

EXHIBIT A

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

GARY D. VOIGT, Individually and on
Behalf of All Others Similarly Situated
and Derivatively on Behalf of Nominal
Defendant NCI BUILDING SYSTEMS,
INC.,

Plaintiff,

v.

JAMES S. METCALF, DONALD R.
RILEY, NATHAN K. SLEEPER,
WILLIAM R. VANARSDALE,
JONATHAN L. ZREBIEC, KATHLEEN
J. AFFELDT, JAMES G. BERGES,
LAWRENCE J. KREMER, CLAYTON,
DUBILIER & RICE FUND VIII, L.P.,
and CLAYTON, DUBILIER & RICE,
LLC,

Defendants,

and

NCI BUILDING SYSTEMS, INC., a
Delaware corporation,

Nominal Defendant.

C.A. No. 2018-0828-JTL

**[PROPOSED] SCHEDULING ORDER WITH RESPECT
TO NOTICE AND SETTLEMENT HEARING**

WHEREAS, the parties to the above-captioned action (the “Action”) have entered into a Stipulation of Compromise and Settlement dated August 25, 2021 (the “Stipulation”), which sets forth the terms and conditions for the proposed settlement and dismissal with prejudice of the Action, subject to review and approval by this Court pursuant to Court of Chancery Rules 23 and 23.1 upon

notice to the Class, and the Current Stockholders of nominal defendant NCI Building Systems, Inc. (“NCI” or the “Company,” n/k/a Cornerstone Brands, Inc.);

NOW, upon application of the Parties, after review and consideration of the Stipulation filed with the Court and the exhibits annexed thereto,

IT IS HEREBY ORDERED this ___ day of _____, 2021 as follows:

1. Except for terms defined herein, the Court adopts and incorporates the definitions in the Stipulation for the purposes of this order.

2. On February 5, 2021, the Court certified a class comprising all record holders and beneficial owners of Cornerstone Building Brands, Inc. f/k/a NCI Building Systems, Inc. common stock as of July 17, 2018 (the “Class Shares”), and their heirs, assigns, transferees, and successors-in-interest, in each case solely in their capacity as holders or owners of NCI common stock. Excluded from the Class are (i) James S. Metcalf, Donald R. Riley, Nathan K. Sleeper, William R. VanArsdale, Jonathan L. Zrebiec, Kathleen J. Affeldt, James G. Berges, Lawrence J. Kremer, Clayton, Dubilier & Rice Fund VIII, L.P., Clayton, Dubilier & Rice, LLC, George Martinez, George L. Ball, Gary L. Forbes, and John J. Holland (collectively, the “Excluded Parties” and each an “Excluded Party”); (ii) any of the Excluded Parties’ immediate family members, affiliates, parent companies, subsidiaries, legal representatives, heirs, estates, predecessors, successors, and

assigns; and (iii) any entity in which any Excluded Party has or had a direct or indirect controlling interest.

3. The Court also certified Andrews & Springer LLC and Friedman Oster & Tejtel PLLC as Class Counsel.

4. A hearing (the “Settlement Hearing”) shall be held on _____, 2021, at _____.m. in the Court of Chancery, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, or as may be undertaken via a remote proceeding such as Zoom or by telephone, to (a) determine whether the proposed Settlement, on the terms and conditions provided for in the Stipulation, is fair, reasonable, and adequate and in the best interests of the NCI, its stockholders, and the Class; (b) determine whether the Court should finally approve the Stipulation and enter the Judgment as provided in the Stipulation, finally certifying the Class, dismissing the Action with prejudice and extinguishing and releasing the Released Claims; (c) consider Plaintiff’s Counsel’s Fee and Expense Application; (d) consider Plaintiff’s application for an Incentive Award to be paid solely out of any Fee Award; (e) hear and determine any objections to the proposed Settlement, the class action determination, Plaintiff’s request for an Incentive Award or Plaintiff’s Counsel’s Fee and Expense Application; and (f) rule on such other matters as the Court may deem appropriate. Class Members and other NCI stockholders should check the

Court of Chancery website in advance of the Settlement Hearing to determine whether that hearing will occur in person at the Court of Chancery or via a remote link or teleconference.

5. The Settlement Hearing may be adjourned by the Court from time to time without further notice to the Current Stockholders and Class other than by announcement at the Settlement Hearing or other adjournment thereof, or a notation on the docket in the Action.

6. The Court reserves the right to approve the Settlement, at or after the Settlement Hearing, with such modifications as may be consented to by the Parties to the Stipulation, and without further notice to the Current Stockholders and Class. Further, the Court may render its Judgment, and order the payment of Plaintiff's Counsel's Fee and Expense Application and/or an Incentive Award, all without further notice to the Current Stockholders and Class. The Court retains jurisdiction over this Action to consider further applications arising out of or connected with the proposed Settlement.

7. The Court approves, in form and content, the Notice of Pendency and of Settlement of Action (the "Notice") filed by the Parties with the Stipulation as Exhibit B and finds that the giving of notice substantially in the manner set forth herein meets the requirements of Court of Chancery Rules 23 and 23.1 and due process, is the best notice practicable under the circumstances and shall constitute

due and sufficient notice to all persons entitled thereto. No later than sixty (60) calendar days prior to the Settlement Hearing (the “Notice Date”), NCI shall mail, or cause to be mailed, by first class U.S. mail or other mail service if mailed outside the U.S., postage pre-paid, the Notice, substantially in the form annexed as Exhibit B to the Stipulation, to all persons who are Current Stockholders of record or were on July 17, 2018 record holders of common stock of NCI at their last known address appearing in the stock transfer records maintained by or on behalf of NCI. All Current Stockholders and all members of the Class who are record holders of NCI common stock on behalf of beneficial owners shall be directed to forward the Notice promptly to the beneficial owners of those securities. Additionally, NCI shall use reasonable efforts to give notice to all beneficial owners of common stock of NCI by providing additional copies of the Notice to any record holder requesting the Notice for purposes of distribution to such beneficial owners.

8. NCI shall pay any and all costs and expenses related to providing notice of the proposed Settlement (“Notice Costs”) regardless of whether the Effective Date shall occur, and in no event shall Plaintiff, any other NCI stockholder, any other Defendant, or their attorneys be responsible for any such Notice Costs.

9. At least ten (10) business days prior to the Settlement Hearing, NCI

shall file an appropriate affidavit attesting to provision of the Notice in accordance with this Order.

10. As set forth in the Notice, any NCI stockholder or Class member who objects to the Settlement, the class action determination, the proposed Judgment to be entered, the Fee and Expense Application, the request for an Incentive Award or who otherwise wishes to be heard (“Objector”), may appear in person (or by telephone or Zoom if the Settlement Hearing is conducted in such manner) or by his, her, or its attorney at the Settlement Hearing and present any evidence or argument that may be proper and relevant; provided, however, that no Objector shall be heard or entitled to contest the approval of the terms and conditions of the Settlement, or, if approved, the Judgment to be entered thereon, the allowance of fees and expenses to Plaintiff’s Counsel or the Incentive Award unless he, she, or it has, no later than ten (10) business days before the Settlement Hearing (unless the Court in its discretion shall thereafter otherwise direct, upon application of such person and for good cause shown), filed with the Register in Chancery, Court of Chancery, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, the following: (a) proof of ownership of NCI stock either (i) as of July 17, 2018 and continuously to the present (if objecting to the derivative aspects of the settlement); or (ii) as of July 17, 2018 or as a result of the acquisition of Class Shares thereafter (if objecting to the class aspects of the

settlement); (b) a written and signed notice of the Objector's intention to appear, which states the name, address and telephone number of the Objector and, if represented, the name, address and telephone number of his, her or its counsel; (c) a detailed statement of the objections to any matter before the Court; and (d) a detailed statement of all of the grounds thereon and the reasons for the Objector's desire to appear and to be heard, as well as all documents or writings which the Objector desires the Court to consider. Any such filings with the Court must also be served upon each of the following counsel (i) by hand, first class U.S. mail, or express service, and (ii) by email such that they are received no later than ten (10) calendar days prior to the Settlement Hearing:

Peter B. Andrews (#4623)
Craig J. Springer (#5529)
David M. Sborz (#6203)
ANDREWS & SPRINGER LLC
4001 Kennett Pike, Suite 250
Wilmington, Delaware 19807
pandrews@andrewsspringer.com
cspringer@andrewsspringer.com
dsborz@andrewsspringer.com
Class Counsel and Counsel for Plaintiff

Jeremy S. Friedman
David F.E. Tejtel
FRIEDMAN OSTER & TEJTEL PLLC
493 Bedford Center Road, Suite 2D
Bedford Hills, New York 10507
jfriedman@fotpllc.com
dtejtel@fotpllc.com
Class Counsel and Counsel for Plaintiff

Gregory P. Williams (#2168)
Brock E. Czeschin (#3938)
John M. O'Toole (#6448)
RICHARDS, LAYTON
& FINGER, P.A.
920 North King Street
Wilmington, Delaware 19801
williams@rlf.com
czeschin@rlf.com
otoole@rlf.com
*Counsel for James S. Metcalf, Donald R.
Riley, Kathleen J. Affeldt, Lawrence J.
Kremer, George L. Ball, Gary L. Forbes,
John J. Holland, and George Martinez*

David J. Teklits (#3221)
Thomas P. Will (#6086)
MORRIS, NICHOLS, ARSHT
& TUNNELL LLP
1201 North Market Street
Wilmington, Delaware 19801
dteklits@morrisnichols.com
twill@morrisnichols.com
*Counsel for Nathan K. Sleeper, William R.
VanArsdale, Jonathan L. Zrebiec, James G.
Berges, Clayton, Dubilier & Rice Fund VIII,
L.P., and Clayton, Dubilier & Rice LLC*

Garrett B. Moritz (#5646)
Eric D. Selden (#4911)
Benjamin Z. Grossberg (#5615)
ROSS ARONSTAM & MORITZ LLP
100 S. West Street, Suite 400
Wilmington, Delaware 19801
gmoritz@ramllp.com
eselden@ramllp.com
bgrossberg@ramllp.com
*Counsel For Nominal Defendant NCI
Building Systems, Inc.*

11. Any person or entity who fails to object in the manner prescribed above shall be deemed to have waived such objection (including the right to appeal), unless the Court in its discretion allows such objection to be heard at the Settlement Hearing, and shall forever be barred from raising such objection in this Action or any other action or proceeding or otherwise contesting the Settlement, the Fee and Expense Application, the request for an Incentive Award or any other matter related to the Settlement, in the Action or any other action or proceeding, and will otherwise be bound by the Judgment to be entered and the releases to be given.

12. At least fifteen (15) business days prior to the Settlement Hearing, Plaintiff's Counsel shall file with the Court a brief in support of the Settlement and Plaintiff's Counsel's Fee and Expense Application and the Incentive Award. Any objections to the Fee and Expense Application and request for an Incentive Award shall be filed and served no later than ten (10) business days prior to the Settlement Hearing.

13. At least five (5) business days prior to the Settlement Hearing, the Parties may file with the Court a brief in response to any objections made by an Objector pursuant to Paragraph 10 above, and Plaintiff may file and serve a brief in response to any objections to the Fee and Expense Application and request for an Incentive Award.

14. If the Settlement is approved by the Court following the Settlement Hearing, the Court shall enter an Order and Final Judgment substantially in the form attached to the Stipulation as Exhibit C.

15. In the event that the Settlement is terminated in its entirety pursuant to the terms of Paragraph 6.1 of the Stipulation or the Effective Date otherwise fails to occur for any reason, the Settlement and the Stipulation (other than Section VI and Paragraph 3.3 thereof) shall be canceled and terminated; this Order (other than Paragraph 8 hereof) shall become null and void and be without prejudice to the rights of Plaintiff, the Class, the other NCI stockholders, Defendants, and the Company; and all proceedings in, and parties to, the Action shall revert to their status in this Action as of May 24, 2021.

16. All discovery and other proceedings in this Action (except as may be necessary to carry out the terms and conditions of the proposed Settlement) are hereby stayed and suspended until further order of the Court. Except as provided in the Stipulation, pending final determination of whether the Stipulation should be approved, all parties to the Action and all Class members are hereby enjoined against instituting, commencing, prosecuting, continuing, or in any way participating in, whether directly, representatively, individually, derivatively on behalf of NCI, or in any other capacity, any action or other proceeding asserting any Released Claims.

17. The Court may, for good cause shown, extend any of the deadlines set forth in this Order without further notice to anyone other than the parties to the Action and any Objectors.

Vice Chancellor J. Travis Laster