

**CHARTER OF THE
MANAGEMENT ORGANIZATION AND COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF CRANE CO.
ADOPTED AS OF FEBRUARY 24, 2003
AS AMENDED THROUGH OCTOBER 24, 2016**

I. PURPOSE AND RESPONSIBILITIES OF THE COMMITTEE

The purposes of the Management Organization and Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Crane Co. (the "Company") shall be to oversee the Company's compensation plans and practices, including its executive compensation plans and director compensation plans; to oversee the review of the performance of the Chief Executive Officer of the Company and other members of senior management; to review and discuss with management the Company's compensation discussion and analysis to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission ("SEC"); and to prepare the Committee's report as required by the rules of the SEC.

The Committee is responsible to the Board for (1) assuring that the officers and key management personnel of the Company are effectively compensated in terms of salaries, incentive compensation and benefits which are internally equitable and externally competitive, (2) assuring that the fees and other compensation of the outside directors of the Company are effective and competitive, (3) assuring that the Company's management development and succession planning policies and procedures are sound and effective, and (4) evaluating, with appropriate input from other directors, the performance of the Chief Executive Officer and other members of senior management and reporting to the Board the results of such evaluation.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of three or more directors who qualify as independent directors ("Independent Directors") under the listing standards of the New York Stock Exchange (the "NYSE"), as such standards may apply to members of a compensation committee, and any additional requirements that the Board deems appropriate. Members of the Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws.

The members of the Committee shall be elected annually to one-year terms by majority vote of the Board at the first meeting of the Board following the annual meeting of stockholders. One of the members shall be appointed Committee Chair by the Board. Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. No member of the Committee shall be removed except by majority vote of the Independent Directors then in office.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Committee shall meet as provided by its rules, which shall be at least three times each year and as many other times as the Committee deems necessary. Members of the Committee will strive to be present at all meetings. As necessary or desirable, the Chair may request that members of management and representatives of independent consultants be present at meetings of the Committee. The Committee may meet in executive session with representatives of independent consultants and with one or more members of management in discharging its responsibilities.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate within the scope of the Committee's authority; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

A majority of the members of the Committee shall be necessary to constitute a quorum of the Committee and to approve any action at a meeting of the Committee. The Committee may also act by written consent provided that all members of the Committee execute the resolution or other instrument evidencing the action of the Committee, whether on one document or in counterparts.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting and highlighting any matters requiring decision making by the Board. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

IV. DUTIES OF THE COMMITTEE

The Committee shall have the following goals and responsibilities:

(1) Review and approve corporate goals and objectives relevant to Chief Executive Officer compensation; evaluate the Chief Executive Officer's performance and leadership in light of those goals and objectives; and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the Chief Executive Officer's compensation level based on this evaluation.

(2) Review with the Chief Executive Officer his evaluation of the performance of all other executive officers of the Company and approve all compensation actions affecting the executive officers of the Company.

(3) Review with the Chief Executive Officer his evaluation of the business unit presidents and other key management personnel and all compensation actions affecting the business unit presidents.

(4) Administer the Company's annual incentive compensation plans, including designation of participants, determination of aggregate bonus pools, selection of performance metrics and related payout formulas and approval of bonuses to be paid.

- (5) Administer the Company's stock incentive plan and other stock-based compensation plans and programs.
- (6) Review periodically the effectiveness and competitiveness of the Company's incentive compensation, retirement, severance, change-in-control and other significant benefit plans and programs, and recommend to the Board any necessary or desirable amendments or improvements thereof. The Committee is specifically authorized and empowered to approve any and all such amendments which are necessary or appropriate to comply with changes in law or regulation.
- (7) Review periodically management's report on compensation levels and practices for employees of the Company other than officers and key management personnel.
- (8) Review annually and discuss with management the relationship between the Company's compensation policies and practices and the Company's risk management, including the extent to which those policies and practices create risks for the Company.
- (9) Review annually the form and level of outside director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity to ensure that the fees and other compensation are effective and competitive and make recommendations to the Board for adoption.
- (10) Periodically and as and when appropriate, review and approve the following as they affect any executive officer: (a) any employment agreements and severance agreements; (b) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for executive officers and persons who formerly served as executive officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
- (11) Review annually the process and results for identifying key management personnel of the Company.
- (12) Review annually the Company's key management personnel development actions and succession plans.
- (13) Review annually with the Board the Company's senior executive succession plan, including those plans for emergency succession in case of the unexpected disability of the Chief Executive Officer.
- (14) Review and recommend to the Board the compensation discussion and analysis to be included in the Company's annual meeting proxy statement, and approve the Committee's report to be prepared in accordance with the rules and regulations of the SEC and included in the annual meeting proxy statement.
- (15) Review and reassess the adequacy of this Charter on a periodic basis and recommend to the Board any appropriate changes in this Charter or the duties of the Committee.

V. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee, the expense of which shall be borne by the Company. 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:

- (1) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (2) The amount of fees received from the Company 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;
- (3) 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;
- (4) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (5) Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (6) 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 Company.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than: (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities: consulting on any broad-based plan that does not discriminate in

scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other compensation adviser. The Committee may select or receive advice from any compensation consultant, legal counsel or other compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.