

**Chart Industries, Inc.**  
**Corporate Governance Guidelines**  
**Revised October 2018**

**Introduction**

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “Board”) of Chart Industries, Inc. (the “Company” or “Chart”) to assist the Board in the exercise of its responsibilities to the Company and its shareholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Amended and Restated Certificate of Incorporation, Amended and Restated By-Laws and other corporate governance documents, and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Guidelines are subject to modification and the Board shall be able, in the exercise of its discretion, to deviate from these Guidelines from time to time, as the Board may deem appropriate or as required by applicable laws and regulations.

**I. The Board of Directors**

**A. Director Selection and Board Composition**

In selecting new Directors of the Company, consideration is given to each individual Director’s personal qualities and abilities, the collective Board members’ skills and aptitudes for conducting oversight of the Company and its management, and duties imposed by law, regulation and the Company’s contractual obligations. Important factors include:

- Each Director must, as determined by the Board, be qualified to perform duties of a Director in accordance with the Delaware General Corporation Law as evidenced by the Director’s experience, accomplishments, skills and integrity;
- Directors must be persons possessing the highest personal values and integrity;
- Directors must be able to perform their duties in the best interests of the Company and its shareholders, without conflicts of interest;
- The Company will comply fully with all legal and regulatory requirements concerning the independence and composition of the Audit, Nominations and Corporate Governance, Compensation and any other committees of the Board, subject to any exemptions provided by the Listing Standards of the The Nasdaq Stock Market (“Nasdaq”);
- Collectively, Board members will bring to the Company a broad range of complementary skills, expertise, industry and regulatory knowledge, and diversity of perspectives to build a capable, responsive, and effective Board;

- Directors will have experience in policy-making levels of business and must have an aptitude for evaluating business matters and making practical and mature judgments; and
- The Board believes that diversity, including differences in experience, professions, skills, gender, race, geographic representation and backgrounds that collectively will build a capable, responsive and effective Board, is important to the Board's strategic oversight of the Company.

## **B. Determination of Directors Independence**

The Board will satisfy any independence requirements of the Listing Standards of the Nasdaq. The Nominations and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics that the Board seeks in Board members as well as the composition of the Board as a whole, including an annual evaluation of whether members qualify as independent under applicable standards. During the course of a year, directors are expected to inform the Board of any material changes in their circumstances or relationships that may impact their designation by the Board as independent.

## **C. Lead Independent Director**

At such times as the Company does not have an independent Chairman of the Board, the Board will designate a Lead Independent Director to serve in a leadership capacity to coordinate the activities of the other independent Directors. The Lead Independent Director:

- presides at all executive sessions of the independent Directors (the "Independent Directors") or other meetings at which members of management, including, where applicable, the Chairman of the Board are not present;
- is authorized to call meetings of the Independent Directors;
- works with the Chairman of the Board to call Board meetings;
- serves as a liaison between the Chairman of the Board and the Independent Directors as required (each Director is free, however, to communicate directly with the Chairman of the Board);
- works with the Chairman of the Board to set and approve the Board schedule and agenda to ensure sufficient time for discussion of all agenda items;
- approves the materials to be provided to the Board;
- consults with other Directors and facilitates communication between the Board and the Chief Executive Officer;
- serves as focal point for stockholder communications and requests for consultation addressed to the Independent Directors;
- has the ability to retain outside professionals on behalf of the Board as the Board may determine is necessary or appropriate; and
- performs such other functions as determined from time to time by the Board.

#### **D. Board Service**

Directors who also serve as CEO of a publicly traded company should not serve on more than two boards of public companies, in addition to the Chart Board, and other Directors should not serve on more than three other boards of public companies, in addition to the Chart Board. In addition, a Director should notify the Chairman of the Board and the Lead Independent Director, if applicable, before joining the board of a public company or a company expected to become public or before joining a board where service on such board may present an actual or apparent conflict of interest.

#### **E. Change of Employment/Resignation**

Directors shall tender their resignation to the Board upon their retirement or change of job position. The Nominations and Corporate Governance Committee shall consider whether it will recommend that the Board accept the tendered resignation.

#### **F. Uncontested Election Resignation Policy**

In an uncontested election (as defined below), any Director nominee who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (without counting abstentions or broker non-votes as either “withheld” or “for” votes) will promptly submit a written offer of resignation to the Nominations and Corporate Governance Committee. An “uncontested election” means an election in which the number of Director nominees does not exceed the number of Directors to be elected at the meeting.

The Nominations and Corporate Governance Committee will review and evaluate the offer of resignation and recommend to the Board that it be accepted or rejected. Within ninety (90) days following certification of the applicable election results, the Board will make and disclose publicly its decision to accept or reject the offer of resignation, and, if applicable, its reasons for rejecting the offer of resignation. The Nominations and Corporate Governance Committee and the Board will consider any and all facts and circumstances that they deem appropriate in making such recommendation or decision, including (a) the best interests of the Company and its shareholders, (b) any stated reasons why votes were withheld from the Director, (c) whether and to what extent the underlying cause of the withheld votes can be cured, (d) the length of service and qualifications of the Director, (e) the Director’s past and expected future contributions to the Company, (f) the overall composition of the Board and (g) any potential adverse consequences of accepting the offer of resignation (e.g., breach of contractual provisions or failure to comply with applicable laws, rules, regulations, standards and the like, including those of the Nasdaq, the U.S. Securities and Exchange Commission and the State of Delaware). If a majority of the members of the Nominations and Corporate Governance Committee are required to offer their resignations pursuant to this provision following the same election, the Board will make its decision to accept or reject each offer of resignation without Committee recommendation.

Any Director who submits an offer of resignation pursuant to this provision will remain active and engaged in the activities of the Board and the Committees on which he or she

serves while the offer of resignation is under consideration; provided, however, that the Director may not participate in any discussions, recommendations or decisions of the Nominations and Corporate Governance Committee or the Board in respect of the offer of resignation.

## **II. Meetings of the Board**

The Board will convene at least four meetings per year, with further meetings to occur at the discretion of the Board. The agenda for each meeting will be prepared by the Chairman of the Board, in consultation with the Lead Independent Director, if applicable, and distributed to Board members in advance, whenever possible. Board members will make every effort to prepare for and attend all Board meetings.

The Independent Directors also will meet in regularly scheduled executive sessions without management participation. The independent Chairman of the Board or the Lead Independent Director, as applicable, will preside over the executive sessions.

To foster open discussions, the proceedings and deliberations of the Board are confidential. Each Director shall maintain the confidentiality of information received in connection with his or her service as a Director of the Company.

## **III. Committees of the Board**

The Board shall appoint at least those committees required by the Listing Standards of the Nasdaq, including the Audit Committee, in addition to other committees which the Board may determine are necessary or convenient to the conduct of its responsibilities. Independent Directors are expected to serve on one or more committees of the Board and to prepare for and attend committee meetings.

Directors serving on certain Board committees may also be required to have other qualifications as specified in the relevant committee charter. Each of the Audit, Compensation, and Nominations and Corporate Governance Committees of the Board shall be composed of at least three members who are all Independent Directors.

Each committee of the Board will conduct an annual self-evaluation and report the results to the full Board. Among other things, a committee's evaluation will compare the performance of the committee with the requirements of its written charter, if any. Each committee chairperson will give a periodic report of the committee's activities to the Board.

## **IV. Director Duties, Responsibilities and Resources**

### **A. Duties and Responsibilities**

The Board is elected by the shareholders, and its primary responsibility is to oversee the management of the Company to ensure that the interests of the Company and its shareholders are served. Directors will provide guidance to management and exercise their business judgment in what they believe to be the best interests of the Company and its shareholders. Directors will perform their

duties in good faith and with that degree of care which an ordinary prudent person in a like position would use under similar circumstances.

Directors must comply with the Code of Ethical Business Conduct and the Officer Code of Ethics of the Company.

Directors' duties and responsibilities include, through their oversight and direction of management of the Company:

- Reviewing the Company's business strategies and financial performance;
- Selecting, evaluating, and determining the compensation of the Chief Executive Officer, reviewing management succession plans and the selection, evaluation, compensation and development of other key managers;
- Reviewing and approving major transactions, such as the offering of securities of the Company, investments and major acquisitions and divestments;
- Ensuring processes are in place for promoting integrity in the conduct of management and other employees;
- Ensuring processes are in place for mandating integrity in financial reporting;
- Ensuring processes are in place for compliance with all applicable laws and regulations; and
- Ensuring processes are in place for protecting the assets of the Company, including its property and reputation.

## **B. Resources**

In performing their duties, Directors are entitled to rely upon such information and reports as is permitted by applicable law including, without limitation, information, opinions, reports, financial statements and other documents prepared by:

- Officers or employees of the Company or a subsidiary whom the Director believes to be reliable and competent in the matters presented;
- Committees of the Board on which the Director does not serve; and
- Any other person as to matters the Director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

## **V. Director Access to Management and Independent Advisors**

Directors will meet regularly with management and may consult with other employees and independent advisors, such as independent auditors and outside counsel, as the Board or its committees deem appropriate.

## **VI. Director Compensation**

Non-employee Directors will be paid compensation for their services which may include (i) annual retainers in cash, (ii) Company shares, options or other equity compensation, (iii) meeting fees and (iv) fees for serving as a committee chairperson or as an independent Chairman of the Board. Non-employee Directors will also be reimbursed for reasonable out-of-pocket expenses incurred in connection with serving as a Director. The Nominations and Corporate Governance Committee will periodically review Director compensation and make appropriate recommendations to the Board. Director compensation should be consistent with market practices and align Directors' interests with those of shareholders while not calling into question Directors' objectivity.

## **VII. Director Orientation and Continuing Education**

Each newly-elected Director will participate in an appropriate orientation program. All Directors will receive presentations from time-to-time which will include a review of the Company's financial condition and business practices, audit program, Code of Ethical Business Conduct, Officer Code of Ethics, additional policies, such as the Insider Trading Policy to which the Director shall be subject, and the business plan as presented collectively by the appropriate officers of the Company.

The Directors will receive additional information about these subjects through their regular meetings, meeting materials, periodic presentations and copies of corporate organizational documents, periodic filings and significant presentations made to investors.

Directors are encouraged to attend, at the Company's expense, appropriate Company and external continuing director education programs, as may be appropriate to supplement the Directors' other activities.

## **VIII. Management Succession**

Management will provide periodic reviews of management succession plans to the Board and to relevant committees of the Board.

## **IX. Annual Performance Evaluation of the Board**

The Board will review its performance annually taking into consideration the Board's duties and responsibilities and the matters covered under the charters of its committees. The Chairperson of the Nominations and Corporate Governance Committee will take the lead in the preparation of the evaluation.

## **X. Website Access to Information**

The Company will publish its Corporate Governance Guidelines, Code of Ethical Business Conduct, Officer Code of Ethics and the charter of its Audit Committee, Nominations and Corporate Governance Committee and Compensation Committee on the Company's website, and will make these documents available in writing upon request.