

**JOHN BEAN TECHNOLOGIES CORPORATION
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS**

Purpose of the Compensation Committee

The Compensation Committee is a committee of the Board of Directors of John Bean Technologies Corporation. The purpose of the Committee shall be to provide assistance to the Board of Directors in fulfilling its responsibility by providing oversight of executive compensation policies and practices, total compensation for the Chief Executive Officer, compensation levels of executive officers and non-employee directors, and the Company's benefit plans. In doing so, the Committee shall report regularly to the Board.

In discharging its duties and responsibilities, the Committee is empowered to investigate any matter with full access to all books, records, facilities, and personnel of the Company, and the authority to engage compensation consultants, independent counsel and other advisors (and the Committee shall have the sole authority to retain and terminate any such consultant or advisor and to approve such firm's fees and other retention terms) as it determines is necessary to carry out its duties. When selecting compensation consultants, counsel and other advisors, the Committee must consider factors affecting the independence of the applicable advisor, including any other fees paid by the Company to the advisor (including as a percentage of total revenue of the advisor) or services provided by the advisor to the Company, conflict of interest policies and procedures of the advisor, whether the advisor owns Company stock and any other relationship between the Company and the advisor, along with any other factor required to be considered by the Securities and Exchange Commission.

The Company shall provide funding required by the Committee to discharge its responsibilities, including the payment of fees and expenses of advisors and consultants retained pursuant to the Committee's Charter.

Composition

The Committee shall be comprised entirely of independent members of the Board, one of whom shall serve as Chairman of the Committee. The members of the Committee shall each, in the judgment of the Board, meet the independence requirements of the laws, rules and regulations applicable to the Company, including the requirements of the New York Stock Exchange or other applicable securities exchange, and shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee.

The size of the Committee shall be determined by the Board, but it must always have at least three members.

The Committee Chair and each Committee member shall be appointed by the Board for such term as the Board may decide or until such Committee member is no longer a member of the Board of Directors. The members of the Committee may be removed by the Board in its discretion at any time.

Qualifications

Each Committee member must satisfy the applicable independence requirements set forth in the rules of the New York Stock Exchange or other applicable securities exchange. In addition, each Committee member must be (a) an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, (b) a “non-employee” director for purposes of Rule 16b-3 of the Securities Exchange Act, and (c) not party to any interlocking arrangement that would need to be disclosed in the Company’s annual Proxy Statement under Item 407(e)(4) of Regulation S-K.

Duties and Responsibilities

The Committee’s role is one of oversight and, except as the Committee otherwise expressly determines or applicable law otherwise expressly requires, the Committee shall not act as a fiduciary with respect to any benefit plans or programs under ERISA or otherwise.

The Committee shall:

- A. Annually review the Company’s Compensation Discussion and Analysis prepared by the Company’s executive management and, if appropriate, recommend to the full Board its inclusion in the Company’s annual Proxy Statement, Annual Report on Form 10-K or other securities filings as required by Securities and Exchange Commission regulations, and annually produce a report from the Committee in accordance with Item 407(e)(5) of Regulation S-K on executive officer compensation for inclusion in the Company’s annual Proxy Statement or Annual Report on Form 10-K.
- B. Annually review the succession plans prepared by the Company’s executive management (both for permanent succession and for temporary succession in the event of an emergency or other short-term event) for the Chief Executive Officer and other primary executive officers, report to the full Board on succession planning and management development activities. If the Committee is not satisfied that an adequate succession plan is in place for the Chief Executive Officer or any other primary executive officer, it shall inform the full Board of such determination, and may recommend to the full Board for its approval a succession plan developed by the Committee. The Committee may, but shall not be required to, recommend changes to any management-prepared

succession plan that it deems necessary or advisable for approval by the full Board.

- C. In the event of any emergency requiring replacement of the Chief Executive Officer or any other primary executive officer, cause the Chief Executive Officer or such other primary executive officer to be temporarily replaced in accordance with the applicable succession plan (in which case the Committee shall inform the full Board that the Committee has taken such action), or recommend to the full Board that the Chief Executive Officer or such other primary executive officer be temporarily replaced in accordance with the applicable succession plan. If the Committee believes that permanent replacement of the Chief Executive Officer or any other primary executive officer is necessary or advisable, it may recommend to the full Board that the applicable succession plan be affected.
- D. Review the Company's overall compensation philosophy to ensure that the policy appropriately links management interests with those of shareholders, rewards executives for their contributions, and provides appropriate retention incentives.
- E. Review and approve peer groups utilized for executive compensation benchmarking, including size and financial performance of companies within the peer group.
- F. Review and approve the corporate goals and objectives relevant to the compensation for the Chief Executive Officer, evaluate annually the Chief Executive Officer's performance in light of those goals and objectives, and determine and approve the Chief Executive Officer's total compensation level, including base salary, annual bonus, salary range and long-term incentive awards, based on this evaluation.
- G. Approve all the elements of compensation for the Company's executive officers including base salaries, target bonus percentages, actual bonus payments and long-term equity incentive grants.
- H. Administer and/or terminate the John Bean Technologies Corporation Incentive Compensation and Stock Plan and approve, administer and/or terminate all other equity compensation plans for which, due to securities or tax considerations, the approval or administration by independent directors of the Company is required or advantageous, subject to any applicable requirements for shareholder approval of such plans or amendments thereto.
- I. Review and approve management's summary of the Company's performance compared to bonus plan terms, total bonus amounts to be paid, and specific bonuses for all executive officers.

- J. Review and approve all new employee benefit plans, as defined in Section 3(3) of the Employee Retirement Income Security Act of 1974, as amended, fringe benefits and payroll practices (the “Plans”), approve the merger, consolidation or other combination, split up, spin-off or termination or partial termination of Plans, adopt amendments to the Plans and perform all other settlor functions with respect to such Plans, all such authority to be nonexclusive and concurrent with any authority granted to the Employee Benefits Plan Committee.
- K. Appoint the members of the Employee Benefits Plan Committee, adopt and amend a charter for that committee and periodically review the actions taken by that committee; provided that, to the extent, if any, that the authority granted to the Employee Benefits Plan Committee under such charter is inconsistent with the terms of the Plan’s documents (plan, trust, etc.) the charter shall govern and the Plan’s documents shall be deemed amended by the adoption or amendment of the charter.
- L. Review, as needed with an independent consultant, executive compensation matters and significant issues that relate to executive compensation.
- M. Review and approve organization changes and restructuring actions that could potentially have a significant impact on the Plans, or the Company’s compensation programs generally, and determine whether and to what extent the impact should be mitigated.
- N. Review management’s recommendations for executive officers of the Company, and recommend executive officer candidates to the Board of Directors for their approval.
- O. Approve all executive officer contracts and annually review senior executive perquisites and executive severance protections and policies (including those related to change-in-control transactions).
- P. Review, approve and administer policies and agreements that permit the Company to recover executive officer compensation in the event of a restatement of the Company’s financial results.
- Q. Evaluate the Committee’s performance and the adequacy of its charter on an annual basis, and recommend any proposed changes to the Board of Directors for approval.
- R. Recommend to the full Board of Directors changes to compensation for the non-employee members of the Board of Directors including retainer amounts, meeting and chair fees and non-retainer equity forms and

amounts. Any recommended changes will be supported by survey data from comparable companies provided by an independent compensation consultant.

- S. Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, and annually review and evaluate the Company's risk management practices in connection with compensation policy.
- T. Determine stock ownership guidelines and monitor compliance with such policies.
- U. For all proxies, consents and authorizations for meetings of the Company's stockholders (including annual meetings), review and consider all resolutions required to be included therein by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") or other applicable law with respect to stockholder votes on compensation, the frequency of such compensation votes and, in the case of stockholder votes to approve any acquisition, merger, consolidation or proposed sale or other disposition of all or substantially all of the Company's assets, golden parachute payments (including in each case those resolutions required by Section 951 of the Dodd-Frank Act).

Procedures

The Committee shall meet as scheduled by the Committee Chairman as necessary to carry out the Committee's responsibilities under this Charter. Members of management, including audit and legal, and representatives from outside consultants will attend meetings at the request of the Committee Chairman.

The Committee Chair will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. The Committee Chair (or such other member of the Committee as the Chair may designate) will report (orally or otherwise) the Committee's deliberations and conclusions to the Board of Directors, and the Committee will review its evaluation of the performance of the Chief Executive Officer and his or her salary, incentive payment and long-term equity compensation grant decisions with the Board of Directors in executive session.

A majority of the Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may take action by unanimous written consent or by conference communication by which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person.

The Committee will be assisted by the Vice President, Human Resources, who will serve as Executive Secretary to the Committee.

Effective: March 14, 2012