

**FLowsERVE CORPORATION**  
**FINANCE AND RISK COMMITTEE CHARTER**

**PURPOSE**

The purpose of the Finance and Risk Committee (the “Committee”) of the Board of Directors (the “Board”) of Flowserve Corporation (the “Company”) is to (i) advise the Board on all corporate financing and related treasury matters, including on related risks, regarding capital structure and major corporate transactions with the goal of accomplishing the Company’s objectives and operating strategies while maintaining sound fiscal health, (ii) monitor corporate risk management and information technology programs, and (iii) oversee management’s enterprise risk assessment process and the process by which the Board and its committees oversee management’s exercise of risk management responsibilities.

**MEMBERS**

The Committee must have at least three members. All Committee members must have been determined by the Board to be independent, as defined and to the extent required in the applicable New York Stock Exchange listing standards, as they may be amended from time to time, and must qualify as independent directors under the Company’s Corporate Governance Guidelines. Committee members and the Committee Chairman shall be appointed by and may be removed by the Board on the recommendation of the Corporate Governance and Nominating Committee.

**POWERS**

The Committee has all powers necessary to carry out its purpose and discharge its responsibilities. These include the power, without additional approval from the Board, to directly retain outside legal counsel, financial advisors, consultants and other advisors as the Committee determines necessary to perform its responsibilities, and the power to investigate any matter within the scope of its duties, with full access to books, records, facilities and personnel necessary to do so. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any advisors retained by the Committee.

The Committee may, in its sole discretion, delegate any of its responsibilities to one or more subcommittees composed of one or more members of the Committee to the extent permitted by applicable law and listing standards.

The Committee does not have authority to declare dividends or to approve equity offerings.

**RESPONSIBILITIES**

Among its duties and responsibilities, the Committee shall:

## Finance

1. Review and make recommendations to the Board regarding financial philosophy, policies (such as capital structure and the amount and timing of dividends) and strategies, including major sources and uses of cash.
2. Review key financial implications and management's evaluation process of acquisitions, divestitures, major new "grass roots" facilities requests, as well as capital expenditures related to major new product justifications. Recommend actions on such matters to the Board and review post-audit analyses of these matters prepared by management.
3. Review and approve any merger, acquisition, sale or divestiture of a line of business or joint venture transaction with a value in excess of \$5,000,000 but not in excess of \$25,000,000. For values in excess of \$25,000,000, review and recommend for Board approval.
4. Review and approve any capital expenditure, which includes cumulative cash flows related to leases, with a value in excess of \$15,000,000 but not in excess of \$25,000,000. For capital expenditures in excess of \$25,000,000, review and recommend for Board approval. Review post-audit analyses of major capital justifications prepared by management.
5. Review and approve any product or service sales and purchase transactions entered into in the ordinary course of business with a value in excess of \$50,000,000 but not in excess of \$100,000,000. For product or service sales and purchase transactions in excess of \$100,000,000, review and recommend for Board approval.
6. Review short-term and long-term financing policies and plans and review specific financing practices, including credit facility revisions, amendments and debt maturity schedules. Review and approve new or refinanced debt issues with a value not in excess of \$100,000,000. For debt issues in excess of \$100,000,000, review and recommend for Board approval. Review and recommend for Board approval the terms of offerings or repurchases of common stock, preferred stock and other types of equity securities.
7. Review and approve any material security interests to be granted or material guarantees to be provided relating to Company debt or other financial instruments.
8. Review periodic reports to determine that the Company is in compliance with various covenants in debt instruments, including rating agency reports.
9. Review foreign currency and interest rate exposure on a periodic basis and review the financial instruments used to hedge (neutralize) the position both in type of instrument and value.
10. Annually review, and as necessary approve, the Company's policy election to be exempt from mandatory clearing of over-the-counter derivatives pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act and rules and regulations thereunder.

11. Review and advise the Board on the Company's pension fund status and performance, including current and projected funding needs, funding assumptions and payment requirements; review non-qualified and non-funded post-retirement benefit liabilities on a global basis.
12. Review and advise the Board on the security, capabilities, development and strategy of the Company's information technology infrastructure.

#### Risk

13. Assist the Board in performing its enterprise risk management oversight responsibilities through periodic review of management's enterprise risk assessment process, including with respect to information technology and cybersecurity risks, emerging areas of risk, and other risks as relevant to the Company.
14. Review and discuss the process by which the Board and its committees oversee senior management's exercise of risk management responsibilities.
15. Periodically review the scope, cost and basic terms of the Company's insured risk management programs, including general liability, D&O, property and other insurance policies.

#### Governance

16. Review and reassess the adequacy of this Charter at least annually.
17. Conduct an annual performance review of the Committee.

### **MEETINGS**

The Committee shall meet at least four times per year, either in person or telephonically, at such times and places as the Committee shall determine. The Committee shall report regularly to the full Board with respect to its activities, including with respect to its activities in overseeing risk management within its area of oversight responsibility, but not less frequently than quarterly. A majority of the Committee members shall constitute a quorum.