



CHARTER
of the
COMPENSATION 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 Compensation Committee (the “**Committee**”).

1. PURPOSE

The primary purpose of the Committee is to (a) discharge the Board’s responsibilities relating to compensation of the Company’s executive officers and directors and (b) review and recommend to the Board compensation plans, policies and programs, as well as approve individual executive officer compensation, intended to attract, retain and appropriately reward employees in order to motivate their performance in the achievement of the Company’s business objectives and align their interests with the long-term interests of the Company’s shareholders.

2. ORGANIZATION

The Committee shall be comprised of not less than three (3) members of the Board, the exact number to be determined by the Board. Each member of the Committee shall be “independent” as determined in accordance with the provisions of Rule 10C-1(b)(1) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and the New York Stock Exchange (the “**NYSE**”) listing standards. Each member of the Committee shall also be a “non-employee director” as that term is defined under Rule 16b-3 under the Exchange Act and an “outside director” as that term is defined for the purpose of Internal Revenue Code Section 162(m).

The members and the Chair of the Committee will be recommended for appointment by the Governance and Nominating Committee of the Board and appointed by the Board. The members and the Chair of the Committee 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 such times as the Committee shall consider appropriate to fulfill its duties and responsibilities, but no less frequently than annually. 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 Compensation and Benefits

1. *CEO Compensation*

At least annually, review and approve corporate goals and objectives relevant to the compensation of the Company's chief executive officer (the "CEO"), evaluate the CEO's performance in light of those goals and objectives and, together with the other independent directors, determine and approve the CEO's compensation level based on this evaluation. The Committee shall consider, among other factors, the Company's performance and relative Total Shareholder Return (TSR), the value of similar awards to CEOs at comparative companies, and awards given to the Company's CEO in prior years. In determining and approving the CEO's compensation level, the Committee shall consider the results of the most recent "Say on Pay" vote, if any.

2. *Senior Executive Compensation*

Review and approve the compensation levels for the senior executives who report directly to the CEO. In reviewing and approving such other senior executives' compensation, members of the Committee should take into account (but shall not be bound by) recommendations made by the CEO. In reviewing and approving executive compensation, the Committee shall consider the results of the most recent "Say on Pay" vote, if any.

3. *Compensation Plans*

Oversee the administration of the Company's incentive, equity-based and other compensation plans which have been, or may in the future be, adopted by the Board. In connection therewith, approve grants, awards and payouts under the Company's equity and cash incentive plans. Review periodically, and approve or recommend for Board approval (as applicable), any changes to the Company's incentive, equity-based and other compensation plans.

4. *Director Compensation*

Review periodically director compensation levels and practices and recommend to the Board changes in such compensation levels and practices in accordance with the principles set forth in the Company's Corporate Governance Guidelines.

5. *Risk Assessment and Management*

Review periodically the Company's incentive compensation arrangements to determine whether they encourage excessive risk taking. Review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.

B. Other Activities

1. *Compensation Discussion and Analysis*

To the extent required or deemed appropriate by the Committee, review and discuss with management the Compensation Discussion and Analysis to be included in the Company's annual proxy statement. Based on such review and discussion, the Committee shall make a recommendation to the Board as to whether such Compensation Discussion and Analysis shall be included in the Company's annual proxy statement.

2. *Proxy Statement Report*

To the extent required or deemed appropriate by the Committee, with the assistance of counsel, produce a Committee report on executive compensation to be included in the Company's annual proxy statement.

3. *Succession Planning*

With the assistance of the CEO and the other members of the Board, work to identify, evaluate and recommend to the Board potential successors to the CEO.

4. *Stock Ownership Guidelines*

Determine stock ownership guidelines for the Company's executive officers and directors and monitor compliance with such guidelines.

5. *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.

6. *Other Activities*

The Committee may perform any other activities consistent with this Charter, the Company's by-laws, the Corporate Governance Guidelines and governing law as the Committee or the Board deems appropriate.

5. AUTHORITY AND RESOURCES

The Committee shall select and retain (in its sole discretion) and obtain the advice of compensation consultants, outside legal counsel and such other advisers as and to the extent it deems necessary to assist the Committee with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall establish the compensation and supervise the work of any compensation consultants, outside legal counsel or other advisers that it so retains. The Committee shall receive adequate funds from the Company, as determined by the Committee, for payment of compensation to its compensation consultants, outside legal counsel and any other advisers so retained by the Committee. In no event shall the Committee be required to implement

or act on the advice or recommendations of such compensation consultants, outside legal counsel or other advisers.

Prior to selecting a compensation consultant, outside legal counsel or other adviser the Committee shall evaluate the independence of each compensation consultant, outside legal counsel and any other adviser, with such evaluation of independence to take into account, among other things, the factors specified in Rule 303A.05 of the NYSE listing standards (which are incorporated herein by this reference). The Committee may retain, or receive advice from, any compensation adviser the Committee may wish to select, regardless of the independence or non-independence of that adviser in relation to the factors specified in Rule 303A.05. Notwithstanding the foregoing, the Committee is not required to assess the independence of any compensation adviser, outside legal counsel or other adviser whose services are limited to consulting with respect to any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees, or providing information that is not customized for the Company or that is customized for the Company based on parameters that have not been developed by that particular compensation adviser and about which that particular compensation adviser does not provide any advice. The Committee shall evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant raised any conflict of interest. Finally, the Committee shall pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee's compensation consultants.

6. 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.

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