

AAON, INC.

GOVERNANCE COMMITTEE CHARTER

1. SCOPE

This Charter governs the operations of the Governance Committee (“Committee”) of AAON, Inc. (“Company”). In addition to fulfilling such other functions as the Board of Directors may from time to time assign to the Committee, the Committee shall be responsible for the oversight responsibilities set forth in greater detail below.

2. REQUIREMENTS FOR MEMBERSHIP

The Committee shall consist of three members (including a Chairperson), all of whom shall be “independent directors,” as such term is defined in the rules and regulations of the NASDAQ Stock Market. The members of the Committee and the Chairperson shall be selected annually by the Board of Directors and serve at the pleasure of the Board. Any member (including the Chairperson) may be removed at any time, with or without cause, by the Board. The Committee shall have authority to delegate responsibilities listed herein to subcommittees of the Committee, if the Committee determines such delegation would be in the best interest of the Company. The Board may designate one or more independent directors as alternate members of the Committee, who may replace any absent or disqualified member or members at any meetings of the Committee.

3. MEETINGS

The Committee shall meet as necessary, but at least twice each year. The Committee shall meet at the call of its Chairperson, preferably in conjunction with regular Board meetings. The Committee may meet by telephone conference call or by any other means permitted by law or the Company’s Bylaws. 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 participating at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members. The Committee shall determine its own rules and procedures.

4. SPECIFIC OVERSIGHT RESPONSIBILITIES

In addition to such other duties as the Board may from time to time assign, the Committee shall have the following responsibilities:

With Respect to Board Candidates and Nominees:

- To propose to the Board a slate of nominees for election by the shareholders at the Annual Meeting of Shareholders and prospective director candidates in the event of the resignation, death, removal or retirement of directors or a change in Board composition requirements;
- To develop criteria for the selection of new directors and nominees for vacancies on the Board, including procedures for reviewing potential nominees proposed by shareholders;
- To review with the Board the desired experience, mix of skills and other qualities to assure appropriate Board composition, taking into account the current Board members and the specific needs of the Company and the Board;

- If necessary, to conduct candidate searches, interview prospective candidates and conduct programs to introduce candidates to the Company, its management and operations;
- To recommend to the Board, with the input of the President or Chief Executive Officer, qualified candidates for the Board who bring the background, knowledge, experience, skill sets and expertise that would strengthen and increase the diversity of the Board;
- To review the suitability for continued service as a director of each Board member when he or she has a significant change in status, such as an employment change, and recommending whether or not such director should be re-nominated; and
- To work with senior management to provide an orientation and continuing education program for directors.

Notwithstanding the provisions set forth in this Charter, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors (e.g., preferred stock rights to elect directors upon a dividend default, shareholder agreements or management agreements), the selection and nomination of such directors need not be subject to the Committee's nominating and review process.

With Respect to the Board of Directors and its Committees:

- To review periodically the size of the Board and recommend to the Board changes deemed appropriate;
- To recommend to the Board policies pertaining to the roles, responsibilities, retirement age, tenure and removal of directors;
- To assist the Board in determining and monitoring whether or not a director or prospective director is an "independent director" within the meaning of any rules and laws applicable to the Company;
- To review and consider possible conflicts of interests that may arise between the Company and any director;
- To review periodically, with the participation of the President or Chief Executive Officer, all Board committees and recommend to the Board changes, as appropriate, in the number, responsibilities, membership and chairs of the committees; and
- To develop and review periodically a process for and to assist the Board with conducting, not less frequently than annually, an evaluation of the effectiveness of the Board as a whole.

Regarding Corporate Governance:

- To review periodically and monitor the Company's corporate governance guidelines (including the Company's Code of Conduct) and review recent developments in corporate governance concepts, to assure that the Company's corporate governance guidelines reflect best practices and are appropriate for the Company, and to assist the Board in achieving such best practices;

- To develop, monitor and review, and report to the Board at least annually, the Company's plans for CEO and senior management succession;
- To review periodically and monitor, with the assistance of the Company's management and outside counsel, applicable regulatory requirements relevant to the Company's corporate governance guidelines to assure the Company's compliance therewith; and
- To periodically review and recommend changes to the Company's Articles of Incorporation and Bylaws as they relate to corporate governance issues, including any modifications and enhancements to the Company's takeover and structural defenses.

5. EVALUATION

The Committee shall annually assess its performance to confirm that it is meeting its responsibilities under this Charter. In this review, the Committee shall consider, among other things, (a) the appropriateness of the scope and content of this Charter, (b) the appropriateness of matters presented for information and approval, and (c) the sufficiency of time for consideration of agenda items. The Committee may recommend to the Board such changes to this Charter as the Committee deems appropriate.

6. ADDITIONAL AUTHORITY

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities as described herein, and may retain, at the expense of the Company, independent counsel or other consultants necessary to assist the Committee in any such investigations or studies, if authorized by the Board. The Committee shall have sole authority to retain and terminate any search firm used to identify director candidates, including the sole authority to negotiate and approve the fees and retention terms of such search firm.

7. MISCELLANEOUS

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee.

The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

This Charter, and any amendments thereto, shall be displayed on the Company's web site and a printed copy of such shall be made available to any shareholder of the Company who requests it.