

## **SPX FLOW, INC.**

### **COMPENSATION COMMITTEE CHARTER**

#### **Purpose**

The Compensation Committee (the "Committee") is authorized by the Board of Directors ("Board") to discharge the Board's overall responsibility relating to compensation of the Chief Executive Officer (the "CEO"), other officers, and key executives of SPX FLOW, Inc. (the "Company") and applicable compensation and benefit plans. The Committee shall prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

#### **Composition of the Committee**

The Committee will be composed of at least three directors, all of whom satisfy the definition of "independent" under the listing standards of the New York Stock Exchange (NYSE). All Committee members shall also be "non-employee directors" as defined by Rule 16b-3 under the Securities Exchange Act of 1934 and at least two Committee members shall also be "outside directors" as defined by Section 162(m) of the Internal Revenue Code. Notwithstanding anything to the contrary herein, in the event that any "outside directors" serve on the Committee, the Committee will create a subcommittee comprising solely "outside directors" to take any actions required to be taken by "outside directors" to qualify for any exemptions from deduction limits under 162(m). The Committee members will be appointed by the Board and may be removed by the Board in its discretion. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. A majority of the Committee's members shall constitute a quorum.

Members must also meet the definition of "independent" under the rules and regulations of the SEC. When assessing a member of the Committee's independence, the Board shall affirmatively determine that the member has no relationship to the Company (directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) which is material to the member's ability to be independent from management in connection with the duties of a member of the Committee, including, but not limited to: (1) the source of compensation of such member, including any consulting, advisory or other compensatory fee paid by the Company or any other person or entity that would impair the member's ability to make independent judgments about the Company's executive compensation; and (2) whether such member has any affiliate relationships with the Company or any of its subsidiaries, including consideration of whether an affiliate relationship places the member under the direct or indirect control of the Company or its senior management.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

#### **Authority and Responsibilities**

1. The Committee shall review and approve on an annual basis, the corporate goals and objectives with respect to the performance of and compensation for the Chief Executive

Officer (“CEO”). At least annually, the Committee shall evaluate the CEO’s performance in light of these established goals and objectives and shall determine and approve the CEO’s annual compensation, including salary, bonus, incentive and equity compensation.

2. The Committee shall review and approve on an annual basis, the evaluation process, compensation structure, annual compensation of the Company’s other officers, including salary, bonus, incentive and equity compensation.
3. The Committee shall review the Company’s incentive, long-term compensation, nonqualified plans or equity compensation plans (the “Plans”) and recommend changes in the Plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of the Plans.
4. The Committee shall review and approve, or recommend to the Board for approval, awards to employees pursuant to any of the Plans and to exercise such other power and authority as may be permitted or required under the Plans.
5. The Committee shall not set the grant date of its stock option grants to executives in coordination with the release of material non-public information, except in extraordinary circumstances and with full disclosure to shareholders and the public. The Committee shall not time its release of material non-public information for the purpose of affecting the value of executive compensation.
6. The Committee may adopt policies regarding the adjustment or recovery of incentive awards or payments if the relevant Company performance measures upon which such incentive awards or payments were based are restated or otherwise adjusted in a manner that would reduce the size of an award or payment.
7. The Committee shall have the authority to retain and terminate such compensation consultants or other outside advisors as it deems necessary or appropriate in its sole discretion. The Committee shall have the sole authority to approve related fees and retention terms of consultants or advisors retained by the Committee. In selecting or soliciting advice from compensation consultants or other outside advisors, the Committee shall take into consideration all factors relevant to the consultant’s or advisor’s independence from management, including, but not limited to: (1) the provision of other services to the Company by the person that employs the consultant or advisor; (2) the amount of fees paid by the Company to the person that employs the consultant or advisor, as a percentage of that person’s total revenue; (3) the policies and procedures of the person that employs the consultant or advisor regarding the prevention of conflicts of interest; (4) any business or personal relationship between the consultant or advisor and any member of the Committee; (5) the ownership by the consultant or advisor of the Company’s stock; and (6) any business or personal relationship between the consultant or advisor or the person that employs the consultant or advisor and any executive officer of the Company.
8. However, the Committee does not need to conduct an independence assessment for any consultant or advisor that only: (i) consults on any broad-based plan that does not

discriminate in scope, terms or operating in favor of executive officers or directors and that is generally available to salaried employees; or (ii) provides information that is not customized for the Company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

9. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any compensation consultants or other outside advisors retained by the Committee, and any ordinary administrative expenses of the Committee that are necessary or appropriate to carry out its duties.
10. The Committee shall prepare the report that the SEC requires be included in the Company's annual proxy statement.
11. The Committee shall review and discuss with management disclosure relating to compensation included in the Company's annual proxy statement, including the Compensation Discussion and Analysis, and shall recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report on Form 10-K.
12. The Committee may request that any director, officer or employee of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee reasonably requests. No executive should attend that portion of any meeting where such executive's performance or compensation is discussed, unless invited by the Committee. Meetings to determine the compensation of the CEO must be held in executive session.
13. The Committee shall report its activities to the full Board on a regular basis and make such recommendations with respect to the matters addressed in this Charter and other matters as the Committee may deem necessary or appropriate.
14. The Committee shall review and assess the adequacy of this Charter at least annually and recommend any changes to the Board.
15. The Committee shall annually evaluate the Committee's own performance.
16. The Committee shall perform such other functions as assigned by law, the Company's Certificate of Incorporation or Bylaws, or the Board.
17. The Committee shall cause a copy of this Charter to be made available on or through the Company's website.

This Charter was adopted effective February 20, 2017.