsor Investors following completion of the merger to control NCI, to coordinate with the GGC Investors to control or influence the management of NCI or to deliver an influential or controlling interest in NCI to a third party.

On June 3, 2018, representatives of Evercore informed representatives of Sponsor of the NCI special committee's conclusions. Thereafter, from early June through mid-July, 2018, the parties engaged in mutual due diligence and negotiated the structure and non-financial terms of the transaction, and Wachtell Lipton and Debevoise negotiated the merger agreement as well as the terms of a new stockholders agreement and new registration rights agreement to be entered into among NCI, the Sponsor Investors and the GGC Investors at the completion of the merger. Also during this period, Messrs. Ball and Metcalf spoke periodically by phone with representatives of Evercore and Wachtell Lipton to receive updates from, and provide guidance to, them.

On June 7, 2018, NCI entered into a mutual non-disclosure agreement with Ply Gem, and on June 13, 2018, NCI entered into a non-disclosure agreement with the GGC Investors, in each case enabling confidential negotiations, the exchange of confidential information and mutual due diligence. On June 8, 2018, Ply Gem provided NCI with access to two virtual data rooms (one for each of Ply Gem and Atrium) that contained the confidential information that was previously made available to the Sponsor Fund X Investor prior to its acquisition of Ply Gem and Atrium on April 16, 2018.

On June 21, 2018, the NCI special committee met telephonically, together with representatives of Wachtell Lipton, to discuss potential terms for the new stockholders agreement and the new registration rights agreement and potential responses to proposals received from Sponsor as to specific terms and provisions contained in these agreements. By July 13, 2018, the parties had substantially completed mutual due diligence and had made substantial progress on the terms of the merger agreement, new stockholders agreement and new registration rights agreement, as well as on the terms of the financing commitment to be received from Credit Suisse and RBC Capital Markets in connection with planned refinancing of NCI's outstanding indebtedness. On July 13, 2018, the NCI special committee met telephonically, together with members of NCI's senior management and representatives of Evercore and Wachtell Lipton, to discuss and deliberate on the proposed combination of NCI with Ply Gem, and to receive presentations from NCI's senior management and advisors. Although the NCI special committee deliberated separately, at the request of the NCI special committee, the NCI board (other than the Sponsor-affiliated directors) attended portions of the meeting devoted to receipt of the presentations and joint discussion. Mr. Ball and representatives of Evercore and Wachtell Lipton briefed the directors on the status of negotiations with Sponsor and Ply Gem, and Mr. Riley reviewed the results of NCI's business, synergy potential and due diligence review of Ply Gem. Evercore made an updated financial analysis presentation, including with respect to NCI's standalone valuation as well as valuation relative to Ply Gem, and Evercore reviewed adjustments to the financial projections for each of NCI and Ply Gem made by NCI management to reflect management's assessment of the achievability of such projections after careful review of the initial case projections that had been provided to Evercore and the NCI board in May. See "Certain NCI and Ply Gem Unaudited Prospective Financial and Operating Information". A representative of Wachtell Lipton discussed the directors' fiduciary duties and presented a detailed summary of the terms of the draft merger agreement,

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draft new stockholders agreement and draft new registration rights agreement. After discussion among the directors and deliberation by the NCI special committee meeting separately, including as to the matters described in the section entitled “The Merger — Reasons for the Merger; Recommendation of the NCI Board of Directors”, it was the unanimous view of the NCI special committee and of the NCI board (other than the Sponsor-affiliated directors, who had been recused) that NCI should seek to finalize the merger agreement and related agreements with Sponsor and Ply Gem, subject to final NCI special committee and NCI board review and approval at a meeting to be scheduled for July 17, 2018.

From July 13, 2018, through the early afternoon of July 17, 2018, the parties finalized negotiation of the merger agreement, the new stockholders agreement and the new registration rights agreement, and NCI and Ply Gem completed negotiation of the financing commitment letter with Credit Suisse and RBC Capital Markets. Also during this period, the parties calculated the precise number of shares to be issued by NCI to Ply Gem’s current owners in the merger to be 58,709,067, which represents approximately 47% of the total number of shares NCI common stock that would be outstanding after giving effect to the issuance of such shares. In the morning of July 17, 2018, the NCI special committee met telephonically, together with representatives of Evercore and Wachtell Lipton, to receive an update from, and to provide guidance to, Wachtell Lipton concerning the remaining issues in the transaction documents.

In the afternoon of July 17, 2018, the NCI special committee met telephonically, together with members of NCI’s senior management and representatives of Evercore and Wachtell Lipton. Mr. Ball and a representative of Wachtell Lipton provided an update on developments since the NCI special committee’s previous meeting. The Wachtell Lipton representative provided directors with an updated summary of the draft merger agreement, draft new stockholders agreement and draft new registration rights agreement, and representatives of Evercore provided directors with an updated financial analysis presentation, which had been refined slightly since the July 13, 2018 NCI special committee meeting. A representative of Evercore delivered Evercore’s oral opinion, confirmed by delivery of a written opinion dated July 17, 2018, to the NCI special committee and the NCI board to the effect that, as of such date and based upon and subject to the factors, procedures, assumptions, qualifications and limitations set forth in its written opinion, the aggregate consideration to be paid by NCI in the merger with Ply Gem was fair, from a financial point of view to NCI. See “Opinion of NCI’s Financial Advisor” for more information.

After discussions, including as to the matters discussed below in the section entitled “NCI’s Reasons for the Merger; Recommendation of the NCI,” the NCI special committee, by unanimous vote of all of its members, resolved to recommend that the NCI board approve the merger agreement, the merger and the related transactions. After the NCI special committee concluded its meeting, the NCI board (other than the Sponsor-affiliated directors, who had been recused) met telephonically, together with members of NCI’s senior management and representatives of Evercore and Wachtell Lipton. Mr. Ball and a representative of Wachtell Lipton provided an update on developments since the NCI special committee’s previous meeting and informed the NCI board of the NCI special committee’s unanimous favorable recommendation of the proposed merger with Ply Gem and the reasons for the recommendation. The Wachtell Lipton representative provided directors with an updated summary of the draft merger agreement, draft new stockholders agreement and draft new registration rights agreement, and representatives of Evercore provided directors with an updated financial analysis presentation, which had been updated slightly since the July 13 NCI special committee meeting for more recent stock trading prices. A representative of Evercore delivered Evercore’s oral opinion, confirmed by delivery of a written opinion dated July 17, 2018, to the NCI special committee and the NCI board to the effect that, as of such date and based upon and subject to the factors, procedures, assumptions, qualifications and limitations set forth in its written opinion, that the aggregate consideration to be paid by NCI in the merger with Ply Gem was fair, from a financial point of view to NCI. See “Opinion of NCI’s Financial Advisor” for more information. After further discussions, including as to the matters discussed below in the section entitled “NCI’s Reasons for the Merger; Recommendation of the NCI,” the NCI board, by unanimous vote of all of its members (other than the Sponsor-affiliated directors, who had been recused), and having received the recommendation of the NCI special committee, approved and declared advisable the merger agreement, the transactions contemplated by the merger agreement, including the merger, and the forms of new stockholders agreement and new registration rights agreement, and resolved to recommend that NCI stockholders vote to approve and adopt the merger agreement, the merger and the related transactions.



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Following the conclusion of the NCI board meeting, the parties finalized the transaction documentation, executed the merger agreement, and issued a joint press release announcing the proposed merger.

Recommendation of the NCI board and Reasons of the NCI Special Committee and NCI board for the Merger  
The NCI board formed the NCI special committee, consisting of five of NCI's directors who are independent and not affiliated with Sponsor, to consider the proposed merger with Ply Gem. After careful consideration, the NCI special committee and the NCI board (other than the Sponsor-affiliated directors, who had been recused), with the assistance of their independent financial and legal advisors, each unanimously determined that the terms of the merger agreement, the new stockholders agreement and the registration rights agreement, and the transactions contemplated by the merger agreement, including the merger, the share issuance and charter amendment, are advisable, fair and in the best interests of NCI and its stockholders. Accordingly, based on its evaluation and having received the recommendation of the NCI special committee, the NCI board, by unanimous vote of the directors not affiliated with Sponsor, recommends that NCI stockholders vote "FOR" the adoption of the merger agreement proposal and "FOR" the related other proposals, including the share issuance proposal, the charter amendment proposal and the compensation proposal.

In reaching their determinations and recommendations, the NCI special committee and the NCI board consulted with NCI's management and financial and legal advisors and considered a number of factors, including the following factors that weighed in favor of the merger:

- Transformational Combination Creating a Large-Scale Public Company with an Attractive Financial Growth Profile. The NCI board considered that the proposed combination with Ply Gem offers a unique strategic opportunity to create a larger scale public company with a broader set of growth opportunities, improved profitability, and higher shareholder value creation potential, and therefore a more attractive equity and improved investment opportunity. The NCI board further noted that:

- The combination presents an opportunity for substantial equity returns as a result of strong growth, including expected growth in combined Adjusted EBITDA between 2018 and 2019 of greater than 20%, expected Adjusted EBITDA growth in the high-teens annual percentage rates over several years beyond 2019, and robust free cash flow generation due to growth, operating and financial leverage.

- The combined company would have the potential to trade at higher cash-earnings-per-share and other financial metric multiples and the potential to attract broader investor demand that could lead to share price appreciation, including because:

- The combined company would be a larger and more diversified building products company than NCI is currently.

- The combination is expected to be immediately accretive to NCI stockholders and to enhance key performance metrics including growth, revenue, EBITDA (earnings before interest, taxes, depreciation and amortization), margins and free cash flow conversion.

- The combined company is expected to have higher revenue- and EBITDA growth rates.

- The combined company would present a broader product portfolio as a basis for an expanded universe of adjacencies and a larger platform for more substantial organic and inorganic investments.

- The near-term general and administrative, procurement and manufacturing cost savings and long-term cross-selling opportunities of the combined company are expected to enhance profitability and growth.

- **Attractive Run-Rate Synergies and Cost Reduction Programs.** The NCI board considered that the synergies and cost reduction benefits would be meaningful for the combined company. In this regard, the NCI board considered that:

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- The combined company is targeting \$150 million or more in run-rate cost savings and synergies annually within the three years following the closing of the merger, including approximately \$40 to \$50 million in merger-specific synergies.

- The cost reduction programs have been clearly identified to include process automation and labor savings, improved yield and product quality, waste elimination, six sigma implementation and North America consolidation and off-shoring.

- That additional cost savings and synergies not reflected in the estimates referred to above could potentially be achieved in Ply Gem's operations through the application of efficiency-enhancing techniques that had been successful at NCI in recent years.

- Many cost savings actions and activities resulting from the Ply Gem-Atrium merger in April 2018 are already implemented or underway and yielding early benefits.

- **Strengthened Product Offerings and Reduced Volatility.** The NCI board considered that the combination of NCI and Ply Gem would reduce the volatility of NCI's business by diversifying its product offerings and tilting them away from upstream metals processing and towards value-added building products. In this regard, the NCI board considered that:

- The combined company will have a more diversified product portfolio across a broader range of exterior residential and non-residential offerings.

- Downstream building products companies trade at a premium to upstream metal processors.

- The combination would provide greater balance across end-markets, channels and inputs to reduce volatility.

- The combination balances NCI's raw materials exposure thereby limiting the volatility of sales and earnings.

- The combination expands NCI's exposure across the new construction and repair and remodel markets.

- **Attractive Valuation of a Combination Partner with Strong Growth Prospects.** The NCI board considered that the combination presented an opportunity to combine with a company with comparatively strong growth prospects at an attractive value. In this regard, the NCI board considered that:

- Ply Gem has stronger projected growth in both revenue and profitability compared to NCI or to other building products companies.

The combined company would benefit from the increased scale and synergies generated by the Ply Gem-Atrium merger as well as the combination between NCI and Ply Gem.

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Attractive Exchange Ratio and Fair Merger Consideration. The NCI board considered factors related to the attractiveness of the exchange ratio and the fairness of the aggregate merger consideration, including:

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That based on the relative expected growth prospects of each of NCI and Ply Gem, the expected synergies from the combination, the synergies from the Ply Gem-Atrium merger, and the immediate accretiveness of the transaction to NCI stockholders, among other factors, the sharing ratio provided for in the merger agreement (and implied by the number of shares of NCI common stock constituting the aggregate merger consideration) of 53% to NCI current stockholders and 47% to Ply Gem's current owners was attractive from NCI's perspective and that the transaction would have been beneficial to NCI and its stockholders even at a lower sharing ratio.

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The opinion of Evercore, NCI's financial advisor, to the effect that, as of July 17, 2018, and based on and subject to, among other things, the assumptions made, procedures followed, factors considered and limitations on the review