

PGT INNOVATIONS, INC.
GOVERNANCE COMMITTEE CHARTER
Effective: April 10, 2017

I. PURPOSE

The Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of PGT Innovations, Inc. (the “Company”) has the responsibility and authority to (a) assist the Board by identifying individuals qualified to become Board members and recommend a slate of nominees to be proposed by the Board to stockholders for election to the Board, (b) develop plans regarding size and composition of the Board and its committees, (c) develop and recommend corporate governance principles and guidelines of the Company and to monitor compliance therewith, and (d) make recommendations to the Board regarding the size and composition of the Board and its committees.

II. COMPOSITION

The Committee shall be composed of at least three directors, each of whom will be an “independent director” as required by the rules and requirements of the Securities Exchange Act of 1934, as amended, any rules and regulations promulgated thereunder by the Securities and Exchange Commission and the listing rules of The New York Stock Exchange (“NYSE”), subject to any phase-in provisions, exceptions and rules as may apply under the rules of NYSE. A director shall qualify as independent if the Board has affirmatively determined that such director is independent, consistent with the basic independence criteria set forth in the Company’s Corporate Governance Policy.

Each member of the Committee shall be appointed annually by the Board. Any member of the Committee may be removed or replaced by the Board at any time at the Board’s sole discretion. Any vacancy occurring in the Committee shall be filled by the Board. Unless a chair of the Committee (the “Chair”) is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee and set the agenda for each Committee meeting. A Secretary of the Committee may be appointed by the Chair of the Committee and need not be a member of the Committee.

III. MEETINGS

The Committee shall meet as often as it determines is necessary to carry out its responsibilities. Meetings may be scheduled as needed and may be called by the Chair of the Committee or, if there is no such chair, by two members of the Committee. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the provisions of the Company’s By-Laws that are applicable to a committee of the Board. Except as otherwise provided by statute, a majority of the members shall represent a quorum of the Committee for the transaction of business at any meeting. Formal action to be taken by the Committee shall be by unanimous written consent or by the affirmative vote of at least a majority of the members present (in person or by telephone conference call) at a meeting at which a quorum is present. The Committee shall maintain written minutes of

its meetings, which minutes will be filed with the minutes of the meetings of the Board. A summary of all formal action taken by the Committee (or any subcommittee thereof) shall be reported at the next meeting of the Board following such action.

The Committee may, in its discretion, invite other directors of the Company, members of the Company's management or any other person, including, without limitation, outside counsel or consultants, whose presence the Committee believes to be desirable and appropriate to attend and observe meetings of the Committee. The Committee may exclude from its meetings any person it deems appropriate.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

In addition to other duties as the Board may assign, the Committee shall have the following authority and responsibilities:

Director Matters

1. Determine the qualifications, qualities, mix of skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director.

2. Identify and recommend to the Board, with the input of the Chief Executive Officer and President, individuals qualified to become Board members consistent with criteria approved by the Board, as set forth in the Company's By-Laws, Corporate Governance Guidelines and policies regarding the identification and evaluation of director nominees.

3. Conduct, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board and such candidate's compliance with independence and other qualification requirements established by the Committee.

4. Evaluate the performance of each director eligible for reelection to the Board, and recommend for the Board's approval the slate of nominees to be proposed by the Board to stockholders for election to the Board at annual meetings and recommend individuals to fill vacancies occurring between annual meetings of stockholders. In the case of a director nominee to fill a Board vacancy created by resignation, death, removal, retirement or an increase in the size of the Board, the Committee will also make a recommendation to the Board as to the class of directors in which the individual should serve.

5. Review, develop and recommend to the Board policies, and amendments to such policies, for considering director nominees for election, including director nominees recommended by the stockholders and procedures for submission by stockholders of such recommendations.

6. Consider and make recommendations to the Board concerning the appropriate size, function and needs of the Board and its committees including, but not limited to, considerations with respect to diversity of experience, expertise, viewpoints, skills, and specialized knowledge.

7. Review and recommend to the Board director independence determinations made with respect to continuing and prospective directors.

8. Recommend directors to serve on the committees of the Board and recommend individuals to fill vacancies on any such committee.

9. Review and recommend director orientation and continuing education programs for members of the Board.

10. Consider and recommend, where appropriate, the removal of a director from a committee or from the Board for cause and in accordance with the applicable provisions of the Company's Certificate of Incorporation and By-Laws.

Corporate Governance Guidelines

1. Review, develop and recommend to the Board corporate governance principles and guidelines for the Company and monitor compliance with such principles to the extent they apply to the Board, the independence of the Board or its members, and the executive officers of the Company.

2. Review the adequacy of the Certificate of Incorporation and By-Laws of the Company and recommend to the Board, as conditions dictate, amendments for consideration by the stockholders.

3. Receive from the General Counsel periodic updates regarding current legal and regulatory developments and issues which are likely to affect the Board, governance of the Company, or the independence of the Board or its members.

4. Consider any corporate governance issues that may arise from time to time, and develop appropriate recommendations for the Board.

Performance Evaluation, Risk Oversight and Succession Planning

1. Produce and provide to the Board on an annual basis a performance evaluation of the Committee's performance of its duties under this Charter. The performance evaluation shall be conducted in such a manner as the Committee deems appropriate. Any member of the Committee may present the evaluation to the Board either orally or in writing.

2. Regularly report to the Board on the Committee's activities, recommendations and conclusions.

3. At least annually, review and reassess the adequacy of this Charter, and applicable charters of each standing committee of the Board, and recommend any proposed changes to the Board for approval.

4. Lead the Board in an annual evaluation to, among other reasons, determine whether the Board is functioning effectively and in compliance with the corporate governance principles and guidelines.

5. Review plans for the development, retention and succession of directors of the Company.

6. Periodically review the succession planning for the Company's executive officers, including but not limited to the Chief Executive Officer.

7. Consider and implement policies associated with the independence of the Board and its members.

V. RESOURCES; AUTHORITY; ACCESS TO RECORDS

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities. In carrying out its duties and responsibilities, the Committee shall have full access to any relevant records, facilities and employees of the Company and may retain any search firm, experts and outside consultants to advise the Committee or assist with the identification of potential director nominees. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall have sole authority to engage, terminate and determine the compensation and terms of engagement of any search firm, experts, outside consultants, external legal, accounting or other advisors. The Committee may also request that any officer or other employee of the Company, the Company's counsel or any other person meet with any members of, or consultants to, the Committee. The fees, expenses or compensation owed any person retained by the Committee and any ordinary administrative expenses of the Committee incurred in carrying out its duties and responsibilities shall be borne by the Company.

Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

VI. DELEGATION OF DUTIES

The Committee shall be entitled to form and delegate any or all of its duties or responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's Certificate of Incorporation, By-Laws, and applicable laws and rules of markets in which the Company's securities then trade.