

CPG International

Compensation Committee Charter

Committee

The Compensation Committee shall consist of three or more members of the Board of Directors, none of whom shall be members of management.

Objective

To review and monitor compensation arrangements so that the Corporation continues to retain, attract and motivate quality management consistent with the investment rationale and performance objectives contained in the annual strategic plan and budget, and the directions of the Board.

Responsibilities

Cash Compensation

1. To review and approve the basic philosophy and policy governing the compensation of the Corporation's management and other personnel.
2. To review and approve at least annually the salaries of members of senior management and their performance against objectives and potential.
3. To review and approve the methodology and implementation of an annual incentive bonus program. Factors to be considered include the financial and strategic performance of the Corporation versus objectives, individual performance and comparative industry compensation information.
4. To review and approve salary and incentive programs for employees other than senior management.

Stock Option and Other Equity Incentive Plans

1. To review and recommend to the Board adoption of, and changes to, stock option and other incentive programs and plans for key employees.
2. To consider and approve, upon recommendation of the chief executive, individuals eligible for, and the number, kind and terms of stock options.

Other Benefit Plans

1. To review and approve other employee benefit plans such as pension, 401(k) and other retirement plans.
2. To review and approve medical plans and other health plans.

Meetings

The Compensation Committee shall meet from time to time as determined by the Chairman of the Committee.