



**Chart Industries, Inc.****GTLS NASDAQ****Industrial Machinery / Equipment**

Market Capitalization USD:

\$1,241.63 mm**CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less. 
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Samuel F. Thomas**Age: 60****CEO Since: 2003**

	2009	2010	2011
Base Salary	\$550,000	\$600,000	\$650,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$545,812	\$512,010	\$1,181,895
Benefits and Perquisites	\$36,017	\$65,093	\$138,309
TOTAL ANNUAL COMPENSATION	\$1,131,829	\$1,177,103	\$1,970,204
Increase in Post-Retirement Benefits		\$0	\$0
Stock Option Awards	\$370,969	\$559,672	\$799,269
Stock Awards	\$137,597	\$778,955	\$946,971
TOTAL COMPENSATION	\$1,640,395	\$2,515,730	\$3,716,444
Median of Other Named Executive Officers Total Compensation	\$478,099	\$505,972	\$793,846
Value Realized on Exercise of Stock Option	\$0	\$0	\$15,467,492
Value Realized on Vesting of Stock	\$0	\$68,943	\$789,864
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$68,943	\$16,257,356

Proxy Date: 10 Apr 2012

Annual Meeting Date: 24 May 2012

Equity Reserves: 13.13%

Stock Option Run Rate: 0.67%

Chart Industries, Inc.

GTLS NASDAQ

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Performance Comparison

■ S&P500 ■ Industry ■ GTLS



Peer Comparisons (TRBC) = Industrial Machinery / Equipment

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
GTLS	Chart Industries, Inc.	\$1,640,395	\$2,515,730	\$3,716,444	\$1,241,626,634
MSM	MSC Industrial Direct Co., Inc.	\$3,250,226	\$4,803,652	\$12,868,370	\$3,611,097,982
GDI	Gardner Denver, Inc.	\$2,811,416	\$5,449,526	\$7,871,107	\$3,325,377,608
TKR	Timken Company (The)	\$3,960,155	\$7,711,127	\$12,856,522	\$3,212,693,119
PNR	Pentair, Inc.	\$7,188,985	\$10,293,217	\$11,787,173	\$3,150,376,505
NDSN	Nordson Corporation	\$7,565,640	\$4,140,168	\$4,515,269	\$2,711,085,451
KMT	Kennametal Inc.	\$3,042,373	\$5,720,895		\$2,660,341,542

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Altra Holdings, Inc., Ampco-Pittsburgh, Corp., Barnes Group Inc., CIRCOR International, Inc., Colfax Corporation, Columbus McKinnon Corp., Dresser-Rand Group Inc., EnPro Industries, Inc., ESCO Technologies Inc., Gardner Denver, Inc., Gorman-Rupp Company, Graco Inc., IDEX Corporation, Invacare Corporation, Kaydon Corporation, Lufkin Industries, Inc., Nordson Corporation, Powell Industries, Inc., Robbins & Myers, Inc., TriMas Corporation.

Performance Peer Group

Altra Holdings, Inc., EnPro Industries, Inc., Kaydon Corporation, Ampco-Pittsburgh Corp., ESCO Technologies Inc., Lufkin Industries, Inc., Barnes Group, Inc., Gardner Denver, Inc., Nordson Corporation, CIRCOR International, Inc., Gorman-Rupp Company, Powell Industries, Inc., Colfax Corporation, Graco Inc., Robbins & Myers, Inc., Columbus McKinnon Corp., IDEX Corporation, TriMas Corporation, Dresser-Rand Group Inc., Invacare Corporation

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
W. Douglas Brown	Chairman	66	Male	4	Outside
Richard E. Goodrich	Member	68	Male	6	Outside
Steven W. Krablin	Member	61	Male	6	Outside
Thomas L. Williams	Member	53	Male	4	Outside

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