

PGT, Inc.
Policy Regarding Processes for
Identifying and Evaluating Director Nominees

The Board of Directors (the “Board”) of PGT, Inc. (the “Company”) believes that the minimum qualifications for serving as a director of the Company are that a nominee demonstrate, by significant accomplishment in his or her field, an ability to make a meaningful contribution to the Board’s oversight of the business and affairs of the Company and have a record and reputation for honest and ethical conduct in both his or her professional and personal activities. Nominees for director shall be those people who the Board believes, after taking into account their skills, expertise, integrity, character, judgment, age, independence, corporate experience, length of service, conflicts of interest, and commitments, including, among other things, service on the boards (or comparable governing bodies) of other public companies, private business companies, charities, civic bodies, or similar organizations and other qualities, will enhance the Board’s ability to manage and direct, in an effective manner, the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and satisfy any independence requirements imposed by law, regulation, or the listing requirements of The Nasdaq Global Market.

In general, nominees for director should have an understanding of the workings of large business organizations such as the Company, as well as the ability to make independent, analytical judgments, the ability to be an effective communicator, and the ability and willingness to devote the time and effort to be an effective and contributing member of the Board. In addition, the Board will examine a candidate’s specific experience and skills, availability in light of other commitments, potential conflicts of interest, and independence from management and the Company.

The Board will identify potential nominees by asking current directors and executive officers to notify the Board when they become aware of persons meeting the criteria described above. The Board may also, from time to time, engage firms that specialize in identifying director candidates. As described in the Company’s Policy on Stockholder Recommendations for Director Candidates and Stockholder-Director Communications, the Board will also consider candidates recommended by stockholders.

Once a person has been identified by the Board as a potential candidate, the Board may collect and review publicly available information on the person to assess whether that person should be considered further. If the Board determines that the candidate warrants further consideration, the Chairman of the Board or another member of the Board will contact the person. Generally, if the person expresses a willingness to be considered and to serve on the Board, the Board will request information from the candidate, review the person’s accomplishments and qualifications, including in light of any other candidates that the Board may be considering, and conduct one or more interviews with the candidate. In certain instances, Board members may contact one or more references provided by the candidate or may contact other members of the business community or other persons who may have greater first-hand knowledge of the candidate’s accomplishments. The Board’s evaluation process does not vary based on whether or not a candidate is recommended by a stockholder, although the Board may take into consideration the number of shares held by the recommending stockholder and the length of time that such shares have been held. All nominees of the Board for election to the Board must be recommended by a majority of the independent directors then serving on the Board.