

THE GENLYTE GROUP INCORPORATED

COMPENSATION COMMITTEE CHARTER

As Adopted by the Compensation Committee

April 28, 2004

Purpose:

The Compensation Committee of the Genlyte Group Incorporated Board of Directors shall be responsible for overseeing the philosophy and strategy of the Company's compensation programs, discharging the Board's responsibilities relating to executive compensation, and producing the Committee report included in the annual proxy statement in accordance with applicable SEC and NASD rules and regulations.

Compensation Committee Philosophy:

The Committee shall endeavor to meet the Company goal of providing competitive pay for competitive performance and superior pay for superior performance. The Committee shall endeavor to ensure that the total compensation framework enables the Company to attract, retain, and motivate key executives who will contribute to the Company's success. The Committee shall endeavor to ensure that compensation programs are linked to performance on both an individual and operating unit level and that the interests of employees are aligned with the interests of the shareholders.

Committee Membership:

The Compensation Committee shall be comprised of at least three directors, each of whom shall be (a) "independent" from management as that term is defined by NASD rules; (b) a "non-employee director" as that term is defined by Rule 16b-3 of the Securities and Exchange Commission; and (c) an "outside director" as that term is defined by regulations applicable to Internal Revenue Code Section 162 (m). The Board of Directors shall appoint the members of the Committee and the Chairperson.

Appointment and Removal:

The Board shall elect the members of the Committee at its first meeting following the annual meeting of stockholders. If no such election is held, then existing members shall continue to serve in their capacity as Committee Members until such time thereafter as such election is held by the Board. If the Board has not appointed a Chairperson, the members of the Committee shall designate a Chairperson by a majority vote of the full Committee membership. A Committee member may resign by delivering his or her written resignation to the Chairman of the Board, or may be removed by majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified.

Meetings:

The Compensation Committee shall meet at least three times each year in person. The Chairperson may call additional meetings as circumstances arise. Additional meetings may be held by phone or videoconference on notice by the Chairperson. A majority of the total number of members shall constitute a quorum to conduct business with the full authority of the Committee.

Committee Authority and Responsibility:

The Compensation Committee shall be delegated the authority of the Board of Directors as set forth below.

The Committee shall administer incentive compensation plans and equity-based plans established or maintained by the Company from time-to-time, and shall make recommendations to the Board with respect to the amendment, termination or replacement of such plans.

Specifically, the Compensation Committee shall have the sole authority to administer and interpret any Stock Option Plan and to grant stock options to eligible employees pursuant to the terms of such Plan.

On an annual basis the Committee shall review the Company's performance review schedule and report to the Board any recommendations for cash or equity compensation applicable to the Company's designated Executive Officers.

On an annual basis, the Committee shall review and approve the renewal of the MIC (Management Incentive Compensation) program, related policies and all recommended MIC awards.

The Committee shall have the sole authority to determine the compensation of the Company's Chief Executive Officer, including the awarding of equity-based compensation, MIC bonuses (Management Incentive Compensation), and other compensation incentives. In determining the appropriate compensation awarded to the CEO, the Compensation Committee shall review the CEO's performance, the Company's performance, and survey data of compensation paid to CEO's within the lighting industry and other comparable companies.

The Compensation Committee will recommend to the Board of Directors stock option grants for the Directors. The Committee shall submit to the Board for approval recommendations regarding Director compensation.

The Committee shall promptly inform the Board of the action taken or issues discussed at its meetings. Minutes from the meeting will be maintained and made available to the Board.

The Committee shall review this Charter on an annual basis and update it, when needed, with Board approval.

Performance Review:

The Committee shall annually evaluate its own performance, including a review of compliance by the Committee with this Charter.