

LENNOX INTERNATIONAL INC.
EXECUTIVE COMMITTEE

PURPOSES

The primary purpose of the Executive Committee (the “Committee”) of the Board of Directors (the “Board”) is to aid the Board in handling any matters that arise between Board meetings and, in the opinion of the Chair of the Board, should not be postponed until the next scheduled meeting of the Board.

ORGANIZATION AND STRUCTURE

The Committee:

1. Unless otherwise provided by the Board, shall consist of the Chair of the Board, Lead Independent Director (if applicable), the Chief Executive Officer (if different from the Chair of the Board), and the Chairs of each standing Board committee. The members of the Committee shall 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 be chaired by the Chair of the Board.
3. Will hold meetings as frequently as the Committee Chair or a majority of the members of the Committee deem advisable. The Committee shall fix its own rules of procedure.
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

Between meetings of the Board, the Committee has the powers of the Board to act upon any matters that should not be deferred until the next regularly scheduled meeting of the Board. However, the Committee will not have the powers of the Board if prohibited by law or if full Board approval is required under the Company’s governing documents or the New York Stock Exchange listing standards.

COMMITTEE AUTHORITY

1. The Committee will have the authority to obtain advice and assistance from internal or external legal, accounting, or other advisors.
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.