

**Audit Committee Charter  
of the Board of Directors of PGT Innovations, Inc.**

The Audit Committee (the "Committee") of the Board of Directors (the "Board") of PGT Innovations, Inc. (the "Company") shall review this charter on an annual basis and recommend any changes to the Board for approval.

**I. Composition**

The Committee shall be composed of three or more members of the Board who meet the requirements established for audit committee members under the listing standards and rules of the New York Stock Exchange and the Securities and Exchange Commission ("SEC"). All members of the Committee shall be financially literate, as determined by the Board, and at least one member of the Committee shall be an "audit committee financial expert," as defined by SEC regulations.

The members of the Committee shall be elected by the Board at the recommendation of the Board's Governance Committee. If a Committee chair is not designated or present, the members of the Committee may designate a chair by majority vote.

**II. Meetings**

The Committee shall meet at least four times each fiscal year. The Committee shall meet with Company management, and shall meet periodically with the Company's most senior internal auditor and the independent auditors in separate executive sessions.

**III. Purpose**

The Committee shall provide assistance to the Board in fulfilling its responsibilities relating to oversight of: (i) the integrity of the Company's financial statements; (ii) the independent auditor's qualifications and independence; (iii) the performance of the Company's internal audit function and independent auditor; and (iv) compliance with legal and regulatory requirements.

The Company's management is responsible for preparing the Company's financial statements and the independent auditors are responsible for auditing those financial statements. The Committee is responsible for overseeing the conduct of these activities by the Company's management and the independent auditors.

**IV. Responsibilities**

The following shall be the primary activities of the Committee in carrying out its oversight responsibilities. The Committee may, from time to time, alter its procedures as appropriate given the circumstances and shall perform such other functions as may be assigned to it by law, the Company's charter, the Company's Bylaws or by the Board.

1. Review the results of each external audit of the Company's financial statements, including any certification, report, opinion or review rendered by the independent auditor in connection with the financial statements.

2. Review other matters related to the conduct of the audit which are communicated to the Committee under applicable professional standards and rules of the SEC, including a review of any audit problems or difficulties and management's response.

3. Based on the review under items 1 and 2 above, the Committee will advise the Board whether the Committee recommends that the audited financial statements be included in the Company's Annual Report on Form 10-K, and prepare the Committee report to be included in the Company's proxy statement in accordance with SEC rules.

4. Review with management and the independent auditors, prior to the filing thereof, the Company's annual and interim financial results (including Management's Discussion and Analysis) to be included in Forms 10-K and 10-Q, respectively, and the matters required to be communicated to the Audit Committee under applicable professional standards and rules of the SEC.

5. Appoint, and recommend to the Company's stockholders for approval, the firm to be engaged as the Company's independent auditor, which firm shall report directly to the Committee. The Committee shall be directly responsible for the compensation, retention and oversight of the independent auditor, including the resolution of disagreements between management and the independent auditor regarding financial reporting. The Committee shall have the sole authority to approve all audit engagement fees and terms.

6. Review and discuss the types of information to be disclosed and the types of presentations to be made in connection with earnings releases and financial information and earnings guidance provided to analysts and ratings agencies.

7. Evaluate the independent auditor's performance and, if appropriate, recommend its termination.

8. Receive the written disclosures and the letter from the independent auditor required by the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Committee concerning independence. The Committee shall discuss with the auditor the scope of any disclosed relationships and their impact or potential impact on the auditor's independence and objectivity.

9. Review at least annually reports by the independent auditor describing the auditor's internal quality control procedures, material issues raised by its most recent internal quality control (or peer) review or by any review, inquiry or investigation by government or professional authorities.

10. Approve all non-audit engagements with the independent auditor, either through express prior review and approval or through the adoption of policies and procedures for engaging the independent auditor to perform services other than audit, review and attest services. Between regularly-scheduled meetings of the Committee, the chair of the Committee may represent the entire Committee for purposes of the review and approval of the terms of non-audit engagements with the independent auditor.

11. Review reports of the independent auditor and the chief internal auditor related to the adequacy of the Company's internal accounting controls, including any management letters and management's responses to recommendations made by the independent auditor or the chief internal auditor.

12. Consider, in consultation with the independent auditor and the chief internal auditor, the scope and plan of forthcoming external and internal audits, the involvement of the internal auditors in the audit examination, and the independent auditor's responsibility under applicable professional standards.

13. Discuss the Company's policies with respect to risk assessment and risk management.

14. Engage and obtain advice and assistance from outside legal, accounting or other advisors, when and if the Committee in its sole discretion believes such assistance is necessary or desirable. The fees of such advisors shall be paid by the Company.

15. Review, approve and thereby establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

16. Review material legal and compliance matters involving the Company periodically with the Company's general counsel or any person acting in that capacity, it being understood that each such individual has express authority to communicate personally with the chair of the Committee about any such matter.

17. Review with management at least annually the implementation and effectiveness of the Company's compliance program and related matters.

18. Review, approve and thereby establish clear hiring policies regarding employees or former employees of the independent auditor.

19. The Committee shall have the power to inquire into any financial or other matters not set forth above, and perform such other functions, as the Committee or the Board may deem appropriate, consistent with applicable laws, regulations, the Company's charter and bylaws.

20. Undertake an annual performance evaluation of the Committee.

21. Report regularly to the full Board about the Committee's activities and meetings and other matters the Committee believes should be reported to the full Board.

22. Review and approve any material related party transactions, including any such transaction that the Company would be required to disclose under applicable regulations of the SEC.

23. Review, approve or ratify requests from directors and executive officers of the Company for waivers from the Company's codes of business conduct/ethics, and consider any required disclosures relating to any such waivers.

#### **V. Limitation of Committee's Role**

Nothing contained in this charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or the members of the Committee. The purposes and responsibilities outlined in this charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with applicable professional standards and rules and regulations, or that the Company's internal control over financial reporting is effective. These are the responsibilities of management and the independent auditor. Each member of the Committee shall be entitled to rely on the integrity of those persons and organizations within and outside the Company from which he or she received information and the accuracy of the financial and other information provided to the Committee, absent actual knowledge to the contrary.