

CIRCOR INTERNATIONAL, INC.

COMPENSATION COMMITTEE CHARTER

I. General Statement of Purpose and Responsibility

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of CIRCOR International, Inc. (the “**Company**”) is to assist the Board as follows:

- Oversee and approve the Company’s programs and policies regarding compensation of the Company’s key executives (as defined below);
- Administer the Company’s compensation plans;
- Approve changes to the Company’s retirement plans; and
- Prepare and publish such reports as required to comply with SEC rules and listing requirements under the New York Stock Exchange (“**NYSE**”).

II. Structure and Membership

1. **Number.** The Committee shall consist of at least two directors as the Board.
2. **Qualifications.** Each member of the Committee shall:
 - Meet the definitions of a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”);
 - Satisfy NYSE independence requirements, including the Committee independence standards adopted by the NYSE as required to comply with the Dodd-Frank Wall Street Reform and Consumer Protection Act and Rule 10C-1 under the Exchange Act;
 - Be free from any relationship which, in the opinion of the Board, would interfere with the exercise of his or her independent judgment in carrying out his or her responsibilities as a director and as a member of the Committee; and
 - Have an understanding of matters pertaining to executive compensation.
3. **Chair.** Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
4. **Compensation.** The compensation of Committee members shall be as determined by the Board.
5. **Selection and Removal.** Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Committee from such Committee, with or without cause.

III. Procedures and Administration

1. **Meetings.** The Committee shall meet as often as it deems necessary in order to perform its responsibilities but no less than two times a year. The Committee may also act by

unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate, including minutes of its meetings.

2. **Subcommittees.** The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.
3. **Reports to the Board.** The Committee shall report regularly to the Board.
4. **Charter.** The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. **Independent Advisors.** The Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
6. **Investigations.** The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
7. **Annual Self-Evaluation.** At least annually, the Committee shall evaluate its own performance.

IV. Committee Activities

The Committee shall discharge its responsibilities and shall assess the information provided to it by the Company's management and others, in accordance with its business judgment. The Committee's responsibilities shall be to:

- A. **Review and approve cash and non-cash compensation policies and programs and any major changes in the Company's benefit plans**
 - Which are applicable to: (i) the Chief Executive Officer; (ii) executive officers of the Company as designated by the Board of Directors, (iii) those individuals who report to the Chief Operating Officer (if one exists); and (iv) any other individuals who meet the definition of an "executive officer" under Rule 16-1(f) of the Exchange Act (those individuals referenced in clauses (ii) through (iv) above are hereinafter referred to as the "key executives").
- B. **Have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes.**
 - The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee.

- The Committee is authorized to obtain, at the Company's expense, compensation surveys, reports on the design and implementation of compensation programs for the Company's directors, officers and employees, and other data and documentation as the Committee considers appropriate, and shall report all determinations and recommendations to the Board of Directors.

C. The Committee may, in its sole discretion, retain or obtain the advice of, any compensation consultant, legal counsel or other advisers.

- The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Committee.
- The Committee will have sole authority to approve the engagement of any such consultant or its affiliates for additional services to the Company, including the purchase of any products from such consultant or its affiliates.
- The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation, as determined by the Committee, of any compensation consultant, legal counsel and other advisor retained by the Committee.

D. The Committee may select a compensation consultant, legal counsel or other adviser only after conducting an independent assessment, taking into consideration the following factors, as well as any other factors required by the NYSE, the Exchange Act and corresponding rules promulgated thereunder, as may be amended from time to time:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

- E. To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the Chief Executive Officer.**
- To evaluate the Chief Executive Officer's performance in light of these established goals and objectives and to communicate such evaluation to the Chief Executive Officer.
 - Based upon these evaluations, to determine and approve the annual compensation for the Chief Executive Officer including base salary, short-term incentive compensation and long-term incentive compensation.
 - To consider, in connection with the long-term incentive component of the Chief Executive Officer's compensation, the Company's performance and relative shareholder return, the compensation and incentive awards to chief executive officers at peer companies, and the Company's Chief Executive Officer's past incentive history.
- G. To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the other key executives.**
- To oversee and review the Chief Executive Officer's evaluation and assessment of the other key executives.
 - Based upon such evaluations, and with the input of the Chief Executive Officer, to approve the annual compensation for other key executives including base salary, short-term and long-term incentive compensation.
- H. To review and make recommendations to the Board with respect to the adoption, amendment and termination of incentive-compensation plans.**
- To oversee the administration of such plans and discharge any responsibilities imposed on the Committee under any such plans.
- I. To review the structure of the Company's stock plans and other equity-based plans and recommend changes to the Board as it deems appropriate.**
- The Committee shall exercise all rights, authority, and functions of the Board under all of the Company's stock plans and other equity based plans, including, without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that except as otherwise expressly authorized to do so by a plan or resolution of the Board, the Committee shall not be authorized to amend any such plan.
 - To the extent permitted by applicable law and consistent with the provisions of a given equity-based plan, the Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company within approved budgeted guidelines.

- J. To annually (a) review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval and (b) conduct a self-evaluation of the Committee.**
- K. To review and discuss annually with management the Company’s “Compensation Discussion and Analysis” required by Item 402(b) of Regulation S-K (“CD&A”), and to consider annually whether it will recommend to the Board that the CD&A be included in the Company’s Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C.**
- L. To prepare and publish a Committee report for inclusion in the Company’s proxy statement, as required by Item 407(e)(5) of Regulation S-K, and to approve such other reports as may be required by SEC or exchange rules.**
- M. Without limiting the foregoing, the Committee shall also have the following responsibilities.**
- Review and approve any contractual agreements for key executives, including but not limited to employment, severance, change in control, and termination arrangements for all key executives.
 - Oversee compliance with the requirements of the Sarbanes-Oxley Act of 2002 relating to 401(k) plans and loans to directors and corporate officers as well as all other applicable laws and regulations affecting employee compensation.
 - To review the compensation peer group on a biennial basis and approve any additions or deletions to the group.
 - To approve changes to company’s retirement plans, including any defined benefit, defined contribution and supplemental plans.
 - Establish, review and monitor compliance with policies and procedures related to key executive perquisites and review and approve all material key executive perquisite programs or plans and all material modifications thereto.
 - Meet periodically in executive session (i.e., without the presence of management).
- N. The Committee will perform such other activities consistent with this Charter, the Company’s By-laws, governing law, the rules and regulations of the NYSE and such other requirements applicable to the Company as the Committee or the Board deems necessary or appropriate or such duties as are delegated by the Board from time to time.**

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