Safe Harbor Statement

Safe Harbor Statement: This presentation includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. Words or phrases such as, "may," "should," "expects," "could," "intends," "plans," "anticipates," "estimates," "believes," "forecasts," "predicts" or other similar expressions are intended to identify forward-looking statements, which include, without limitation, earnings forecasts, statements relating to our business strategy and statements of expectations, beliefs, future plans and strategies and anticipated developments concerning our industry, business, operations and financial performance and condition.

The forward-looking statements included in this presentation are based on our current expectations, projections, estimates and assumptions. These statements are only predictions, not guarantees. Such forward-looking statements are subject to numerous risks and uncertainties that are difficult to predict. These risks and uncertainties may cause actual results to differ materially from what is forecast in such forward-looking statements, and include, without limitation, the following: a portion of our bookings may not lead to completed sales, and our ability to convert bookings into revenues at acceptable profit margins; changes in the global financial markets and the availability of capital and the potential for unexpected cancellations or delays of customer orders in our reported backlog; our dependence on our customers’ ability to make required capital investment and maintenance expenditures; risks associated with cost overruns on fixed-fee projects and in taking customer orders for large complex custom engineered products; the substantial dependence of our sales on the success of the oil and gas, chemical, power generation and water management industries; the adverse impact of volatile raw materials prices on our products and operating margins; economic, political and other risks associated with our international operations, including military actions or trade embargoes that could affect customer markets, particularly Russian and Middle Eastern markets and global oil and gas producers, and non-compliance with U.S. export/re-export control, foreign corrupt practice laws, economic sanctions and import laws and regulations; our exposure to fluctuations in foreign currency exchange rates, including in hyperinflationary countries such as Venezuela; our furnishing of products and services to nuclear power plant facilities and other critical processes; potential adverse consequences resulting from litigation to which we are a party, such as litigation involving asbestos-containing material claims; a foreign government investigation regarding our participation in the United Nations Oil-for-Food Program; expectations regarding acquisitions and the integration of acquired businesses; our relative geographical profitability and its impact on our utilization of deferred tax assets, including foreign tax credits; the potential adverse impact of an impairment in the carrying value of goodwill or other intangible assets; our dependence upon third-party suppliers whose failure to perform timely could adversely affect our business operations; the highly competitive nature of the markets in which we operate; environmental compliance costs and liabilities; potential work stoppages and other labor matters; our inability to protect our intellectual property in the U.S., as well as in foreign countries; obligations under our defined benefit pension plans; and other factors described from time to time in our filings with the Securities and Exchange Commission.

All forward-looking statements included in this presentation are based on information available to us on the date hereof, and we assume no obligation to update any forward-looking statement.
Flowserve Overview

- Leading manufacturer and aftermarket service provider of comprehensive flow control systems
  - History dates back to 1790 with more than 50 well-respected brands such as Worthington, IDP, Valtek, Limitorque, Durco and Edward
  - Our pure-play flow control model focus of industry participants

- Design, develop, manufacture and repair precision-engineered flow control equipment for customers’ critical processes
  - Portfolio includes pumps, valves, seals and support systems, automation and aftermarket services supporting global infrastructure
  - Focused on oil & gas, power, chemical, water and general industries

- Worldwide presence with approximately 18,000 employees
  - 69 manufacturing facilities and 179 aftermarket Quick Response Centers (QRCs) with Flowserve employees in more than 50 countries

- Long-term relationships with leading energy customers
  - National and international oil & gas, chemical and power companies, engineering & construction firms, and global distributors

- Established commitment to safety, customer service, and quality with a strong ethical, compliance and performance culture
Investment Highlights

• Focused flow control provider engaged primarily in energy infrastructure markets

• Diversified business model provides stability and foundation for earnings growth
  – Broad portfolio of distinguished brand names, with over 10,000 customers globally
  – Stable business platform due to global geographic exposure and mix of industries served
  – Combination of run-rate and large, late-cycle original equipment with recurring aftermarket
  – Substantial installed base in existing infrastructure with global aftermarket QRC network

• Emphasis on operational excellence drives margin and cash flow improvement

• Experienced, shareholder focused leadership team - “One Flowserve”

• Growth pursued through customer focus, innovation, expanding capabilities and strategic investments, primarily in emerging markets

• Disciplined capital allocation with emphasis on growth and shareholder value

• Expected growth will leverage earnings power of improving operating platform

Strong expected cash flow generation focused on growth initiatives and returns to shareholders
Diversified Business Model

*Diverse mix of products, end markets and geographies provided earnings stability through the cycle and decreases risk profile*

Operating Segments
- Engineered Product Division (EPD) - highly-engineered pumps, seals and systems
- Industrial Product Division (IPD) - pre-configured pumps and systems
- Flow Control Division (FCD) - industrial valves and automation solutions

Energy-focused End Markets
2013 Bookings - $4.9B

- O&G 41%
- Power 13%
- Chemical 20%
- Water 4%
- General Industries 22%

Geographic Exposure
2013 Sales

- North America 34%
- Europe 21%
- Asia Pacific 20%
- Middle East & Africa 14%
- Latin America 11%

Segment Breakdown
2013 Sales - $5.0B

- FCD 32%
- EPD 50%
- IPD 18%

Diverse OE / AM Mix
2013 Sales

- AM 40%
- OE-Large Project ~20%
- “Run rate” OE- Short Cycle / Recurring ~40%

*Balanced flow control portfolio of products and aftermarket services provides diversification and reduces earnings risk profile*
Broad Flow Control Platform

- Engineered Custom
- Late and long cycle-business
- Growing market share
- Solid aftermarket
- Direct sales to customers

- Participates in projects
- Engineered to specifications
- Focus on improving product gaps
- Improving execution
- Direct sales and distribution

- Increasing exposure to oil and gas segment
- Consistent strong execution
- Focused on growth
- Direct sales and distribution
Earnings Stability Through the Cycle

Industry conditions

- Market boom, tight capacity, increased commodity costs
- Market collapse
- Competitive pricing, low project activity
- Improving growth environment

Disciplined execution of strategies and operating excellence drive earnings and cash generation for growth investments
Flowserve’s Served Market

- Flowserve offers the market a broad range of flow control products
- Served markets represent ~75% of total available market
- Pump, valve & seal spend increasingly taking place in developing regions
- Developing markets accounted for nearly 60% of 2013 spend

Total Available Market

$130 Billion

- Oil & Gas
- Chemical
- Power
- Water
- General Industries*
- Other**

Served† Market for Pumps, Valves & Seals

Pumps $59 billion
Valves $66 billion
Seals $6 billion

Source: European Industrial Forecasting, company reports and internet estimates
*General Industries: Mining, Pulp & Paper and Food & Beverage **Other: Building & Construction, Marine and other

† Includes oil & gas, chemical, power, water & general industries; excludes building & construction, marine & other

Pumps & valves are highly fragmented with many suppliers, whereas seals is concentrated among a few competitors
# Key Drivers of Growth

<table>
<thead>
<tr>
<th>Energy and emerging market growth</th>
<th>Long-term tailwinds for our growth:</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Energy demand growth</td>
<td>• Energy demand growth</td>
</tr>
<tr>
<td>• Global economic and population growth</td>
<td>• Global economic and population growth</td>
</tr>
<tr>
<td>• Resurgence of large project activity</td>
<td>• Resurgence of large project activity</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Opportunity “within four walls of Flowserve”</th>
<th>• Operational excellence - propensity</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Customer focus / performance culture</td>
<td>• Customer focus / performance culture</td>
</tr>
<tr>
<td>• Strategic localization / geographic expansion</td>
<td>• Strategic localization / geographic expansion</td>
</tr>
<tr>
<td>• Building upon our Aftermarket strength</td>
<td>• Building upon our Aftermarket strength</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Product Innovation</th>
<th>• Breakthrough products</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>• Product line extensions</td>
</tr>
<tr>
<td></td>
<td>• Product enhancements</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Acquisitions</th>
<th>• Niche, bolt-on strategy – top-line synergies</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>• Attractive segments – filling in “gaps”</td>
</tr>
<tr>
<td></td>
<td>• Strong fit with our competitive advantages</td>
</tr>
<tr>
<td></td>
<td>• Solid economics to drive long-term value</td>
</tr>
</tbody>
</table>
Resurgence of Large OE Activity Expected

Fluor and JGC Joint Venture Awarded EPC Contract by Chevron Phillips Chemical for Gulf Coast Petrochemicals Project in Texas

Fluor Selected for Clean Fuels Project in Kuwait

Fluor and JGC Awarded EPC Contract for Kitimat LNG Project

CB&I Announces Contract For U.S. Ethylene Plant

CB&I and Chiyoda Awarded Contract for LNG Liquefaction and Export Facilities

CB&I Awarded Contract for LNG Liquefaction Terminal

CB&I Announces LNG Award in Australia

BECHTEL ENTERS INTO CONTRACT WITH CHENIERE FOR CORPUS CHRISTI LIQUEFACTION PROJECT

KBR Awarded Two Engineering, Procurement, and Construction Contracts for Agrium's Nitrogen Operations Facility

Jacobs Awarded Contract by Midwest Fertilizer

E&C awards for large infrastructure projects key leading indicator
Project Drivers are Beyond just Profit-Only

Motivation for infrastructure investments now reflect other critical drivers
Substantial OE Opportunities from New Infrastructure

Refinery - 300,000 bpd
$60m - $100m

Nuclear Power - 1700 MW
$60m - $80m

Coal Power Station - 600MW
$30m - $40m

Solar Power Station - 250 MW
$20m - $25m

Combined Cycle Power - 650 MW
$10m - $15m

Global Infrastructure build drives project growth and installed aftermarket base
Business Opportunity Framework

- Leverage broad portfolio of flow control products
- Design and manufacture highly engineered products that must work when put into critical services
- Equipment must meet strict industry standards and codes
- On-Time Delivery is critical to meet schedules
- Aftermarket Services Life-Cycle is 40-50 years
- Global manufacturing presence and aftermarket footprint essential

Providing solutions for customers’ complex, critical processes
Targeting Acquisitions to Leverage Competitive Advantages

Acquisition strategy seeks to pursue growth in:

- Markets/units that have “earned the right to grow”
  - High profitability and strong growth
- Attractive businesses (profitable, growing, filling “gaps”)
- Targets that fit with Flowserve competitive advantages
  - AM network, installed base, global manufacturing and sales footprint, etc.
- Targeted acquisitions are designed to be quickly accretive and meet Internal Rate of Return (IRR) targets

Recent acquisitions have reinforced our core business and markets

- Recent acquisitions at favorable multiples have been relationship driven as opposed to an auction process
One Flowserve

Customer-Centric Culture
On-Time Delivery, Product Quality, Reliability, Local Service

Customer Intimacy
- Understanding of the process, application, and environment
- Local aftermarket presence
- End-to-end view of the project lifecycle

Providing what is important to the customer

Technology Leadership
- Local engineering capabilities
- Technical and application expertise
- Company and customer funded R&D
- Investment in basic and advanced research

Utilizing our technology to solve complex customer problems

Operational Excellence
- Highest On-time-delivery in the industry
- Focus on quality
- Six Sigma culture
- Meeting our commitments to customers

Exceeding customer expectations on delivery and quality

Strategic Localization
- Global Quick Response Center (QRC) network
- Shared engineering processes
- Strategic sourcing
- Project management expertise

Owning the largest network of company-owned facilities in the industry

Sustainable Business Model

Growth and margin opportunities
Global Provider of OEM & Aftermarket Services

- "Product line custodian" and recognized as the world wide product leader
- Common processes and procedures
- Ensures products are identical irrespective of where it is manufactured
- Global product focus

- Implements the manufacturing and aftermarket support within the designated geographical region for the assigned product
- Local contract execution
- Local manufacturing
- Local market pricing

Quick Response Centers
- Local service and repair
- Field engineering and technical service
- Root cause analysis
- Asset management services
- Hydraulic upgrade technologies
- Customer training

<table>
<thead>
<tr>
<th>Assets</th>
<th>Total</th>
<th>NA</th>
<th>LA</th>
<th>EMA</th>
<th>AP</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employees*</td>
<td>18,500</td>
<td>6,345</td>
<td>2,005</td>
<td>6,630</td>
<td>3,520</td>
</tr>
<tr>
<td>Mfg Sites</td>
<td>69</td>
<td>20</td>
<td>7</td>
<td>29</td>
<td>13</td>
</tr>
<tr>
<td>QRCs**</td>
<td>179</td>
<td>60</td>
<td>23</td>
<td>51</td>
<td>45</td>
</tr>
</tbody>
</table>

* appx., includes temporary employees
** includes four shared sites

Flowserve’s 248 facilities provide manufacturing and service to support customers worldwide and optimize our asset base
Proximity to Customers Provides Aftermarket Opportunities

End-user customers typically experience approximately nine times the initial purchase and installation costs over the equipment’s operating life.

End user customers vary in maintenance philosophies.

2010 – 2013 AM CAGR = 6.5%
AM Bookings in $Millions

Leveraging large projects, run rate and aftermarket opportunities over the 40 to 50 year cycle.
Process Improvement Continuum

Expanding CIP throughout the business
Strong Annual Financial Performance

Sales

Operating Results

Operating Income ($M)  OI Margin (%)  Gross Margin (%)

Experience In Motion
Earnings continue to be seasonal, expect over 80% of full-year 2014 target range will be generated during final three quarters of the year.
Consistent Returns to Shareholders

- Total diluted share count has been reduced by nearly 16% since 2005
- Cumulative annual declared dividends increased 220% to the anticipated $0.64 per share in 2014 from $0.20 per share in 2007

Note: Dividends and share count adjusted to reflect 3-for-1 stock split effective June 21, 2013
Long-Term Capital Deployment Plan

- Capital deployment priorities will continue to focus on accretive investments to maximize the operating platform and total shareholder return
- From 2009-2013, Flowserve generated $1.4 billion in free cash flow and $626 million of net incremental debt
- In the current 5-Year plan, forecast assumes continued strong cash generation and incremental net debt of $750 - $900 million to maintain the mid-range of leverage target

### Planed Cash Deployment

<table>
<thead>
<tr>
<th></th>
<th>2014 - 2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>Share Repurchases &amp; Dividends</td>
<td>40% - 50% of average two-year net earnings</td>
</tr>
<tr>
<td>Capital Expenditures</td>
<td>~ $700 - $800 million</td>
</tr>
<tr>
<td>Pension Contribution</td>
<td>~ $140 - $160 million</td>
</tr>
<tr>
<td>Growth Investments</td>
<td>In excess of $2 billion</td>
</tr>
</tbody>
</table>

1 Includes borrowing capacity to maintain mid point of our stated total debt to EBITDA leverage target

Growth is a heightened priority through 2018
## Financial Commitments Made and Delivered

<table>
<thead>
<tr>
<th>Commitment</th>
<th>Result</th>
<th>Status</th>
</tr>
</thead>
</table>
| **Revenue Growth Rate**     | • 2013 guidance growth rate of 4% - 6%, Long-term revenue CAGR of 8-10% | • Delivered an increase of 4.3% or 5% on constant currency basis in 2013  
|                             | • On track; 7.4% CAGR since 2010 with limited acquisition activity     |        |
| **SG&A**                    | • Long-term SG&A to sales target of 18%                                | • Continue to make progress in improving SG&A leverage and cost containment. Ended 2013 at 19.5%, an improvement of 80 bps since 2011 |        |
| **Operating Margin Improvement** | • Improve 150-250 bps from 2011 levels by end of 2014                | • At year end 2013, have delivered a 160 bps improvement from 2011 levels, achieving the lower end of the range with a year remaining for further improvement |        |
| **IPD Margin Improvement**  | • Improve operating margin to 14% - 15% by end of 2015                | • Operating margin improvement remains on track at 12.2%, with 180 bps improvement in 2013 and 500 bps since 2011 |        |
| **Working Capital Improvement** | • Achieve DSO in the mid 60s and inventory turns of 4.0x to 4.5x       | • Despite increased sales in emerging markets, we made progress with DSO at 75 days at year-end 2013 and improved inventory turn by over three-tenth of a turn to 3.5x |        |
| **Shareholder Return**      | • Returning 40% - 50% of 2-year average net earnings to shareholders annually | • Returned $1.4 billion through share repurchases and dividends since 2012 |        |
| **Leverage Ratio**          | • A long-term target gross leverage ratio of 1.0x-2.0x total debt to EBITDA | • Ended 2013 with a leverage ratio of 1.4x, with 10-Year Senior Note offerings of $500 million in September 2012 and $300 million in November 2013 |        |

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**Continue to deliver on our commitments**
### 2014 Outlook

<table>
<thead>
<tr>
<th>2014 EPS</th>
<th>$3.65 – $4.00</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue Growth (Constant Currency)</td>
<td>3 – 6%</td>
</tr>
<tr>
<td>Tax Rate</td>
<td>~30%</td>
</tr>
<tr>
<td>Capital Expenditures</td>
<td>$130 – $140 M</td>
</tr>
<tr>
<td>Pension Contributions</td>
<td>$30 – $35 M</td>
</tr>
<tr>
<td>Scheduled Debt Reduction</td>
<td>$40 M</td>
</tr>
<tr>
<td>Longer Term Guidance:</td>
<td></td>
</tr>
<tr>
<td>Operating Margin Improvement (from 2011 levels)</td>
<td>150 – 250 bps</td>
</tr>
<tr>
<td>SG&amp;A as a Percent of Sales</td>
<td>18%</td>
</tr>
</tbody>
</table>

1 Reaffirmed as of April 24, 2014; Similar to recent years, 2014 earnings are expected to be second half weighted
2 Excludes potential impact of acquisition or divestiture activity that may arise
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Mike Mullin  
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mnullin@flowserve.com
APPENDIX
Q1 2014 Consolidated Bookings & Sales

Bookings
- Bookings in Q1 2014 increased 0.3%, or 2.3% on a constant currency basis, driven primarily by continued strength in the chemical industry – Regional growth was driven by strength in North America, Europe and the Middle East & Africa
  - Record Q1 aftermarket bookings of $517 million increased 8.2% versus prior year

Sales
- Sales in Q1 2014 decreased 2.6%, or 1.3% on a constant currency basis, driven by primarily by lower OE sales in EPD – Regional sales declines driven primarily by lower sales into the Middle East & Africa and Europe

Source: Flowserve Internal Data
Experience In Motion
Q1 2014 Bookings & Industry Outlook

**OIL & GAS**
- Market conditions support price levels that encourage investment; recent signs of a shift in some upstream capital expenditures
- New refining capacity additions in the Middle East and other emerging markets; preference for cleaner fuels also spurring investment
- Impact of East-West tensions difficult to assess at this time but slower economic growth forecasted for Russia this year

**POWER**
- New coal-fired power capacity concentrated in China and India, with gas-fired and renewables in North America, Western Europe and the Middle East
- Favorable long-term nuclear prospects but expected new capacity coming online by 2018 down from prior expectations; new nuclear primarily in developing markets
- Solar thermal is a small, but rapidly growing market; opportunities in Europe, the Middle East and U.S.

**CHEMICAL**
- Positive chemical outlook given future demand in emerging markets and improvements in U.S. and European economies
- Most new chemical capacity additions in the Middle East and BRIC countries; North America also an important market due to low-cost feedstock

**GENERAL INDUSTRIES**
- New mining project spending under pressure; Latin America and Asia Pacific key copper mining markets
- Good levels of business activity through distribution channels to general industries

**Sources:** GlobalData, Industrial Info Resources, American Chemistry Council, Global Water Intelligence, ITR Economics, IMF, Flowserve internal data
Q1 2014 Sales & Regional Outlook

### North America
- Continued focus on North American unconventional resources with opportunities upstream, midstream and downstream
- Petrochemical market gains momentum with additional project announcements, EPC awards and equipment orders
- Economic and environmental factors support renewables and natural gas for conversions and new combined-cycle plants at expense of coal plant closures

### Europe
- Western Europe turning the corner from recession to recovery, but political volatility in Eastern Europe and Russia
- Refining and chemical in Western Europe squeezed by the Middle East, U.S. and Asia Pacific capacity additions

### Middle East
- Numerous opportunities in oil and gas upstream and downstream, particularly in the Persian Gulf States
- Ongoing activity in power generation, desalination and water infrastructure to support economic development in the region

### Asia-Pacific
- Continued strength in Asia Pacific oil and gas and power market opportunities expected as region’s economies advance
- About half of global chemical capacity additions planned for China, India and other Asia Pacific countries over next five years

### Latin America
- Both Brazil deep water oil and gas and Mexico’s proposed energy reforms promising for growth in the region
- Latin America a key mining market, particularly new copper production; mining-related desalination activity on the rise

**Sources:** GlobalData, Industrial Info Resources, American Chemistry Council, Global Water Intelligence, ITR Economics, IMF, Flowsserve internal data
Q1 2014 Consolidated Financial Results

<table>
<thead>
<tr>
<th>($ millions)</th>
<th>2014</th>
<th>2013</th>
<th>Delta ($)</th>
<th>Delta (%)</th>
<th>Constant FX (%)*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bookings</td>
<td>$1,193.9</td>
<td>$1,190.0</td>
<td>$3.9</td>
<td>0.3%</td>
<td>2.3%</td>
</tr>
<tr>
<td>Sales</td>
<td>$1,068.1</td>
<td>$1,096.6</td>
<td>$(28.5)</td>
<td>(2.6%)</td>
<td>(1.3%)</td>
</tr>
<tr>
<td>Gross Profit</td>
<td>$377.1</td>
<td>$373.3</td>
<td>$3.8</td>
<td>1.0%</td>
<td></td>
</tr>
<tr>
<td>Gross Margin (%)</td>
<td>35.3%</td>
<td>34.0%</td>
<td>130 bps</td>
<td></td>
<td></td>
</tr>
<tr>
<td>SG&amp;A</td>
<td>$216.2</td>
<td>$234.5</td>
<td>$(18.3)</td>
<td>(7.8%)</td>
<td>(6.5%)</td>
</tr>
<tr>
<td>SG&amp;A (%)</td>
<td>20.2%</td>
<td>21.4%</td>
<td>(120 bps)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Income from Affiliates</td>
<td>$3.4</td>
<td>$31.7</td>
<td>$(28.3)</td>
<td>(89.3%)</td>
<td></td>
</tr>
<tr>
<td>Operating Income</td>
<td>$164.3</td>
<td>$170.5</td>
<td>$(6.2)</td>
<td>(3.6%)</td>
<td>(1.9%)</td>
</tr>
<tr>
<td>Operating Margin (%)</td>
<td>15.4%</td>
<td>15.5%</td>
<td>(10 bps)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other Expense, net**</td>
<td>$(2.9)</td>
<td>$(11.0)</td>
<td>$8.1</td>
<td>73.6%</td>
<td></td>
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<tr>
<td>Tax Expense</td>
<td>$38.0</td>
<td>$48.7</td>
<td>$(10.7)</td>
<td>(22.0%)</td>
<td></td>
</tr>
<tr>
<td>Net Earnings</td>
<td>$107.7</td>
<td>$97.8</td>
<td>$9.9</td>
<td>10.1%</td>
<td></td>
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<tr>
<td>Diluted EPS</td>
<td>$0.78</td>
<td>$0.67</td>
<td>$0.11</td>
<td>16.4%</td>
<td></td>
</tr>
</tbody>
</table>

- Diluted EPS calculated using fully diluted shares of 138.9 million and 145.6 million shares in Q1 2014 and Q1 2013, respectively
- Flowserve repurchased 1,436,423 and 2,977,104 shares in Q1 2014 and Q1 2013, respectively (Q1 2013 shares have been adjusted for the stock-split in Q2 2013)
* Constant FX represents the year over year variance assuming 2014 results at 2013 FX rates
** Q1 2014 includes $2.2 million impact of losses arising from transactions in currencies other than our sites’ functional currencies and impact of foreign exchange contracts vs. a loss of $10.8 million in Q1 2013
Q1 2014 Cash Flows

<table>
<thead>
<tr>
<th>($ millions)</th>
<th>Q1 2014</th>
<th>Q1 2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net Income</td>
<td>$109</td>
<td>$99</td>
</tr>
<tr>
<td>Depreciation and amortization</td>
<td>27</td>
<td>25</td>
</tr>
<tr>
<td>Change in working capital</td>
<td>(207)</td>
<td>(212)</td>
</tr>
<tr>
<td>Other</td>
<td>(14)</td>
<td>(20)</td>
</tr>
<tr>
<td><strong>Total Operating Activities</strong></td>
<td>(85)</td>
<td>(108)</td>
</tr>
<tr>
<td>Capital expenditures</td>
<td>(32)</td>
<td>(34)</td>
</tr>
<tr>
<td>Dispositions, acquisitions and other</td>
<td>47</td>
<td>36</td>
</tr>
<tr>
<td><strong>Total Investing Activities</strong></td>
<td>15</td>
<td>2</td>
</tr>
<tr>
<td>Payments on long-term debt</td>
<td>(10)</td>
<td>(5)</td>
</tr>
<tr>
<td>Dividends</td>
<td>(19)</td>
<td>(18)</td>
</tr>
<tr>
<td>Proceeds from revolving credit facility and other</td>
<td>10</td>
<td>154</td>
</tr>
<tr>
<td>Repurchase of common shares</td>
<td>(110)</td>
<td>(156)</td>
</tr>
<tr>
<td><strong>Total Financing Activities</strong></td>
<td>(129)</td>
<td>(25)</td>
</tr>
<tr>
<td>Effect of exchange rates</td>
<td>(1)</td>
<td>(4)</td>
</tr>
<tr>
<td><strong>Net Decrease in Cash</strong></td>
<td>$199</td>
<td>$135</td>
</tr>
</tbody>
</table>

Flexibility to follow announced policy to annually return 40-50% of average trailing two-year net earnings to shareholders while supporting strategic initiatives to grow the business.