



CHARTER
of the
GOVERNANCE AND NOMINATING 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 Governance and Nominating Committee (the “**Committee**”).

1. PURPOSE

The primary purpose of the Committee is to (a) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, (b) oversee the annual performance evaluation of the Board and its committees and management, (c) identify, evaluate and recommend individuals qualified to become members of the Board, consistent with criteria approved by the Board and (d) select, or recommend that the Board select, the director nominees to stand for election at each annual meeting of shareholders of the Company or to fill vacancies on the Board. The Committee shall also recommend directors eligible to serve on all committees of the Board.

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 New York Stock Exchange (the “**NYSE**”) listing standards.

The Committee shall recommend to the Board the members and the Chair of the Committee. The Board shall appoint the members and the Chair of the Committee, who 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 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 of items to be addressed at 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 Governance

1. *Governance Matters*
Generally consider and advise the Board on corporate governance matters as a whole.
2. *Corporate Governance Guidelines and Code of Ethics*
Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company and a Code of Business Conduct and Ethics applicable to the Board, management and employees, and oversee compliance with such Guidelines and Code. The Committee shall review such Guidelines and Code annually, or more frequently if appropriate, and recommend to the Board any changes deemed appropriate.
3. *Related Party Transactions Policy*
Develop and recommend to the Board policies and procedures applicable to the Company, its directors, nominees for director, executive officers and others for the review and approval, rejection or ratification of related person transactions pursuant to Item 404(a) of Regulation S-K and, unless otherwise approved, rejected or ratified pursuant to such policy, review and approve, reject or ratify all such transactions. The Committee shall review such policies and procedures annually, or more frequently if appropriate, and recommend to the Board any changes deemed appropriate. The Committee shall also consider questions of possible conflicts of interest of the Board members.
4. *Board and Committee Performance Reviews*
Develop and recommend to the Board an annual self-evaluation process of the Board and its committees. The Committee shall oversee such annual self-evaluations.
5. *Senior Management Performance Review*
In consultation with the Compensation Committee of the Board, establish procedures for evaluation of the chief executive officer (the “**CEO**”) and senior management. The Committee shall oversee the process by which the CEO and senior management are evaluated.

B. Responsibilities Relating to Board and Committee Membership

1. *Board Membership*
Make recommendations to the Board regarding the size and composition of the Board and qualifications for Board membership. Lead the search for individuals qualified to become members of the Board, and recommend to the Board director nominees,

consistent with criteria approved by the Board, to be presented for shareholder approval at the next annual meeting and to fill vacancies on the Board in accordance with the Company's by-laws. Adopt and periodically review and revise procedures regarding director candidates proposed by shareholders.

2. *Director Independence*

At least annually review and assess the independence of each director and make recommendations to the Board on all determinations regarding director independence.

3. *Committee Membership*

Advise the Board on the following matters related to all standing Board committees: (a) committee member qualifications, including independence, (b) committee member and chair appointments and removals, (c) committee structure and operations and (d) committee reporting to the Board. The Committee shall also recommend additional committee members to fill vacancies as needed.

C. Other Activities

1. *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.

2. *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 have sole authority to retain and terminate any search firm to be used to assist in identifying director candidates, and any legal, financial or other advisors as it deems necessary, including sole authority to approve the search firm's or other advisor's fees and other retention terms.

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 Securities and Exchange Commission and NYSE.

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