

York International Corporation  
Charter of the Compensation Committee of the Board of Directors

Adopted July 26, 2001

Revised May 22, 2003

Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of York International Corporation (the “Company”) shall discharge the Board’s responsibilities relating to compensation of the Company’s executives and shall prepare a report on executive compensation for inclusion in the Company’s annual proxy statement, in accordance with applicable rules and regulations. The Committee shall also regularly review the executive compensation packages for Directors, officers, and other key executives of the Company with the objective of structuring packages that effectively attract and retain the executive resources necessary to successfully lead and manage the Company, align executive compensation with the Company’s annual and longer-term business strategy, and provide incentives to officers and other key executives to focus their attention on the fulfillment of those objectives. The Committee shall use compensation to tie executives’ financial interests to those of the Company’s stockholders.

The Committee shall oversee the compensation of Directors and the Chief Executive Officer (the “CEO”), and review and approve the CEO’s recommendations regarding compensation for other executives of the Company. The Committee shall regularly communicate regarding these issues with the full Board and, as appropriate, shall coordinate communication with stockholders and regulators.

Structure and membership

The Board shall determine the size and composition of the Committee and appoint and remove its members. All of the members of the Committee shall be independent Directors who shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment. The CEO, Chief Financial Officer, Vice President of Human Resources, General Counsel, or other executives of the Company, as well as independent auditors or consultants, may be called upon to advise the Committee as it deems necessary. The Committee shall have the authority to retain and terminate compensation consultants to assist it in the evaluation of Director, CEO or senior executive compensation and shall have the sole authority to approve the fees and other retention terms for such consultants. The Committee shall have the authority to delegate matters to subcommittees as it deems appropriate.

## Meetings

The Committee shall meet as often as it shall deem necessary and appropriate, but no less than two times per year.

## Activities:

In performing its responsibilities, the Committee shall:

1. Establish a total compensation philosophy and policy which fairly rewards executives for performance benefiting stockholders and provides remuneration which is competitively established relative to peer group companies of comparable size, complexity and business nature.
2. Determine, and recommend to the full Board for ratification, the specific details of compensation for the Chairman of the Board and other Directors
3. Determine, and recommend to the full Board for ratification, the specific details of the total compensation and employment agreement for the CEO. Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and set the CEO's compensation level based on this evaluation
4. Review, amend (if necessary), and approve the CEO's recommendations for salary and incentive compensation actions, as well as employment agreements for other executives
5. Make recommendations to the Board with respect to cash incentive plans, deferred compensation plans and other benefit plans for executives (including any modifications to such plans), and provide annual oversight of performance objectives and funding for executive incentive plans
6. Oversee and make recommendations to the Board with respect to all equity-based compensation programs
7. Prepare a report each year that conforms with SEC requirements and that will be included in the proxy statement to stockholders
8. Periodically review executive supplementary benefits and, as appropriate, the company's retirement, benefit and special compensation programs to determine market competitiveness and the effectiveness of such programs for the purpose intended
9. Review the Committee's charter annually and submit necessary or advisable revisions to the Board for approval
10. On an annual basis, evaluate the performance of the Committee, including by reviewing the compliance of the Committee with this Charter. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

11. Perform such other duties as delegated by the Board

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