

GOODMAN GLOBAL, INC.

COMPENSATION COMMITTEE CHARTER

The Board of Directors (the “Board”) of Goodman Global, Inc., a Delaware corporation (the “Company”), has adopted this charter for the Compensation Committee of the Board (the “Committee”) effective upon completion of the initial public offering of the Company’s Common Stock. This charter supersedes all prior charters in connection with any previously existing compensation committee of the Company.

A. Purposes

The purposes of the Committee are to:

- review and evaluate, and otherwise assist the Board in the discharge of the responsibilities of the Board with respect to, employment and compensation agreements, plans, policies and programs of the Company;
- assist the Board in the discharge of the Board’s responsibilities relating to compensation of the Company’s officers and key employees; and
- perform such other functions as the Board may assign to the Committee from time to time.

B. Composition

The Committee shall consist of at least three (3) members, all of whom must be members of the Board. One of the members shall serve as the chairperson of the Committee. As long as the Company is a “controlled company” as defined by Section 303A.00 of the New York Stock Exchange Listed Company Manual, the members need not satisfy the independence requirements of the New York Stock Exchange. Upon the date on which the company is no longer a controlled company, at least one (1) Committee member shall satisfy the independence requirements of the New York Stock Exchange and Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended; as of the date 90 days after the Company is no longer a controlled company, a majority of the Committee members shall satisfy such independence requirements; and as of the date one year after the Company is no longer a controlled company, each Committee member shall satisfy such independence requirements.

The Board shall appoint the members of the Committee. The chairperson of the Committee shall be designated by the Board or, if no such designation is made, shall be selected by the affirmative vote of the majority of the Committee. The Board may remove or replace any member of the Committee at any time by the affirmative vote of a majority of the Board.

C. Committee Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate.

Without limiting the generality of the preceding statements, the Committee shall have sole authority, and is entrusted with the responsibility, to do the following actions:

1. Each year the Committee shall:
 - review and approve corporate goals and objectives relevant to the compensation of the Company's chief executive officer,
 - evaluate the performance of the chief executive officer in light of such goals and objectives, and
 - recommend to the Board the annual compensation, including salary, bonus, incentive and equity compensation, of the chief executive officer based on this evaluation.
2. Each year, the Committee shall evaluate the performance and review the compensation structure of all other executive officers and key employees of the Company, with compensation to be approved by the Board based on recommendations by the chief executive officer and the Committee. The compensation of officers serving on any committee shall be determined by the Board.
3. Each year, the Committee shall recommend to the Board the financial and other performance targets that must be met in connection with annual bonuses, performance vesting options issued under the 2004 Stock Option Plan and 2006 Incentive Award Plan and other performance based compensation plans and arrangements of the Company that may be in effect from time to time.
4. The Committee shall administer the Company's 2004 Stock Option Plan, as amended, and any other stock-based plan of the Company that may be adopted subsequent to the adoption of this Charter.
5. The Committee shall administer the Company's 2006 Incentive Award Plan, as may be amended, and any other incentive-based plan of the Company that may be adopted subsequent to the adoption of this Charter.
6. The Committee shall review and recommend to the Board, for the chief executive officer and the other officers and key employees of the Company:
 - all benefits, option or stock award grants and perquisites; and
 - all employment agreements, severance arrangements, and change-in-control agreements.
7. The Committee shall produce a compensation committee report on executive officer compensation as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.

8. The Committee shall have the sole authority to retain, amend the engagement with and terminate any compensation consultant to be used to assist in the evaluation of director, chief executive officer or senior executive compensation. The Committee shall have sole authority to approve the consultant's fees and other retention terms and shall have authority to cause the Company to pay the fees and expenses of such consultants.

9. The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Company to pay the fees and expenses of such outside advisors.

10. From time to time the Committee shall review the adequacy of this Charter and recommend any proposed changes to the Board for approval.

11. Each year, the Committee shall review and evaluate its own performance and shall submit itself to the review and evaluation of the Board.

D. Committee Procedures

1. The Committee shall meet at the call of its chairperson or two or more members of the Committee. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants, and such other persons as the Committee or its chairperson may determine. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board is permitted to meet under law or the Company's Bylaws. The Committee shall meet as required in order to fulfill its responsibilities and to complete the activities required by this Charter.

2. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present unless there are only two members present, in which case such actions shall require a unanimous vote. The Committee may also act by unanimous written consent in lieu of a meeting.

3. The Committee may determine additional rules and procedures, including designation of a secretary of the Committee or any meeting thereof.

4. The Committee shall make regular reports of its actions and any recommendations to the Board, directly or through the chairperson.

5. The Committee shall keep minutes of all meetings and of all actions taken by the Committee, file such minutes with the Secretary of the Company and make a copy of such minutes available to the Board.

6. Each member of the Committee shall be paid the fees, if any, set by the Board for his or her services as a member or chairperson of the Committee.

This Charter shall be made available on the Company's website at www.goodmanglobal.com and to any stockholder who otherwise requests a copy.