

**JOHN BEAN TECHNOLOGIES CORPORATION  
CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**Purpose of the Compensation Committee**

The Compensation Committee is a committee of the Board of Directors of John Bean Technologies Corporation. The purpose of the Committee shall be to provide assistance to the Board of Directors in fulfilling its responsibility by providing oversight of executive compensation policies and practices, total compensation for the Chief Executive Officer, compensation levels of executive officers and non-employee directors, and the Company's benefit plans. In doing so, the Committee shall report regularly to the Board.

In discharging its duties and responsibilities, the Committee is empowered to investigate any matter with full access to all books, records, facilities, and personnel of the Company, and the authority to engage compensation consultants, independent counsel and other advisors as it determines is necessary to carry out its duties.

The Company shall provide funding required by the Committee to discharge its responsibilities, including the payment of fees and expenses of advisors and consultants retained pursuant to the Committee's Charter.

**Composition**

The Committee shall be comprised entirely of independent members of the Board, one of whom shall serve as Chairman of the Committee. The members of the Committee shall each, in the judgment of the Board, meet the independence requirements of the laws, rules and regulations applicable to the Company, including the requirements of the New York Stock Exchange or other applicable securities exchange, and shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee.

The size of the Committee shall be determined by the Board, but it must always have at least three members.

The Committee Chair and each Committee member shall be appointed by the Board for such term as the Board may decide or until such Committee member is no longer a member of the Board of Directors. The members of the Committee may be removed by the Board in its discretion at any time.

**Qualifications**

Each Committee member must satisfy the applicable independence requirements set forth in the rules of the New York Stock Exchange or other applicable securities

exchange. In addition, each Committee member must be (a) an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, (b) a “non-employee” director for purposes of Rule 16b-3 of the Securities Exchange Act, and (c) not party to any interlocking arrangement that would need to be disclosed in the Company’s annual Proxy Statement under Item 407(e)(4) of Regulation S-K.

### **Duties and Responsibilities**

The Committee’s role is one of oversight and, except as the Committee otherwise expressly determines or applicable law otherwise expressly requires, the Committee shall not act as a fiduciary with respect to any benefit plans or programs under ERISA or otherwise.

The Committee shall:

- A. Annually review the Company’s Compensation Discussion and Analysis prepared by the Company’s executive management and, if appropriate, recommend to the full Board its inclusion in the Company’s annual Proxy Statement, Annual Report on Form 10-K or other securities filings as required by Securities and Exchange Commission regulations.
- B. Annually review the succession plans prepared by the Company’s executive management (both for permanent succession and for temporary succession in the event of an emergency or other short-term event) for the Chief Executive Officer and other primary executive officers and verify that such plans have been approved by the full Board. If the Committee is not satisfied that an adequate succession plan is in place for the Chief Executive Officer or any other primary executive officer, it shall inform the full Board of such determination, and may recommend to the full Board for its approval a succession plan developed by the Committee. The Committee may, but shall not be required to, recommend changes to any management-prepared succession plan that it deems necessary or advisable for approval by the full Board.
- C. In the event of any emergency requiring replacement of the Chief Executive Officer or any other primary executive officer, cause the Chief Executive Officer or such other primary executive officer to be temporarily replaced in accordance with the applicable succession plan (in which case it shall inform the full Board that the Committee has taken such action), or recommend to the full Board that the Chief Executive Officer or such other primary executive officer be temporarily replaced in accordance with the applicable succession plan. If the Committee believes that permanent replacement of the Chief Executive Officer or any other primary executive officer is necessary or advisable, it may recommend to the full Board that the applicable succession plan be affected.

- D. Review the Company's overall compensation philosophy to ensure that the policy appropriately links management interests with those of shareholders, rewards executives for their contributions, and provides appropriate retention incentives.
- E. Review and approve the corporate goals and objectives relevant to the compensation for the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and determine and approve the Chief Executive Officer's total compensation level, including base salary, annual bonus, salary range and long-term incentive awards, based on this evaluation.
- F. Approve all the elements of cash compensation for the Company's executive officers including base salaries, target bonus percentages, actual bonus payments and long-term equity incentive grants.
- G. Approve the Company's Incentive and Stock Compensation Plan terms and conditions, and total awards to be made from the Plan, and make any other determinations necessary or advisable in the administration of the Plan including review of dilution levels and run rates, approval of forfeiture of awards pursuant to Section 15 of the Plan and approval of annual equity grants to all executive officers.
- H. Review and approve management's summary of the Company's performance compared to bonus plan terms, total bonus amounts to be paid, and specific bonuses for all executive officers.
- I. Review and approve all new employee and retiree benefit programs, and major changes in existing employee and retiree benefit programs.
- J. Annually review the Administration Subcommittee Report of the Employee Benefits Plan Committee.
- K. Approve revisions in the U.S. national exempt salary structure and annual U.S. merit fund budgets.
- L. Review, as needed with an independent consultant, executive compensation matters and significant issues that relate to executive compensation.
- M. Review and approve organization changes and restructuring that have a significant impact on the Company or its business.
- N. Review management's recommendations for executive officers of the Company, and recommend executive officer candidates to the Board of Directors for their approval.

- O. Approve all executive contracts and the terms of any supplemental executive retirement plans, and annually review senior executive perquisites.
- P. Evaluate the Committee's performance and the adequacy of its charter on an annual basis, and recommend any proposed changes to the Board of Directors for approval.
- Q. Recommend to the full Board of Directors changes to compensation for the non-employee members of the Board of Directors including retainer amounts, meeting and chair fees and non-retainer equity forms and amounts. Any recommended changes will be supported by survey data from comparable companies provided by an independent compensation consultant.

### **Procedures**

The Committee shall meet as scheduled by the Committee Chairman as necessary to carry out the Committee's responsibilities under this Charter. Members of management, including audit and legal, and representatives from outside consultants will attend meetings at the request of the Committee Chairman.

The Committee Chair will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. The Committee Chair (or such other member of the Committee as the Chair may designate) will report (orally or otherwise) the Committee's deliberations and conclusions to the Board of Directors, and the Committee will review its evaluation of the performance of the Chief Executive Officer and his or her salary, incentive payment and long-term equity compensation grant decisions with the Board of Directors in executive session.

A majority of the Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may take action by unanimous written consent or by conference communication by which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person.

The Committee will be assisted by the Vice President, Human Resources, who will serve as Executive Secretary to the Committee.

Effective: November 11, 2009