

AAON, INC.

COMPENSATION COMMITTEE

CHARTER*

The Board of Directors (the "Board") of AAON, Inc. (the "Company") has established a Compensation Committee (the "Committee") for the purpose of carrying out the duties and responsibilities listed herein.

Composition and Meetings

The Committee shall consist of at least two members of the Board, each of whom shall satisfy the independence requirements under Rule 10C-1(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the listing standards of NASDAQ.

Committee members shall be designated by resolution adopted by a majority of the whole Board and may be removed by the Board in its discretion. The Board may appoint additional or replacement members of the Committee from time to time. The Board may appoint one member of the Committee to act as Chairman of the Committee.

The Chairman will preside at each meeting of the Committee, and, in consultation with the other members of the Committee, shall set the frequency of meetings and the agenda of items to be addressed at each meeting. Minutes shall be prepared for each meeting of the Committee, which minutes shall be submitted to the Committee for approval at a later meeting.

The Committee may request any officer or employee of the Company or any subsidiary thereof, or any representative of outside legal, accounting or other advisors, to attend any meeting of the Committee.

Duties and Responsibilities

The Committee shall have the direct responsibility and authority of the Board to perform the following duties:

1. Review and approve the Company's goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO") and the Company's other executive officers;
2. Evaluate the performance of the CEO and of the Company's other executive officers in accordance with policies and principles established by the

* No provision of this Charter is intended to create any right in favor of any third party, including any stockholder, officer, director or employee of the Company, in the event of a failure to comply with any provision hereof.

Committee from time to time, including the Company's goals and objectives relevant to the compensation of the CEO and the other executive officers;

3. Determine and approve, either as a Committee or (as directed by the Board) together with other Board members who satisfy the applicable independence requirements under the listing standards of NASDAQ, the compensation level of the CEO and the other executive officers based on the Committee's evaluation of the performance of the CEO and the other executive officers, using those criteria deemed appropriate by the Committee from time to time, including, with respect to the long-term incentive component of the CEO's compensation, the Company's performance and relative shareholder return, the value of incentive awards granted to principal executive officers of comparable companies and awards granted to the CEO of the Company in past years. In evaluating and determining the CEO and the other executive officer compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act. The CEO cannot be present during any voting or deliberations by the Committee on his compensation;

4. Review and determine the form and amount of compensation of the non-management members of the Board, including cash, equity based awards and other compensation, in accordance with guidelines and general principles established by the Committee from time to time;

5. Administer, and make recommendations to the Board with respect to, incentive-compensation plans and equity-based plans, establish and verify annual performance targets and criteria for the granting of options or other equity based awards to the Company's officers and other employees, review and approve the granting of options and other equity based awards in accordance with such criteria and determine potential bonus amounts. In evaluating and making recommendations regarding incentive-compensation plans and equity based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote;

6. Recommend from time to time such voluntary contributions to the AAON, Inc. Savings and Investment Plan [401(k) plan] as the Committee determines to be appropriate based on the Company's operating results;

7. Produce, review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information as required by the Securities and Exchange Commission (the "SEC"), and recommend that the CD&A be included in the Company's annual report on Form 10-K and proxy statement filed with the SEC;

8. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement;
9. Report periodically to the Board on the actions and deliberations of the Committee;
10. Review and reassess the adequacy of this Charter as appropriate, and recommend changes to the Board as and where appropriate;
11. Conduct an annual performance evaluation of the Committee's performance and report the results of such evaluation to the Board; and
12. Perform such other responsibilities as the Board may from time to time direct.

Committee Resources and Outside Advisors

The Committee shall also have the sole authority to retain and terminate compensation consultants to assist it in evaluating the Company's compensation plans, particularly those pertaining to its Board members, CEO and other executive officers of the Company, and to approve the fees and other terms relating to the provision of those services. In addition, the Committee shall have the authority, without seeking prior Board approval, to retain outside legal, accounting and other advisors, as the Committee determines necessary or appropriate to assist it in carrying out its duties. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any advisors retained by the Committee. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor, and the authority granted in this charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this charter.

In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company's in-house counsel), the Committee must take into consideration the factors specified in SEC Rule 10C-1 and NASDAQ Rule 5605(d)(3). The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is

customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

Amendment

This Charter may be amended from time to time by the Board, and any amendment must be reported and disclosed as required by and in accordance with applicable laws, rules and regulations.