

York International Corporation

Charter of the Executive Committee of the Board of Directors

Adopted December, 1999

The Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of York International Corporation (the “Company”) may exercise the powers of the Board in the management of the business and affairs of the Company between meetings of the Board. The Committee shall not have the authority to do anything reserved to the full Board pursuant to Section 141(c) of the Delaware General Corporation Law (amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Company’s property and assets, recommending to the stockholders a dissolution of the Company or a revocation of a dissolution, amending the by-laws of the Company, declaring a dividend, authorizing the issuance of stock, or adopting a certificate of ownership and merger).

Structure and Membership

The Board shall determine the size and composition of the Committee.

Meetings

The Committee shall meet when an action that would be submitted to the Board is necessary or advisable prior to the next regularly scheduled Board meeting. A meeting may be called by the Chairman of the Committee or, if the Chairman is unavailable, by any other member of the Committee. Any action taken by the Committee on behalf of the full Board must be approved by a unanimous vote of the Committee. The Committee shall report to the Board on its activities.

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