

**JOHN BEAN TECHNOLOGIES CORPORATION
CHARTER OF THE NOMINATING AND
GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

Purpose of the Nominating and Governance Committee

The Nominating and Governance 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 in fulfilling its responsibilities by:

- (i) identifying and recommending qualified candidates for vacancies on the Board (including vacancies created by an increase in the size of the Board) in accordance with criteria established by the Board;
- (ii) identifying and recommending the nominees to be submitted for election to the Board at the annual meeting of stockholders;
- (iii) recommending members of the Board to serve on each committee of the Board; and
- (iv) developing and recommending corporate governance guidelines to the full Board and periodically reviewing and evaluating those guidelines and the Corporation's code of business conduct and ethics.

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 Corporation and the authority to engage, terminate and approve the fees and retention terms of search firms, consultants, independent counsel and other advisors as it determines is necessary to carry out its duties.

The Corporation shall provide funding required by the Committee to discharge its responsibilities, including the payment of fees and expenses of search firms, consultants and other advisors retained pursuant to this Charter.

Composition

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, if earlier, 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.

The Committee shall be comprised entirely of independent members of the Board, one of whom shall serve as Chair 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 Corporation, including the requirements of the New York Stock Exchange or other applicable securities exchange, each as in effect from time to time.

Duties and Responsibilities

The Committee shall:

- a. Periodically review criteria for Board membership and selection of new directors, including independence standards; and recommend to the Board the portfolio of skills, experience, perspective and background required for the effective functioning of the Board considering the Corporation's strategy, and its regulatory, geographic and market environments. An important component of the Board is the diversity of its members including background, skills, experience, expertise, gender, race, international awareness, and cultural sensitivity.
- b. Identify, recruit, screen, interview and select candidates qualified to become new directors as necessary to fill vacancies or the additional needs of the Board and consider management's and stockholders' recommendations for director candidates. The Committee shall consider all candidates recommended by the Corporation's stockholders in accordance with the procedures set forth in the Corporation's annual proxy statement and shall recommend nominees to be submitted for election to the Board at the annual (or, if applicable, any special meeting in which directors are being elected) meeting of stockholders and to fill any vacancies on the Board. Any executive search firm retained by the Committee to identify Board candidates will be advised to seek to identify diverse candidates in the candidate pool.
- c. Recommend to the Board candidates for membership on the various committees of the Board and candidates to Chair such committees.
- d. Develop and recommend to the Board a set of corporate governance guidelines as may be deemed necessary by the Committee.
- e. Review, not less than annually, the Corporation's corporate governance guidelines and code of business conduct and ethics and recommend any appropriate changes to the Board for approval.

- f. Annually review and evaluate all relationships between independent directors on the Board and the Corporation and make a recommendation to the Board regarding each director's continuing independence under relevant regulations and listing standards.
- g. Annually review its own performance as a Committee, oversee the process by which the annual assessment of the performance of the Board, each of its other Committees and management is conducted, and report to the full Board the results of those assessments.
- h. Monitor the orientation and continuing education needs of directors and make recommendations to the Board concerning such orientation and training needs where appropriate.
- i. Evaluate the adequacy of the Committee's charter on an annual basis and recommend any proposed changes to the Board for approval.
- j. Periodically review and bring to the attention of the Board emerging trends in corporate governance issues and how such trends may affect the business operations of the Corporation.

Procedures

The Committee shall meet at least twice a year and at such other times as it deems necessary to carry out its responsibilities under this Charter as scheduled by the Committee Chair. Meetings will be with members of the Corporation's senior management and with representatives of independent consultants and advisors at the request of the Committee. The Committee may, in its discretion, delegate all or a portion of its duties to a subcommittee of the Committee.

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 be deemed to constitute presence in person.

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 Committee Chair may designate) will report (orally or otherwise) the Committee's deliberations and conclusions to the Board of Directors.

Effective: November 11, 2009