

## **CHART INDUSTRIES, INC.**

### **CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

#### **PURPOSE**

The Audit Committee of the Board of Directors (the “Board”) of Chart Industries, Inc. (the “Company”) is organized for the purposes of assisting the Board in oversight of (1) the integrity of the financial statements of the Company, (2) the independent auditor’s qualifications and independence, (3) the performance of the Company’s internal audit function and independent auditors and (4) the compliance by the Company with legal and regulatory requirements.

The Audit Committee shall prepare a report as required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement.

#### **COMPOSITION AND QUALIFICATIONS**

The Audit Committee shall consist of no fewer than three members as determined by the Board, each of whom shall be a non-employee director of the Company. Subject to the phase-in rules of the The Nasdaq Stock Market (“Nasdaq”) in connection with the Company’s initial public offering, and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the rules and regulations of the SEC and such other qualifications for membership of an audit committee as Nasdaq may promulgate from time to time, including being able to read and understand fundamental financial statements, including a balance sheet, income statement, cash flow statement and statement of stockholders’ equity, at the time of appointment, each of the members of the Audit Committee shall be determined by the Board to be independent under the rules of Nasdaq, the Sarbanes – Oxley Act of 2002 (the “Sarbanes – Oxley Act”) and the Exchange Act. No member of the Committee will have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. All members of the Audit Committee shall have a working familiarity with basic finance and accounting practices (or acquire such familiarity within a reasonable period after his or her appointment), and at least one member of the Audit Committee shall be a financial expert as defined by the SEC. At least one member will have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background that results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities, in accordance with applicable Nasdaq rules.

Audit Committee members who simultaneously serve on the audit committees of two or more other public companies shall promptly disclose such fact to the Board. In the event that any members of the Committee sit simultaneously on the audit committee of two or more other public companies, the Board will determine if their duties on such audit committees impair their ability to serve effectively on the Audit Committee of the Company, and such determinations will be disclosed in the Company’s annual proxy statement.

A Chairperson of the Committee will be selected by the full Board from among the Committee members. The Committee members shall serve for such term or terms, as the full Board shall determine. The Board shall have the power at any time to change the membership of the Audit Committee and to fill vacancies on it, subject to such new member(s) satisfying applicable independence and experience requirements. Except as expressly provided in this Charter or the By-Laws or any Corporate Governance Guidelines of the Company, the Audit Committee shall fix its own rules of procedure.

## **MEETINGS**

The Audit Committee shall meet not less frequently than four times per year, or more frequently as circumstances may dictate. The Chairman of the Board or any member of the Audit Committee may call meetings of the Committee, in each case on at least twenty-four hours' notice to each Audit Committee member. The Audit Committee shall meet periodically with management, those responsible for the internal audit function and the independent auditor in separate executive sessions. In addition, the Committee should meet with the independent auditors and management quarterly to review the Company's financial statements. The Audit Committee may have such other direct and independent interaction with such other persons from time to time, as the members of the Audit Committee deem appropriate. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Written minutes of the Committee will be approved by the Committee and maintained. 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.

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.

## **FUNCTIONS AND RESPONSIBILITIES**

The Audit Committee shall have the sole authority to appoint, compensate, retain, evaluate and terminate the independent auditors. The Audit Committee shall be directly responsible for the compensation and oversight of the work of the independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) in preparing or issuing an audit report or performing other audit, review, attest or similar services. The independent auditors shall report directly to the Audit Committee.

The Audit Committee shall pre-approve all auditing services, internal control-related services and permitted non-audit services (including the fees and terms thereof), other than prohibited non-auditing services as set forth in Sarbanes-Oxley Act Section 201, to be performed for the Company by its independent auditors, subject to any de minimus exceptions for non-audit services described in the Exchange Act which are approved by the Audit Committee prior to the

completion of the audit. The Audit Committee shall approve in advance any audit or non-audit engagement or relationship between the Company and such auditors. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting.

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditors for the purpose of rendering or issuing an audit report and to any advisors employed by the Audit Committee, and for payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee shall make regular reports to the full Board. The Audit Committee should review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance, qualifications and independence of the Company's independent auditors, or the performance of the internal audit function. The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Audit Committee shall annually review the Audit Committee's own performance.

The Audit Committee or, to the extent appropriate, a subcommittee thereof, to the extent it deems necessary or appropriate in meeting its responsibilities, shall:

Financial Statement and Disclosure Matters. Meeting separately, periodically, with management, internal auditors and the independent auditor:

1. Review and discuss with management and the independent auditor the Company's annual audited financial statements, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
2. Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of the Company's Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements and disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations."
3. Review and discuss with management (including the senior internal audit executive) and the independent auditors the Company's internal controls report and the independent auditors' attestation of the report prior to the filing of the Company's Form 10-K.
4. Review and consider quarterly reports from the independent auditors on:
  - (a) All critical accounting policies and practices to be used.

- (b) Analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of all alternative treatments of financial information within generally accepted accounting principles (“GAAP”) that have been discussed with management, ramifications of the use of such alternative treatments, and the treatment preferred by the independent auditors.
  - (c) Major issues as to the adequacy of the Company’s internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
  - (d) Major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company’s selection or application of accounting principles.
  - (e) Other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
5. Discuss with management the Company’s earnings press releases (paying particular attention to any use of “pro forma” or “adjusted” non GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally, consisting of discussing the types of information to be disclosed and the types of presentations to be made.
  6. Discuss with management and the independent auditors the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company’s financial statements.
  7. Discuss with management the Company’s major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company’s risk assessment and risk management policies, and any legal matters that may have a material effect on the Company.
  8. Discuss with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including any problems or difficulties encountered in the course of the audit work and management’s response, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
  9. Consider reviewing with the independent auditors any accounting adjustments that were noted or proposed by the auditor but were “passed” (as immaterial or otherwise).
  10. Review disclosures made to the Audit Committee by the Company’s CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein

and any fraud involving management or other employees who have a significant role in the Company's internal controls.

Oversight of the Company's Relationship with the Independent Auditors.

11. Review and evaluate the lead partner of the independent auditors' team.
12. When evaluating the lead audit partner, the Committee should take into account the opinions of management and the Company's internal auditors (or other personnel responsible for the internal audit function).
13. Obtain and review a report from the independent auditors at least annually describing (a) the independent auditors' internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent auditors and the Company. Evaluate the qualifications, performance and independence of the independent auditors, including considering whether the auditors' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and internal auditors. The Audit Committee shall present its conclusions with respect to the independent auditors to the Board.
14. Ensure the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law and consider whether there should be a regular rotation of the audit firm itself.
15. Recommend to the Board policies for the Company's hiring of employees or former employees of the independent auditors.
16. Discuss with the independent auditors material issues on which the national office of the independent auditors were consulted by the Company's management or accounting staff.
17. Meet with the independent auditors prior to the audit to discuss and approve the overall scope, planning and staffing of the audit.

Oversight of the Company's Internal Audit Function(s).

18. Review with management and those responsible for the internal audit function (in separate meetings, as appropriate) the operation of the internal audit function including the quality and adequacy of internal controls that could significantly affect the Company's financial statements and any difficulties encountered in the course of conducting the internal audits, including any restrictions on scope of work or access to required information.
19. Review the significant reports to management prepared by the internal auditing function and management's responses.

20. Discuss with the independent auditors and management the internal audit function's responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.
21. Review and concur in the appointment, replacement, reassignment or dismissal of the Director - Internal Audit.

#### Compliance Oversight Responsibilities.

22. Obtain from the independent auditors assurance that Section 10A(b) of the Exchange Act has not been implicated.
23. Obtain reports from management, the Company's senior internal auditing executive and the independent auditors that the Company and its subsidiaries entities are in conformity with applicable legal requirements and the Company's Code of Ethical Business Conduct and Officer Code of Ethics (the "Codes of Conduct"). Review reports and disclosures of insider and affiliated party transactions. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Codes of Conduct.
24. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters.
25. Discuss with management and the independent auditors any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
26. Annually review the adequacy of the Audit Committee's written charter and the performance of the Audit Committee.
27. Report regularly to the full Board.

#### **AUDIT COMMITTEE'S ROLE**

While the Audit Committee has the responsibilities and functions set forth in this Charter, it serves in an oversight capacity and, as such, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditors.