

LENNOX INTERNATIONAL INC.
PUBLIC POLICY COMMITTEE

PURPOSES

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

1. Oversee the Company’s position on corporate social responsibilities and public issues of significance that affect investors and other key Company stakeholders.
2. Oversee the Company’s environmental, health and safety issues.

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 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.
3. Will present timely reports to the Board concerning the Committee’s actions.
4. May invite nonmembers to attend Committee meetings if it determines the nonmember’s attendance may be beneficial to meeting the Committee’s responsibilities.
5. May form and delegate authority to subcommittees.

COMMITTEE RESPONSIBILITIES

The Committee has the following responsibilities:

1. Review public and social policy positions taken in legislative and regulatory forums both domestically and internationally.
2. Review actions in furtherance of the Company’s corporate social responsibility.
3. Oversee public relations and community relations issues.
4. Oversee support of charitable, educational and business organizations, including major individual corporate contributions on an annual basis.
5. Oversee environmental, health and safety issues.
6. Review this Charter annually and recommend any proposed changes to the Board Governance Committee for approval by the Board.
7. Perform an annual performance evaluation of the Committee.
8. 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 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.