

**LENNOX INTERNATIONAL INC.
BOARD GOVERNANCE COMMITTEE**

PURPOSES

The primary purposes of the Board Governance Committee (the “Committee”) of the Board of Directors (the “Board”) are to:

1. Identify individuals qualified to become directors of the Board, consistent with criteria approved by the Board.
2. Recommend director nominees to the Board.
3. Develop and recommend to the Board a set of corporate governance guidelines.
4. Oversee evaluation of the Board and management.

ORGANIZATION AND STRUCTURE

The Committee:

1. Will be appointed by the Board annually and serve until their successors are appointed and qualified. The Board of Directors 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 satisfy the independence requirements of the New York Stock Exchange.
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. Develop Board director qualification criteria for Board approval.
2. Identify individuals qualified to become directors of the Board, consistent with criteria approved by the Board.
3. Recommend director nominees to the Board.
4. Review annually the Corporate Governance Guidelines and recommend any proposed changes to the Board.
5. Review annually the size, structure, number and membership of committees of the Board and recommend any proposed changes to the Board.
6. Review annually the charters of the committees of the Board and recommend any proposed changes to the Board.

7. Oversee the evaluation of the Board.
8. Delegate to the Compensation and Human Resources Committee oversight of management evaluation.
9. Review compliance with the Company's Code of Conduct and consider any requests for waivers from the Company's Code of Conduct. The Company will disclose waivers as required by the New York Stock Exchange and the Securities and Exchange Commission.
10. Advise the Board on matters of governance structure of the Company and the conduct of the Board.
11. Develop a director education policy and director education programs.
12. Review this Charter annually and recommend any proposed changes for approval by the Board.
13. Conduct a Board-wide periodic peer review process of directors scheduled to be re-nominated.
14. Perform an annual performance evaluation of the Committee.
15. Recommend to the Board whether to accept or reject a director resignation, or take other action, where a director fails to receive a majority vote as specified under the Company's By-laws and Corporate Governance Guidelines.
16. Perform any other activities consistent with this Charter, the Company's By-laws, 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 search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.
2. The Committee will have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
3. 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.