

ENPRO INDUSTRIES, INC.
COMPENSATION AND HUMAN RESOURCES COMMITTEE
CHARTER

1. The Compensation and Human Resources Committee (the “Committee”) is a Committee of the Board of Directors. The Committee is responsible for developing and overseeing the implementation of the Corporation’s compensation philosophy and strategy. The Committee shall assist the Board by exercising oversight concerning the appropriateness and cost of the Corporation’s compensation and benefit programs, particularly for the senior executives of the Corporation. The Committee also has responsibility for:
 - a. Overseeing management development and succession planning programs;
 - b. Assessing performance of the CEO;
 - c. Reviewing and discussing with management, at least annually, the Compensation Discussion and Analysis of the Corporation to be included in the Corporation’s SEC filings;
 - d. Providing the report of the Committee that is required to be included in the Corporation’s annual proxy statement; and
 - e. Performing such other functions as may be assigned by law, the Corporation’s charter or by-laws, the Board of Directors or the Chief Executive Officer.

2. Unless otherwise determined by resolution of the Board, the Committee shall consist of not less than three members elected from among the directors, none of whom are employees of the Corporation. In addition, all of the Committee members shall be “outside” directors under Section 162(m) of the Internal Revenue Code. All of the Committee members shall be independent directors under the rules of the New York Stock Exchange applicable to members of a compensation committee. The Board may by resolution remove any member of the Committee, with or without cause.

3. A majority of members of the Committee shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum is present or by a resolution in writing signed by all members of the Committee.
4. The Board shall appoint one of the members as the chairperson of the Committee and an officer of the Corporation shall be appointed secretary of the Committee. If the chairperson is absent from a meeting, the members shall select a chairperson from those in attendance to act as the chairperson of the meeting.
5. The time and place of Committee meetings, the calling of meetings and the procedures in all respects at such meetings shall be determined by the Committee unless otherwise determined by the by-laws of the Corporation or by resolution of the Board of Directors.
6. In fulfilling its responsibilities, the Committee is expected to:
 - a. Review and approve the appropriateness, cost and risk of the Corporation's compensation and benefit programs, including all compensation for executive officers (and such other employees as may be designated by the Committee), all incentive-compensation plans and all equity-based plans;
 - b. Review the Corporation's management development and succession planning programs;
 - c. Conduct the CEO review process on an annual basis (including an evaluation of past performance and the establishment of new goals and objectives relevant to the CEO's compensation);
 - d. Review Board compensation;
 - e. Conduct an annual performance evaluation of the Committee;
 - f. Review the activities of the Corporation's Benefits Committee on an annual basis; and

- g. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
7. The Committee shall hold at least two meetings each year, and such additional meetings as it may deem necessary. The Committee shall make regular reports to the Board.
8. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the compensation committee. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration, all factors relevant to that person's independence from management, including the following:
- The provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other adviser;
 - The amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

- Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
 - Any stock of the Corporation owned by the compensation consultant, legal counsel or other adviser; and
 - Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Corporation.
9. The Committee may delegate the administrative responsibilities of the Corporation's benefit plans to the Benefits Committee.

Adopted as revised, February 5, 2013