

**FLOWSERVE CORPORATION  
ORGANIZATION AND COMPENSATION  
COMMITTEE CHARTER**

**PURPOSE**

The purpose of the Organization and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Flowserve Corporation (the “Company”) is to (a) see that the Executive Officers of the Company (“Executive Officers”)<sup>1</sup> are compensated in a manner consistent with the Company’s compensation philosophy and competitive with the Company’s peers; (b) review and monitor succession planning and development for management (other than the Chief Executive Officer (“CEO”), which is the responsibility of the Corporate Governance and Nominating Committee)); (c) oversee the preparation, and authorize the filing, of the compensation committee report required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual Form 10-K and annual proxy statement; and (d) directly oversee risk management relating to employee compensation and succession planning. The Committee is also directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Committee. The Committee shall also have the responsibility to (1) appoint, remove, and replace members of the Company’s Pension and Investment Committee (the “PIC”); and (2) have settlor and administrative powers of the Flowserve Corporation 401(k) Plan, the Flowserve Corporation Pension Plan, and other retirement plans intended to be qualified under Section 401(a) of the Internal Revenue Code maintained by the Company or any affiliate of the Company (the “Qualified Plans”), the Flowserve Corporation Flex Health and Welfare Benefit Plan, and the Flowserve Corporation Supplemental Executive Retirement Plan, and the Flowserve Corporation Senior Management Retirement Plan (the “Non-Qualified Plans”) (collectively, the “Plans”). The Committee’s settlor powers shall include, without limitation, the authority to amend, modify, or terminate the Plans for any reason and at any time unless the Plan(s) expressly provide to the contrary.

**MEMBERS**

The Committee must have at least three members. All Committee members must have been determined by the Board to be independent, as defined and to the extent required in the applicable New York Stock Exchange (“NYSE”) listing standards and SEC rules and regulations applicable to directors and compensation committee members, as they may be amended from time to time, and must qualify as independent directors under the Company’s Corporate Governance Guidelines. In addition, Committee members must qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities and Exchange Act of 1934, as amended. Committee members and the Committee Chair shall be appointed by and may be removed by the Board on the recommendation of the Corporate Governance and Nominating Committee.

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<sup>1</sup> Executive Officer means an Officer as defined in SEC Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended.

## **POWERS**

The Committee has all powers necessary to carry out its purpose and discharge its responsibilities. These include the power to set the compensation of Executive Officers (or recommend compensation to the independent directors, in the case of the CEO), and the power to directly retain, or obtain the advice of, outside legal counsel, consultants, and other advisors as the Committee determines necessary to perform its responsibilities, in its sole discretion and without additional approval from the Board, and the power to investigate any matter within the scope of its duties, with full access to books, records, facilities, and personnel necessary to do so. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisors retained by the Committee, and the Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors retained by the Committee. The Committee shall assess the independence of outside legal counsel, consultants, and other advisors (whether retained by the Committee or management) that provide advice to the Committee, in accordance with the NYSE listing standards.

The Committee may, in its sole discretion, delegate any of its responsibilities to one or more subcommittees composed of one or more members of the Committee to the extent permitted by applicable law and listing standards.

The Committee may also, under certain circumstances, delegate routine or ministerial activities under these plans to management.

## **RESPONSIBILITIES**

Among its duties and responsibilities, the Committee shall:

### Organizational

1. Review the Company's processes to recruit, retain, and develop senior management, including its executive personnel appraisal, development, and selection processes, with a focus on the Company's commitment to diversity.
2. Assist the Board in reviewing and monitoring processes related to Executive Officer succession plans and monitor development of qualified replacement candidates for principal positions in the Company (other than for the CEO, which is the responsibility of the Corporate Governance and Nominating Committee).
3. Consider the performance assessment provided by the CEO of all other Executive Officers at least annually.
4. Review organizational design and structure on an as needed basis.
5. Appoint qualified candidates to the PIC, which will have the powers and duties described in the PIC Charter, including general management and control of the operation and administration of the Qualified and Non-Qualified Plans.

6. Review the Plans and approve any material amendments with respect to a Plan's design. This power to amend may be delegated to the PIC or other appropriate management committee, with the Committee overseeing any amendments proposed and made.

### Compensation

7. Oversee the compensation philosophy of the Company to evaluate whether the structure will attract, retain, and motivate Executive Officers to effectively build shareholder value, with the help of the Company's independent executive compensation consultant.
8. Evaluate risks associated with the Company's compensation and benefits policies, plans, and programs and discuss with management procedures to identify and mitigate such risks.
9. Assess the results of the Company's most recent advisory vote on executive compensation.
10. Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives in coordination with the Chairman of the Board and the other independent directors, and recommend to the independent directors of the Board the CEO's compensation. In determining the long-term incentive component of CEO compensation, the committee considers factors including the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company's CEO in past years.
11. Determine the annual base compensation and incentive compensation for all Executive Officers other than the CEO, taking into account the proposals and recommendations of the CEO.
12. Review the recommendations of the CEO and the Chief Human Resources Officer, regarding adjustments to the Company's executive compensation programs.
13. Govern the Company's shareholder-approved incentive compensation and equity-based incentive plans, including the authority to adopt, administer, approve, and ratify awards, and make recommendations to the Board regarding such plans requiring shareholder approval.
14. Administer and oversee and monitor compliance with the Company's Recoupment of Incentive Compensation Policy and other policies with respect to the recovery or "clawback" of executive compensation, and review and approve, or recommend to the Board as it determines appropriate, changes to the Company's Recoupment of Incentive Compensation Policy and other policies with respect to the recovery or "clawback" of executive compensation from time to time as appropriate.
15. Review and approve employment agreements, and severance, change-in-control or deferred compensation arrangements, and any special supplemental benefits agreements for Executive Officers, seeking input from the Board concerning any such arrangements or benefits for the CEO.
16. Review and discuss with management the Compensation Discussion and Analysis and

other executive compensation-related disclosures required by the SEC to be included in the Company's annual Form 10-K and annual proxy statement and recommend to the Board whether the Compensation Discussion and Analysis should be included in the Company's annual Form 10-K and annual proxy statement.

17. Review and discuss with management, as the Committee deems necessary from time to time, but at least once every six years, the desired frequency of conducting the shareholder advisory vote on executive compensation required by the SEC to be included in the Company's annual proxy statement and recommend to the Board the desired frequency of such vote.
18. Review and discuss issues relating to the PIC's activities no less frequently than annually.

#### Governance

19. Periodically review director compensation and recommend appropriate adjustments to the Corporate Governance and Nominating Committee for submission for approval to the Board, including, without limitation, evaluating all compensation to be paid to members of the Audit Committee for compliance with applicable law.
20. Monitor compliance by directors and executives with the Company's stock ownership guidelines.
21. Receive periodic confirmation from management that no personal loans to directors or Executive Officers, or other inappropriate compensation under applicable law, are made.
22. Review and reassess the adequacy of this charter at least annually.
23. Conduct an annual performance review of the Committee.
24. Oversee preparation of a compensation committee report as required by the SEC to be included in the Company's annual Form 10-K and annual proxy statement.
25. Conduct an advisor independence assessment at least annually.

#### **MEETINGS**

The Committee shall meet at least four times per year, at such times and places as the Committee and the Committee Chair shall determine. The Committee shall report regularly to the full Board with respect to its activities, including with respect to its activities in overseeing risk management within its area of oversight responsibility, but not less frequently than quarterly. A majority of the Committee members shall constitute a quorum.