

CHART INDUSTRIES, INC.

RELATED PARTY TRANSACTION POLICIES AND PROCEDURES

Statement of Policy

The Board of Directors (the “Board”) of Chart Industries, Inc. (the “Company”) recognizes that transactions involving the Company and related parties present a heightened risk of conflicts of interest, and therefore the Board has adopted this Related Party Transaction Policies and Procedures (this “Policy”).

It is the policy of the Company not to enter into any “Related Party Transactions” unless:

- The Audit Committee approves such transaction in accordance with the guidelines set forth herein; or
- The transaction is approved by a majority of the Company’s disinterested directors.

For purposes of this Policy, a “Related Party” is:

- An “executive officer” of the Company (as defined in Rule 405 promulgated under the Securities Act of 1933, as amended, and Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended);
- A director of the Company or a nominee for director of the Company;
- A person (including an entity or group) known to the Company to be the beneficial owner of more than 5% of any class of the Company’s voting securities (a “5% stockholder”);
- An individual who is an “immediate family member”¹ of an executive officer, director, nominee for director or 5% stockholder of the Company; or
- An entity that is owned or controlled by a person described above or in which any such person serves as an executive officer or general partner or, together with all other persons identified above, owns 10% or more of the equity interests thereof.

For purposes of this Policy, a “Related Party Transaction” is a transaction (including any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness)), or a series of related transactions, or any material amendment to any such transaction, involving a Related Party and in which the Company is a participant, other than:

- A transaction involving compensation of directors which has been previously approved by the Board;

¹ Any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law.

- A transaction involving compensation of an executive officer or involving an employment agreement, severance agreement, change in control provision or agreement or special supplemental benefit of an executive officer which has been previously approved by the Board;
- A transaction available to all employees generally or to all salaried employees generally;
- A transaction with a Related Party involving less than \$120,000;
- A transaction in which the interest of the Related Party arises solely from the ownership of a class of the Company's equity securities and all holders of that class receive the same benefit on a pro rata basis; or
- A transaction in which the rates or charges involved therein are determined by competitive bids, or a transaction that involved the rendering of services at rates or charges fixed in conformity with law or governmental authority.

Audit Committee Approval

The Board has determined that the Company's Audit Committee is best suited to review and approve Related Party Transactions and any material amendments to such Related Party Transactions, although the Board may in its discretion determine that a particular Related Party Transaction or a material amendment thereto may be reviewed and approved by a majority of the directors disinterested in such transaction. No member of the Audit Committee shall participate in the review or approval of any Related Party Transaction or any material amendment thereto with respect to which such member is a Related Party. In reviewing and approving any Related Party Transaction or any material amendment thereto, the Audit Committee shall:

- Satisfy itself that it has been fully informed as to the Related Party's relationship and interest and as to the material facts of the proposed Related Party Transaction or the proposed amendment to such transaction; and
- Determine that the Related Party Transaction or material amendment thereto is fair to the Company.

At each Audit Committee meeting, management shall recommend any Related Party Transactions and any material amendments thereto, if applicable, to be entered into by the Company. After review, the Audit Committee shall approve or disapprove such transactions and any material amendments thereto.

Disclosure

Related Party Transactions shall be disclosed in the Company's Securities and Exchange Commission ("SEC") filings as and to the extent required by applicable SEC rules and regulations. Furthermore, all Related Party Transactions of which management is aware shall be

disclosed to the Audit Committee. At least annually, management shall elicit information from the Company's executive officers and directors as to existing and potential Related Party Transactions and shall seek to obtain such information from 5% stockholders. An executive officer or director shall promptly inform the Chairman of the Audit Committee when the executive officer or director becomes aware of a potential Related Party Transaction in which such executive officer or director would be a Related Party.

Other Agreements

Management shall assure that all Related Party Transactions are approved in accordance with any applicable requirements of the Company's financing agreements.