

## **CHART INDUSTRIES, INC.**

### **CHARTER OF THE NOMINATIONS AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS**

#### **PURPOSE**

The Nominations and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Chart Industries, Inc. (the “Company”) is appointed by the Board to (1) identify and consider individuals qualified to become members of the Board, (2) recommend Director nominees for the next annual meeting of shareholders, and (3) develop and recommend to the Board the Corporate Governance Guidelines of the Company.

#### **COMMITTEE MEMBERSHIP**

The Committee shall be composed of at least three members of the Board. The composition of the Committee shall satisfy the independence requirements established by the rules of The Nasdaq Stock Market (“Nasdaq”). The Committee members shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, retirement, removal from office or death. The members of the Committee may be removed, with or without cause, by a majority vote of the Board. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate. The composition of the Committee shall be reviewed annually by the Board.

Unless a Chairman is elected by the full Board, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman shall be entitled to cast a vote to resolve any ties. The Chairman shall chair all regular sessions of the Committee and set the agendas for the Committee meetings.

A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee.

#### **MEETINGS**

The Committee shall meet as often as appropriate to fulfill its duties and responsibilities. Written minutes of meetings will be approved by the Committee and maintained. The Committee may request any officer or employee of the Company, or the Company’s outside advisors, or any special counsel or advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

All meetings of the Committee may be held telephonically or by similar communications equipment by which all persons participating in the meeting can hear each other and such

participation in a meeting shall constitute presence in person at such meeting. The Committee may also act by unanimous written consent.

## **COMMITTEE AUTHORITY AND RESPONSIBILITIES**

The Committee shall report its activities to the Board on a regular basis and make such recommendations as the Committee deems necessary or appropriate. The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accounting or other advisors as appropriate to perform its duties hereunder, and to determine the terms, costs and fees for such engagements. The Committee shall have the resources and authority appropriate to discharge its responsibilities, including authority to retain and terminate search firms used to identify director candidates and a compensation consultant to assist in evaluation of director compensation and to approve such search firms' and consultant's fees, costs and other retention terms. The fees and costs of any consultant or advisor engaged by the Committee to assist the Committee in performing its duties hereunder shall be borne by the Company.

The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. The Committee shall at least annually evaluate the Committee's own performance. This charter shall be published on the Company's website and will be available in written form upon request.

In addition to any other responsibilities which may be assigned them from time to time by the Board, the Committee, to the extent it deems necessary or appropriate, shall:

- Develop, recommend for Board approval, and review on an ongoing basis the adequacy of, the corporate governance principles applicable to the Company. Such principles shall include director qualification standards, director responsibilities, committee responsibilities, director access to management and independent advisors, director compensation, director orientation and continuing education, management succession and annual performance evaluation of the Board and committees;
- Develop and recommend to the Board compensation for Board members;
- Consult with the Company's Audit Committee and the Board regarding the Board's adoption of a Code of Ethical Business Conduct and Officer Code of Ethics (the "Codes of Conduct") applicable to all employees and directors when required by the rules of Nasdaq and adopt procedures for monitoring and enforcing compliance with such Codes of Conduct;
- Review, at least annually, the Company's compliance with state and federal laws and regulations impacting corporate governance and with the Nasdaq corporate governance listing requirements, and report to the Board regarding such compliance;
- Make recommendations to the Board regarding the size and composition of the Board;

- Establish criteria for the selection of new directors to serve on the Board and review with the Board from time to time the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board, including issues of diversity, age, skills such as understanding of manufacturing, technology, finance and marketing, and international background;
- Identify, screen and recommend to the Board the nominees to be proposed by the Company for election as directors of the Company at the annual meeting of shareholders, or to fill vacancies on the Board, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board;
- Consider and review the qualifications of any nominations of director candidates validly made by shareholders;
- Review the committee structure of the Board and recommend to the Board for its approval directors to serve as members of each committee. The Committee will review committee composition annually and recommend new committee members, as necessary;
- Establish criteria for and oversee the process for and lead the annual performance self-evaluation of the Board and each Committee; and
- Perform any other activities consistent with this Charter, the Company's bylaws and governing law, as the Committee or the Board deems necessary or appropriate.