

SPX CORPORATION NOMINATING & GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating & Governance Committee is to:

- assist the Board in identifying qualified individuals to become Board members and recommend to the Board the director nominees;
- develop and recommend to the Board the Corporate Governance Guidelines applicable to SPX Corporation (the “Company”);
- lead the Board in its annual review of the Board’s performance;
- make recommendations to the Board with respect to the assignment of individual directors to various committees; and
- make recommendations to the Board with respect to compensation for non-employee directors.

Composition of the Committee

The Committee shall consist of a minimum of three directors who meet the independence requirements of the New York Stock Exchange. The Chief Executive Officer shall attend meetings of the Committee whenever the Committee is meeting to consider corporate governance issues. The Committee members will be appointed by the Board and may be removed by the Board in its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors.

Authority and Responsibilities

1. The Committee shall take a leadership role in identifying individuals qualified to become members of the Board and to select director nominees to be presented for shareholder approval at the annual meeting and, in the event of a vacancy on the Board, select director nominees to be presented for Board approval to fill the vacancy.
2. The Committee shall recommend individuals as director nominees based on their business and professional accomplishments, integrity, demonstrated ability to make independent analytical inquiries, ability to understand the Company’s business and willingness to devote the necessary time to Board duties.
3. The Committee shall make recommendations to the Board regarding the size and composition of the Board.

4. The Committee shall, from time to time and in conjunction with the CEO, review and propose to the Board compensation levels for the non-employee directors, including annual retainers, incentive compensation and awards under the Company's equity-based plans.
5. The Committee shall review the Board's committee structure and recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
6. The Committee shall have the authority to retain and terminate any search firm to assist in identifying director candidates, and to retain other outside advisors as it deems necessary or appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.
7. The Committee shall oversee the evaluation of the Board and management.
8. The Committee shall review and assess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board.
9. The Committee shall annually review and assess the independence of the individual directors in light of the requirements of the New York Stock Exchange and recommend any changes to the Board.
10. The Committee shall annually review and assess any questions regarding potential conflicts of interest and shall suggest any action that they deem necessary or appropriate.
11. The Committee shall maintain procedures for interested parties to communicate directly with the non-employee members of the Board.
12. The Committee shall report its activities to the full Board of Directors on a regular basis and make such recommendations with respect to the matters addressed in this Charter and other matters as the Committee may deem necessary or appropriate.
13. The Committee shall review and assess the adequacy of this Charter at least annually and recommend any changes to the Board.
14. The Committee shall annually evaluate the Committee's own performance.
15. The Committee shall perform such other functions as assigned by law, the Company's Certificate of Incorporation or Bylaws, or the Board.

This Charter was adopted February 25, 2004.