

LENNOX INTERNATIONAL INC.
COMPENSATION AND HUMAN RESOURCES COMMITTEE

PURPOSES

The primary purposes of the Compensation and Human Resources Committee (the “Committee”) of the Board of Directors (the “Board”) are to:

1. Review and approve the compensation of the Company’s Executive Officers (“EOs”) other than the Chief Executive Officer (“CEO”).
2. Make recommendations to the independent directors of the Board on the compensation of the CEO.
3. Review the compensation program for outside members of the Board and make recommendations to the Board.
4. Review and approve the Company’s executive compensation and benefits philosophy and programs.
5. Review succession plans of CEO and EOs.
6. Issue an annual report on executive compensation for inclusion in the Company’s proxy statement or annual report on Form 10-K.

ORGANIZATION AND STRUCTURE

The Committee:

1. Will be appointed by the Board annually and serve until their successors are appointed and qualified. The Board will have the power at any time to change the membership of the Committee and to fill vacancies.
2. Will consist exclusively of independent directors who (a) satisfy the independence requirements of the New York Stock Exchange; (b) are “non-employee directors,” as that term is defined under Securities and Exchange Commission Rule 16b-3; and (c) are “outside directors” as that term is defined for the purpose of Internal Revenue Code Section 162(m).
3. Will call regular meetings according to the schedule approved by the Committee for the year. The Committee shall fix its own rules of procedure. Special meetings of the Committee can be called by the Committee Chair, a majority of the members of the Committee or the Chairman of the Board.
4. Will present timely reports to the Board concerning the Committee’s actions.
5. May invite nonmembers to attend Committee meetings if it determines the nonmember’s attendance may be beneficial to meeting the Committee’s responsibilities.
6. May form and delegate authority to subcommittees.

COMMITTEE RESPONSIBILITIES

The Committee has the following responsibilities:

1. Recommend to the independent directors of the Board the CEO’s compensation.
2. Review and approve long-term incentive compensation for EOs — and recommend long-term incentive compensation for the CEO to the independent directors of the Board for approval — by

considering, among others factors, the following: (a) the Company's performance and relative shareholder return; (b) the value of similar incentive awards to senior executives of comparable companies; and (c) the awards given to the CEO and EOs in past years.

3. Review the CEO's performance evaluations of EOs, review the CEO's recommendations for EO compensation, and approve EO compensation.
4. Review and approve all compensation agreements with any EO, and, in the case of the CEO, make a recommendation to the independent directors of the Board for approval of all compensation agreements, including, without limitation, employment agreements, change of control agreements, indemnification agreements and severance agreements.
5. Review and approve executive compensation and benefits philosophy and programs.
6. Review and approve executive short and long-term incentive programs.
7. Review the design and market competitiveness of the compensation programs for outside members of the Board and make recommendations to the Board.
8. Review and recommend to the Board CEO succession plans.
9. Review EO succession plans as presented by the CEO.
10. Issue an annual report on executive compensation for inclusion in the Company's proxy statement or annual report on Form 10-K.
11. Review (i) the funding requirements and investment policies of the defined benefit and defined contribution qualified retirement plans maintained by the Company (the "Plans"), and (ii) the performance of investment funds, investment advisors and investment managers selected for the Plans by the Company's investment committee.
12. Review this Charter annually and recommend any proposed changes to the Board Governance Committee for approval by the Board.
13. Perform an annual performance evaluation of the Committee.
14. Perform any other activities consistent with this Charter, the Company's Bylaws, the Company's Corporate Governance Guidelines and applicable law, as the Committee deems appropriate or as requested by the Board.

COMMITTEE AUTHORITY

1. The Committee will have sole authority to retain and terminate a third-party service provider for executive compensation consulting or legal or other advice, including the sole authority to approve the third-party service provider's fees and other retention terms. Prior to retention, the Committee shall consider all factors relevant to such service provider's independence to the extent provided by New York Stock Exchange rules.
2. Nothing contained in this Charter is intended to alter or impair the operation of the "business judgment rule" as interpreted by the courts under the Delaware General Corporation Law. Further, nothing contained in this Charter is intended to alter or impair the right of the members of the Committee to rely, in discharging their oversight role, on the records of the Company and on other information presented to the Committee, the Board or the Company by its officers or employees, or by outside experts.