

BARNES GROUP INC.

CHARTER

Compensation and Management Development Committee of the Board of Directors

The Board of Directors of Barnes Group Inc. (the "Company") hereby sets forth a Charter for its Compensation and Management Development Committee (the "Committee"), with specific responsibilities as outlined below:

Membership and Rules of Procedures

In accordance with the bylaws of the Company and upon the nomination by the Corporate Governance Committee, the Board of Directors (the "Board") shall appoint the members of the Compensation and Management Development Committee and the chairperson thereof, each of whom shall satisfy applicable independence requirements of the New York Stock Exchange and any other regulatory requirements, and otherwise be free from any relationship that, in the business judgment of the Board, would interfere with his or her exercise of business judgment as a Committee member. Additionally, no Director may serve on the Committee unless he or she is (1) a "non-employee director" as that term is defined for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (2) an "outside director" as that term is defined for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Committee shall comprise not less than three such Directors. A Committee member may resign by delivering his or her written resignation to the Chairman of the Board, or may be removed by majority vote of the Board at any time. In the event of a vacancy on the Committee, the Board shall elect an Independent Director, as defined in the Company's Corporate Governance Guidelines, to replace the departed Director.

The Committee may fix its own rules of procedure; provided, that such rules shall satisfy any procedural requirements of the Committee as may be set forth in any of the Company's employee or Director benefit or compensation plans; and provided further, that the Committee shall cause its proceedings to be recorded and minutes of Committee meetings shall be distributed to the Board of Directors. The Committee shall regularly report its findings, conclusions, recommendations and actions to the Board. The Committee may meet at such times and places as it shall determine. The majority of the members of the Committee shall constitute a quorum. A majority of the members present, if a quorum is present at the time, shall decide any question brought before the Committee. Any action required or permitted to be taken by the Committee may be taken by unanimous written consent in lieu of a meeting.

Responsibilities

The Committee shall discharge the responsibilities of the Board relating to compensation of the Company's executive officers, and of the Directors to the extent described below, and shall produce an annual report on executive compensation for inclusion in the Company's annual proxy statement in accordance with applicable rules and regulations. The Committee's duties and responsibilities shall include the following:

1. Review and approve corporate goals and objectives relevant to the compensation for the President and Chief Executive Officer (the "CEO") and other executive officers, including with respect to compensation practices of an appropriate group of comparator companies; evaluate the performance of the executive officers in light of those goals and objectives; and set the compensation level of the executive officers based on this evaluation. The Committee shall determine compensation of executive officers other than the CEO with due regard for the CEO's recommendations. Compensation for executive officers includes, without limitation, salary, health and welfare benefits, pension, and other employee benefits and perquisites.
2. Review, recommend to the Board, and administer in accordance with their terms, incentive compensation plans and equity-based plans established or maintained by the Company for executive officers and Directors (each, a "Plan"). Make recommendations to the Board with respect to the adoption, amendment, termination or replacement of Plans.
3. Subject to the advice and recommendations of the Corporate Governance Committee of the Board, review and recommend to the Board, compensation for non-executive officer Directors, including fees, retainers, stock-based compensation, insurance coverages and other similar items as appropriate, and pursuant to the Company's Corporate Governance Guidelines.
4. Review, at least annually, a report of the Benefits Committee appointed by the Board.
5. Design in consultation with management or the Board, recommend to the Board for approval, and evaluate compensation plans, policies and programs of the Company for Directors and executive officers.
6. Review periodically executive officers' and Directors' compliance with the Company's stock ownership guidelines.

7. Review the Company's executive organization and principal programs for executive development and succession planning, and report to the Board, at least annually, the strengths and weaknesses of the Company's processes for management development and succession planning.
8. Annually, evaluate the performance of this Committee, including a review of the Committee's compliance with this Charter. Annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
9. Perform such other activities as are requested from time to time by the Board.

The Committee shall have all powers and authority that are necessary or appropriate to fulfill its duties and responsibilities, including without limitation:

- a. To interpret the provisions of the Plans.
- b. To establish such rules as it finds necessary or appropriate for implementing or conducting the Plans.
- c. To make all decisions and determinations required of the Committee by the terms of the Plans or as the Committee considers appropriate for the operation of the Plans and the distribution of benefits thereunder.
- d. To retain, at its discretion and at the Company's expense, without the approval of the Board, outside advisors to assist in the evaluation of Director or executive officer compensation, and approve the terms of engagement including the fees of such advisors.
- e. To establish subcommittees for the purpose of evaluating special or unique matters.

Approved By Board of Directors: 2/17/05