

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
PGT, INC.
ADOPTED AS OF OCTOBER 24, 2007**

I. PURPOSE OF THE COMMITTEE

The purposes of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of PGT, Inc. (the “Corporation”) shall be to advise the Board regarding the compensation of the Corporation’s executive officers and directors, to produce an annual Committee report on executive compensation as required by the Securities and Exchange Commission (the “SEC”) to oversee the Corporation’s compensation and equity incentive plans, and to perform such other functions as directed by the Board.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more directors as determined from time to time by the Board. The members of the Committee shall be qualified to serve on the Committee pursuant to the requirements of The Nasdaq Stock Market, Inc. (“Nasdaq”) and any additional requirements that the Board deems appropriate.

The chairman of the Committee (the “Chairman”) shall be designated by the Board, *provided* that if the Board does not so designate a Chairman, the members of the Committee, by a majority vote, may designate a Chairman.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than twice annually (in person or telephonically). The Committee, in its sole discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons

participating in the meeting can hear and communicate with each other shall constitute a quorum. The Committee may act by unanimous written consent.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The following activities are set forth as a guide with the understanding that the Committee may diverge from this guide as it considers appropriate, subject to compliance with applicable Nasdaq, securities, tax, and other legal and regulatory requirements.

The Committee shall have the following duties and responsibilities:

(a) Establish, in consultation with management, the Corporation's general compensation and incentive philosophy and oversee the development and implementation of compensation plans;

(b) Review at least annually the Corporation's executive compensation plans and the goals and objectives with respect thereto and recommend to the Board the adoption of new, or the amendment of existing, executive compensation plans for the executive officers;

(c) Evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Corporation's executive compensation plans and, based on this evaluation, recommend to the Board the Chief Executive Officer's compensation level. In evaluating the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider to the extent the Committee deems applicable and/or relevant, factors, including but not limited to, contractual obligations, the Corporation's performance and relative stockholder return, the value of similar awards to chief executive officers of comparable companies and the awards given to the Chief Executive Officer of the Corporation in past years. The Chief Executive Officer may not be present during the voting or deliberations regarding the Chief Executive Officer's compensation;

(d) Evaluate annually the performance of the Corporation's other executive officers in light of the goals and objectives of the Corporation's executive compensation plans and, based on this evaluation, recommend to the Board the compensation of such other executive officers. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider relevant factors in evaluating the appropriate level of such compensation, including the factors applicable with respect to the Chief Executive Officer. The Committee shall be entitled to consider the recommendations of the Chief Executive Officer in connection with the foregoing;

(e) Evaluate annually the appropriate level of compensation for Board and Committee service by members of the Board, based on appropriate factors as determined by the Committee, and report to the Board;

(f) Review and make recommendations to the Board regarding any severance or termination arrangements to be made with any current or former executive officer of the Corporation;

(g) After reviewing recommendations of the Chief Executive Officer, determine participants and levels of awards to be granted under the Corporation's incentive plans;

(h) Produce a Committee report annually on executive compensation as required by the SEC to be included in the Corporation's annual proxy statement;

(i) Review and discuss with members of management the Corporation's compensation discussion and analysis ("CD&A") and, based on that review and discussion, recommend to the Board that the CD&A be included in the Corporation's annual proxy statement;

(j) Evaluate, on an annual basis, its performance, which evaluation shall compare the performance of the Committee with the requirements of this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate;

(k) Report, in oral or written form as determined by the Chairman, to the Board the Committee's recommendations; and

(l) Perform such other duties assigned to the Committee by the Board.

V. RESOURCES AND AUTHORITY

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and may retain, and approve fees and other retention terms of and with, such independent counsel, compensation consultants or other consultants or advisers as it deems necessary in carrying out its responsibilities. All such fees and expenses approved by the Committee shall be borne by the Corporation.