



**CHARTER**  
of the  
**AUDIT COMMITTEE**  
of  
**APERGY CORPORATION**

The Board of Directors (the “**Board**”) of Apergy Corporation (the “**Company**”) has adopted and approved this Charter, setting forth the purpose, responsibilities, authority and membership requirements of its Audit Committee (the “**Committee**”).

**1. PURPOSE**

The primary purpose of the Committee is to assist the Board in overseeing (a) the quality and integrity of the financial statements provided by the Company to the shareholders of the Company and the public, (b) the Company’s compliance with legal and regulatory requirements, (c) the qualifications, independence, and performance of the Company’s independent auditors and (d) the performance of the Company’s internal audit function.

**2. ORGANIZATION**

Effective upon the distribution date of the Company’s spin-off from Dover Corporation, the Committee shall be comprised of not less than three (3) members of the Board, the exact number to be determined by the Board. Prior to such date, the Committee may be comprised of fewer than three (3) members of the Board. Each member of the Committee shall satisfy the “independence” requirements of (a) Section 10A of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), (b) the rules of the Securities and Exchange Commission (the “**SEC**”) adopted pursuant to such Section 10A and (c) the New York Stock Exchange (the “**NYSE**”) listing standards. Each member of the Committee must meet the financial literacy requirements of the rules of the NYSE, and at least one member of the Committee shall qualify as an “audit committee financial expert” in accordance with the rules of the SEC.

The members and the Chair of the Committee shall be recommended to the Board by the Governance and Nominating Committee of the Board and shall be appointed by the Board. The members and the Chair of the Committee shall serve at the pleasure of the Board.

A majority of the members of the Committee shall be a quorum to transact business.

**3. STRUCTURE AND MEETINGS**

The Committee shall meet at least four times per year on a quarterly basis, and shall meet more frequently as the Committee shall consider appropriate to fulfill its duties and

responsibilities. The Chair of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the agenda for each meeting.

The Committee shall report periodically to the Board at regularly scheduled Board meetings.

#### **4. RESPONSIBILITIES**

In furtherance of its purpose, the Committee shall have the following authority and responsibilities:

##### **A. Responsibilities Relating to Financial Reports**

1. *Scope of Audit*

The Committee shall review at least annually with management and the independent auditors the scope and general extent of the independent auditors' examination.

2. *Annual Financial Statements*

The Committee shall review with management and the independent auditors the audited financial statements to be included in the Company's Annual Report to Shareholders and Annual Report on Form 10-K and the Company's disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee shall make a recommendation to the Board as to whether the annual audited financial statements should be included in the Company's Annual Report on Form 10-K.

3. *Quarterly Financial Statements*

The Committee shall review with management and the independent auditors, prior to the filing of each Quarterly Report on Form 10-Q, the Company's interim financial results to be included in such quarterly reports and the Company's disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

4. *Accounting Principles*

From time to time, the Committee shall review and discuss, with management and/or the independent auditors: (a) significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements; (b) major issues regarding accounting principles and financial statement presentation, including major changes to the Company's selection or application of accounting principles; and (c) the effect on the Company's financial statements of significant regulatory and accounting initiatives and any material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities.

##### **B. Responsibilities Relating to Independent Auditors**

1. *Discussions with Auditors on Independence*

The Committee shall, at least annually: (a) obtain and review a written report from the independent auditors describing all relationships between the independent auditors and the Company; (b) discuss with the independent auditors any such disclosed relationships and their impact on the independent auditors' objectivity and

independence; and (c) consider whether the provision of non-audit services by the independent auditors is compatible with maintaining the independent auditors' independence.

2. *Report on Auditor Qualifications*

The Committee shall, at least annually, obtain and review a written report from the independent auditors describing: (a) the auditing firm's internal quality control procedures, and (b) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting any audit carried out by the independent auditors, and any steps taken to deal with any such issues.

3. *Other Auditor Reports*

The Committee shall review any reports provided by the independent auditors to the Committee as required under the Exchange Act with regard to: (a) critical accounting policies and practices used by the Company; (b) alternative treatments of financial information within GAAP for policies and practices related to material items that have been discussed with management (including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors); and (c) other material written communications between the independent auditors and management, such as any "management" or "internal control" letter, or schedule of unadjusted differences.

4. *Audit Issues*

The Committee shall regularly review with the independent auditors and management any problems or difficulties the auditors may have encountered in the course of their audit work, and management's response thereto, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

5. *Lead Audit Partner; Rotation*

The Committee shall discuss with management the timing and process for implementing the rotation of the lead audit partner, the concurring partner, and any other active audit engagement team partner. The Committee shall confirm that the Company's independent auditors have complied with any applicable rotation requirements for the lead audit partner and any other active audit engagement team partner.

6. *Hiring Employees of Auditors*

The Committee shall establish policies for hiring current or former partners, principals, shareholders or employees of the independent auditors in accordance with applicable law.

**C. Responsibilities Relating to Internal Audit Function, Internal Controls and Risk Management**

1. *Internal Audit Function*

The Committee shall have principal responsibility to assist with the Board's oversight of the Company's internal audit function, including review of the performance of the internal audit function in providing management and the Committee with ongoing

assessments of the Company's risk management processes and system of internal controls. The Committee shall, from time to time, discuss with management, the independent auditors, and the person(s) primarily responsible for the internal audit function, the responsibilities, budget and staffing of the internal audit function and the planned scope of the internal audit.

2. *Internal Controls; Executive Sessions*

The Committee shall meet periodically with management, the person(s) primarily responsible for the internal audit function and internal controls testing, and the independent auditors in separate executive sessions to discuss any major issues as to the quality and adequacy of the Company's internal controls, any special audit steps adopted in light of any material control deficiencies, and any other matters that the Committee or any of these groups believes should be discussed privately.

3. *Internal Controls Report*

If management is required by the rules of the SEC to report on the Company's internal controls, the Committee shall review and discuss with management, the person(s) primarily responsible for the internal audit function and internal controls testing, and the independent auditors the Company's internal controls report and the independent auditors' assessment of the report prior to the filing of the Company's Annual Report on Form 10-K.

4. *Risk Assessment and Management*

The Committee shall periodically discuss policies and guidelines with respect to risk assessment and risk management, the Company's major financial risk exposures, and the steps management has taken to monitor and control such exposures.

**D. Other Activities**

1. *Proxy Statement Report*

With the assistance of counsel, the Committee shall prepare the report of the Committee required by the rules of the SEC to be included in the Company's annual proxy statement.

2. *Earnings Releases; Guidance to Analysts*

The Committee shall, from time to time, discuss and review generally earnings press releases, as well as financial information and earnings guidance, if any, provided to analysts and rating agencies.

3. *Code of Ethics*

The Committee shall develop and recommend to the Board a Code of Ethics for the Chief Executive Officer and Senior Financial Officers, and shall oversee compliance with such Code. The Committee shall review the Code annually, or more frequently if appropriate, and recommend to the Board any changes deemed appropriate.

4. *Legal Matters*

The Committee shall review periodically with the Company's General Counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies, and any material reports or inquiries received from regulators or governmental agencies.

5. *Complaint Procedures*

The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

6. *Reports to the Board*

The Committee shall report regularly to the Board and shall review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the independent auditors, or the performance of the internal audit function.

7. *Review of Charter and Committee Performance*

The Committee shall review and assess the adequacy of this Charter and the Committee's performance on an annual basis and recommend to the Board any changes deemed appropriate.

8. *Other Activities*

The Committee may perform any other activities consistent with this Charter, the Company's by-laws, and governing laws that the Committee or the Board deems necessary or appropriate.

**5. AUTHORITY AND RESOURCES**

A. *Access*

The Committee shall have full and unrestricted access to all books, records, facilities, and personnel of the Company as required or appropriate in the Committee's sole discretion to properly discharge its responsibilities. The Committee is empowered to investigate any matter relating to its responsibilities which is brought to its attention.

B. *Authority Concerning Auditors*

The Committee shall have the sole authority to, and shall, directly appoint, retain, set the terms of engagement of, evaluate, terminate, oversee, and cause the Company to compensate the Company's independent auditors for the purpose of preparing or issuing an audit report and a report on assessment of internal controls or performing other audit, audit-related, or attest services for the Company (including resolution of disagreements between management and the independent auditors regarding financial reporting). The independent auditors shall report directly to the Committee.

C. *Pre-Approval of Non-Audit and Audit-Related Services*

The Committee shall have sole authority to pre-approve all engagements for non-audit and audit-related services permitted under the Exchange Act to be performed for the Company by the independent auditors. The Committee may pre-approve non-audit and audit-related services pursuant to pre-approval policies and procedures adopted by the Committee.

D. *Advisors*

The Committee has the authority to retain independent legal, accounting, and other advisors to advise the Committee as the Committee shall deem appropriate in the discharge of its responsibilities.

E. *Funding*

The Committee has the authority to determine the appropriate amount of, and require the Company to pay, compensation to the independent auditors for services rendered to the Company, compensation to any independent legal, accounting, and other advisors retained to advise the Committee, and any administration expenses that are necessary or appropriate in the Committee's sole discretion in the carrying out of the Committee's duties.

**6. LIMITATIONS OF COMMITTEE'S ROLE**

The Committee's job is one of oversight and it recognizes that the Company's management is responsible for preparing the Company's financial statements and for establishing, maintaining, and assessing the Company's internal controls, and that the independent auditors are responsible for auditing those financial statements and assessing those internal controls. The Company's financial management, as well as the Company's independent auditors, have more time, knowledge and detailed information about the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditors' work.

In carrying out its responsibilities, the Committee and its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances and, accordingly, the Committee may diverge from the foregoing functions as appropriate given the circumstances.

**7. DELEGATION**

The Committee may, in its discretion, form and delegate all or a portion of its authority and responsibilities to subcommittees (which may consist of any one or more members, including the Chair) of the Committee when appropriate, as permitted by applicable law and the rules of the SEC and NYSE, including the authority to grant pre-approvals of engagements related to audit, audit-related and non-audit services permitted under the Exchange Act, provided that the decisions of any such subcommittee to grant such pre-approvals shall be presented to the Committee and subject to the disclosure provisions of the Exchange Act.

*[As adopted by the Board of Directors on April 18, 2018]*