



Chart Anti-Bribery and Corruption Policy

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Purpose

This policy applies to the Company, the Company's subsidiaries, majority-owned affiliates and joint ventures under the Company's management control, worldwide (the "**CII Group**"), and to all persons working for the CII Group in any capacity (including employees, directors, officers, agency workers, seconded workers, volunteers, interns, ISRD's, contractors, external consultants, third-party representatives and business partners) ("**you**" or the "**Parties**"). The policy is in place to help ensure compliance with applicable laws. The Company requires compliance with the highest ethical standards and all anti-corruption and anti-bribery laws applicable to it in the conduct of its business, worldwide. The Company values integrity and transparency and has zero tolerance for bribery or corruption of any kind, whether committed by employees or by third parties acting for and on behalf of the Company. All Company personnel, at every level, are expected to conduct business legally and ethically. Therefore, any violations of this policy will result in discipline by the Company (which could result in dismissal for gross misconduct for employees and termination of contracts with third parties) as well as potential civil and criminal liability.

For the purposes of this Policy, the following definitions are applicable:

Bribe means a financial or other inducement or reward for action which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit.

Bribery includes offering, promising, giving, accepting or seeking a bribe.

Policy

Prohibited Payments

All Parties are strictly prohibited from:

- paying, offering to pay, authorizing the payment of, or
- receiving or seeking to receive

any Bribe, kickback or other similar unlawful payment to or from (or otherwise entering into a "sensitive transaction" with) any individual (or at the request of any individual) in any country for the purpose of influencing, inducing or rewarding any act, omission or decision to:

- secure an improper advantage,
- obtain or retain business, or
- secure any contract, concession or other favorable treatment for the Company, whether it involves government officials or commercial entities.

The term "sensitive transactions" is used to describe a broad range of corporate dealings that are generally considered to be illegal, unethical, immoral, or to reflect adversely on the integrity of the Company or its management. The transactions are usually in the nature of kickbacks, bribes or payoffs made in order to influence improperly some decision affecting a company's business or for the personal gain of an individual. Any payment made from Company funds, including entertainment or gifts, for the express purpose of improperly obtaining or retaining business or unduly influencing some matter in favor of the Company, and any provision of corporate

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hospitality which exceeds reasonableness and is beyond industry norms, could be considered a sensitive payment. These payments may be considered to be bribes and may result in violation of applicable law. In essence, the Company prohibits "quid pro quo" payments whereby the payment is made with the expectation of receiving in return an improper benefit or advantage.

Anti-Corruption Laws

All Parties are prohibited from corruptly offering or giving anything of value, directly or indirectly, to:

- a foreign official, including any person acting in an official capacity for a foreign government or a public international organization;
- a foreign political party official or political party; or
- a candidate for foreign political office,

in any such case, for the purpose of influencing any act or decision of these officials in their official capacity or in violation of their lawful duties or to secure any improper advantage in order to help a company obtain or retain business or direct business to any person. For purposes of compliance with this policy, employees of government-owned corporations are to be considered "foreign officials".

The Company also prohibits the offering or paying anything of value to any person if it is known that all or part of the payment will be used for the above prohibited actions. Accordingly, commissions, consulting fees, retainers or similar payments to ISRD's or other third parties representing the Company would be considered prohibited payments if any of such payments are used for kickbacks, bribes, payoffs or other similar payments. Commissions, consulting fees, retainers or similar payments should be clearly related to, and commensurate with, the services being performed. No such payments that are not so related, or that could be seen to be an improper inducement, should be made.

Anything of value includes, but is not limited to, cash or cash equivalents, gifts, services, employment offers, loans, travel expenses, entertainment, political contributions, charitable donations, subsidies, per diem payments, sponsorships, internships, honoraria or provision of any other asset, even if nominal in value. Improper payment can be in the form of money, transfer of stock, bonds or any other property, the payment of expenses, the providing of services of any type, the assumption or forgiveness of any indebtedness, or any other transfer of goods, services, tangibles or intangibles that accrues to the benefit of the ultimate recipient.

We have a separate Gifts and Hospitality Policy which governs this area.

Facilitating Payments

Facilitating or expediting payments, which are typically described as small payments to relatively low-level government officials whose duties are essentially administrative or clerical, are most often requested by an official or employee of a government the purpose of which is to expedite or to secure the performance of routine governmental action by such government official or employee. Any requests for facilitation payments should be reported immediately to the Legal Department.

Third Parties Acting on Behalf of the Company

Company Employees who manage the relationships with these third parties are responsible for: (i) ensuring that such third parties are complying with our Code of Conduct for Business Partners; (ii) ensuring that the Company's internal controls are followed regarding appropriate due diligence and other requirements for such third parties;

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and (iii) for monitoring commission payments and discounts to ensure they are not being used for a purpose in violation of this policy. Failure to do so is a violation of this policy by the responsible Company Employee.

Training and Certifications

Every Company Employee will be requested annually to complete anti-bribery training and an Annual Certification to the Company stating that such Company Employee has reviewed, and complied with, this policy, and indicating whether he or she is aware of any potential violations of applicable anti-bribery laws by the Company.

Monitoring and Reporting

The Company will conduct risk assessments on a regular basis to identify and evaluate risks and will implement any further procedures designed to prevent and deal with violations of this policy. The handling of all transactions consistent with this policy is subject to the Company's internal audit verification, with reporting of exceptions to Company management and the Audit Committee of the Board of Directors.

Any Company Employee having information or knowledge of any conduct or suspected conduct inconsistent with this policy must promptly report such matter to the Legal Department. Alternatively, a Company Employee may report such conduct by email to the Company's Ethics Representatives at ethics@chartindustries.com or by contacting the Company's Ethics Hotline:

- Voicemail: 1-800-868-8541 in the US. Go to www.ethicspoint.com for toll-free numbers outside the US.
- Web Interface: www.ethicspoint.com

The Company treats all reports of concerns relating to violations or suspected violations of this policy to the Ethics Hotline, as confidential. Company management shares information only with those involved in the investigation of any alleged violation. In rare cases, the Company may need to provide information regarding a report of a suspected violation as part of a legal investigation or for business purposes. The Ethics Hotline allows Company Employees to report a concern anonymously if they prefer, although please be advised that some concerns cannot be fully investigated without the identity of the person reporting the concern.

The Company prohibits retaliation or threats of retaliation against any Company Employee who, in good faith, reports a possible incident of misconduct. The Company will investigate reports of suspected retaliation and discipline responsible individuals. Every Company Employee is also protected by the Company's Whistleblower Policy.

Contact Information for Inquiries

For all inquiries concerning this policy or its application, please contact the Company's Legal Department:

Vice President, General Counsel and Secretary
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