

**GARDNER DENVER, INC.**  
**MANAGEMENT DEVELOPMENT AND COMPENSATION**  
**COMMITTEE CHARTER**

Pursuant to Section 4.2 of the Bylaws of Gardner Denver, Inc. (the “Company”), the Board of Directors (the “Board”) is required to designate a Management Development and Compensation Committee (the “Committee”) and to adopt a charter, which may be amended from time to time, setting forth the powers and duties of the Committee. The Board and the Committee have approved and adopted this Charter.

**PURPOSE OF THE COMMITTEE**

The purpose of the Committee shall be to assist the Board in discharging its responsibilities relating to executive selection, retention and compensation and succession planning.

**COMPOSITION OF THE COMMITTEE**

The following requirements shall govern the composition of the Committee.

1. *Number.* The Committee shall consist of not less than three (3) independent directors appointed to serve at the pleasure of the Board.
2. *Independence.* Each member of the Committee shall meet the independence requirements of the New York Stock Exchange and the Securities and Exchange Commission.

**POWERS AND DUTIES**

The powers and duties of the Committee shall be as follows.

1. To have authority to retain executive compensation consulting firms and other consultants or advisers, including legal and other financial firms (collectively, the “Consulting Firms”), as deemed necessary or appropriate to assist the Committee in discharging its duties;
2. To review and consult with the Chief Executive Officer concerning selection of officers, management succession planning, executive performance, organizational structure and matters related thereto and assist the Chief Executive Officer in developing recommendations concerning the same from time to time for Board consideration;
3. To confer upon, and develop for consideration of the full Board, a recommendation of one or more candidates for Chief Executive Officer in the event the position becomes vacant;
4. To establish from time to time reasonable short-term and long-term compensation for services to the Company by executive officers (the Chief Executive Officer, President, all corporate Vice Presidents, and the Secretary), which shall include the following tasks:
  - a. To establish compensation, incentive compensation and bonuses, deferred compensation, pensions, insurance, death benefits and other benefits;

- b. To administer the Stock Option (including stock appreciation and trade-in rights), Restricted Stock Incentive, Employee Stock Purchase and similar future stock and compensation plans of the Company as adopted by the Board, and to amend or restate any such plan to the extent deemed appropriate for incorporating therein non-substantive points or substantive matters expressly mandated by law; and
  - c. To review and approve corporate goals relevant to executive officer compensation, including the Chief Executive Officer.
5. To evaluate executive officer performance (including the Chief Executive Officer) and set their compensation in light of the achievement of such goals and such other factors and requirements as the Committee shall deem relevant or appropriate;
  6. To meet at least three (3) times per year;
  7. To adopt rules and make provisions as deemed appropriate for the conduct of such meetings, acting upon and recording matters within its authority and for making such reports to the Board as it may deem appropriate;
  8. To delegate one or more of its responsibilities to subcommittees, as it deems appropriate;
  9. To receive and review reports from the Consulting Firms as it deems reasonably necessary in the fulfillment of its duties;
  10. To hold such other conferences and conduct such other reviews with the Consulting Firms or with management as deemed necessary or appropriate;
  11. To report to the Board on the results of reviews and conferences and submit to the Board any recommendations the Committee may have from time to time;
  12. To review the performance of the Committee on an annual basis;
  13. To report executive compensation in the Company's annual proxy statement or annual report on Form 10-K;
  14. To review and reassess the adequacy of the Committee's charter on an annual basis and to report such results to the Board;
  15. To review and assess the Company's employee benefit plans and programs from time to time; and
  16. To ensure that the Company provides for appropriate funding for payment of compensation to the Consulting Firms and administrative expenses of the Committee as necessary or appropriate.