

CHART INDUSTRIES, INC.

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE
BOARD OF DIRECTORS**

Revised December 2014

PURPOSE

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Chart Industries, Inc. (the “Company”) is appointed by the Board to discharge the Board’s responsibilities relating to compensation of the Company’s executives, administration of equity compensation plans and oversight of related responsibilities.

COMMITTEE MEMBERSHIP

The Committee shall be composed of at least three members of the Board. A director shall not serve as a member of the Committee if the Chief Executive Officer (“CEO”) or another officer of the Company serves on the compensation committee of another company that employs that director as an executive officer. Each member of the Committee shall be independent in accordance with the provisions of Rule 10C-1(b)(1) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the rules of The Nasdaq Stock Market (“Nasdaq”). Additionally, no director may serve unless he or she (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Exchange Act, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. The members of the Committee shall be appointed by the Board upon the recommendation of the Nominations and Corporate Governance Committee 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 and in the best interests of the Company. 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 the Committee 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 the extent it deems necessary or appropriate, to retain a compensation consultant or other advisors to assist in the evaluation of CEO or senior executive compensation, but only after taking into consideration the factors relevant to the consultation and/or advisor's independence from management specified in the Nasdaq listing Rule 5605(d)(3). The Committee shall have sole authority to retain and terminate any such consulting firm or other advisor, including sole authority to approve the firm's fees 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 and ordinarily administrative expenses of the Committee that are necessary or appropriate in carrying out its duties shall be borne by the Company. The Committee also shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3) of Regulation S-K.

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

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

- Review and approve the Company's goals and objectives relevant to the compensation of the CEO and other executive officers, evaluate the performance of the CEO and other executive officers in light of those goals and objectives, and have sole authority to determine the compensation level of the CEO and other executive officers based on this evaluation, competitive market data pertaining to the compensation of the CEO and other officers at comparable companies, and such other factors as it shall deem relevant and in the best interests of the

Company and its shareholders. The CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation;

- Consider the Company's performance and relative shareholder return, the value of similar incentive awards to the CEOs at comparable companies, and the awards given to the Company's CEO in past years when determining the long-term component of the CEO's compensation;
- Review and make recommendations to the Board with respect to shareholder proposals related to compensation matters;
- Oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of executive compensation matters, including advisory votes on executive compensation and the frequency of such votes;
- Review and make recommendations to the Board with respect to approving policies, plans and programs for other executive officers, including compensation, incentive-compensation plans, equity-based plans, retirement, health and welfare and other plans;
- Review and approve all equity compensation plans of the Company that are not otherwise subject to the approval of the Company's stockholders;
- Review and discuss the Compensation, Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K with management and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included;
- Produce an annual report on executive compensation as required by the rules and regulations of the Securities and Exchange Commission (the "SEC"), Nasdaq and other applicable regulatory bodies each, as amended from time to time, for inclusion in the Company's annual proxy statement and/or annual report on Form 10-K and oversee any other applicable compensation reporting requirements of the SEC;
- Review and approve employment contracts and other similar arrangements between the Company and its executive officers;
- Establish and periodically review succession plans for the Company's executive officers and other individuals that may be designated by the Committee from time to time;
- Establish and periodically review policies in the area of senior management prerequisites;
- Approve the appointment and removal of trustees and investment managers for pension fund assets;
- Review and consult with the CEO on the selection of officers and evaluation of executive performance and other related matters;

- Oversee the administration of equity compensation plans and other incentive compensation plans, including any director equity awards as the Nominations and Corporate Governance Committee may direct; and
- Handle such other matters that are specifically delegated to the Committee by the Board from time to time.