



Subject: Outside Counsel Policy – Litigation Matters

Issued by: Derek Swanson, Vice President, Assistant General Counsel and Secretary

Effective: May 2018

This Policy shall serve as a guide to your firm in connection with your representation of Chart Industries, Inc. and its subsidiaries (the “Company”) on matters delegated to your firm. The Legal Department of the Company has responsibility for the direction and the oversight of all legal matters affecting the Company and has a broadened role in protecting the Company’s legal interests, including selection of outside counsel and increased scrutiny over legal fees and expenses.

The goal of this Policy is to achieve high quality representation with maximum results using an efficient level of resources in the most cost-effective manner. Effective immediately, the following Policy has been adopted for litigation matters being handled by outside legal counsel:

Engagement Letter:

Upon assignment of a new matter by the Company, the Company will forward to you an engagement letter or respond to your engagement letter acknowledging your firm’s representation of the Company with respect to the specific matter identified and confirming that such engagement shall be subject to this Policy. You are asked to acknowledge receipt of such Policy and agree to the terms thereof.

Conflict of Interest:

Prior to undertaking representation of the Company, you should determine whether any actual or potential conflict of interest exists regarding your representation of the Company with respect to this matter. In the event such a potential or actual conflict exists, you should immediately bring it to the attention of the General Counsel who will evaluate the conflict and determine whether a waiver of such conflict will be granted.

Assignment of Counsel/Conditions for Matters for which Insurance Provides Coverage:

An attorney should be designated by your firm as the Company’s principal contact for billing purposes and to coordinate any new matter assignments. In the event that the Company’s insurance carrier provides coverage for a claim and/or litigation then the applicable insurance carrier’s litigation guidelines shall apply. These guidelines require, including but not limited to, that (i) any and all legal fees and expenses are approved by the Company’s Risk Manager and/or the Company’s General Counsel; (ii) any strategies, developments, resolutions, settlements, status reports, additional costs or fees pertaining to the above-referenced matter are consulted with the assigned claims adjustor and such actions shall be approved by the Company’s Risk Manager and/or the Company’s General Counsel. The Company expects that the designated attorney will ensure that this Policy and the applicable insurance

carrier's guidelines are being adhered to, including returning a signed copy of the engagement letter to the Legal Department.

Staffing Considerations:

The Company expects that your firm will take a realistic view when staffing the Company's matters with due consideration of the Company's potential exposure, complexity of the matter, advisability and potential for settlement, timing and long term considerations. The Company expects attorneys working on its matters to have expertise and experience in the areas of law related to such matter and a billing rate commensurate with such expertise and experience. Unless otherwise approved, we prefer using attorneys who are already familiar with our Company and the type of matter assigned based on prior experience. The firm should provide written confirmation of each attorney's name and their applicable hourly billable rate for this matter. The applicable billing rates shall not be changed during the matter without the prior approval of the Company.

When possible, partners or senior attorneys should be used only where expertise, special skills or judgment is necessary or for oversight of junior attorneys or paralegals or legal assistants. Junior attorneys, paralegals and legal assistants should be utilized for less demanding tasks. The Company should not be charged for partner level attorneys which can be appropriately handled by associate level attorneys and for paralegal time spent performing secretarial or administrative functions.

Status Reports and Estimates /Copies:

Upon request, your firm is expected to promptly report to the General Counsel's office a summary of the matter, current status, options, expectations for achievement of the desired objective and an estimate of fees and expenses related to the matter. Your firm is expected to update the Company if the fees and expenses have exceeded the estimate previously provided and the reasons therefor, and to promptly provide a revised estimate. This will enable us to work together to control the scope of work as well as to assure that the Company's policies with respect to such matters as limitations of liability, environmental compliance, compliance with credit agreements and other corporate policies, are being followed. Copies of all significant correspondence, internal memoranda of law and fact, court pleadings and other work product should be forwarded to the Company's contact person named in the engagement letter and not to any other person or Company location absent such contact person's explicit instruction.

Allowable Charges and Expenses:

Absent agreed upon special circumstances, the Company will not be responsible for fees required for a junior attorney or paralegal to become familiar with our matters or review of the substantive law involved for such matter. Accordingly, time spent for research or training in such areas should not be billed to the Company. Unless otherwise approved, we will not be responsible for the fees or expenses for more than one attorney to attend meetings or the concurrent work by two attorneys with the same expertise. The Company reserves the right to dispute charges attributable to work that the Company believes does not meet appropriate quality standards, charges for work that exceeds that which was authorized by the Company, or charges for work that is unnecessary or redundant.

Ordinary and reasonable costs incurred by law firms in the course of providing legal services to the Company will be reimbursable. Internal costs or "overhead" should not be billed to the Company such as secretarial, word processing or staff services (whether regular or overtime), time for proofreading, filing, photocopying or faxing; office rent, equipment, storage or conference room charges or supplies, local transportation or travel; local deliveries by law firm employees; food or refreshments under any circumstance or other entertainment expense chargebacks; or invoice preparation or time spent discussing

or responding to inquiries regarding billing matters. The Company will not pay finance charges or interest on unpaid amounts.

The Company will reimburse for the following allowable charges: photocopying charges not to exceed \$.10 per page; faxes based on outgoing long distance charges and no per page fees for incoming or outgoing transmissions; outside messenger delivery services and overnight delivery fees which are necessary under the circumstances. The Company will not pay for Lexis/Nexis, Westlaw or other legal research and other associated fees, except upon advance approval by the Company (billed at the actual rate charged the firm).

The Company will reimburse for the following travel expenses: airfare not to exceed the rate for coach airline travel at the lowest possible fare (absent special timing considerations); standard hotels and meals and customary transportation expenses (taxi, standard rental car). All travel related expenses are expected to be reasonable and appropriate documentation for charges including original receipts, itineraries and other appropriate documentation must be submitted for reimbursement upon Company request. Any extraordinary travel expenses should be approved in advance by the Company. The Company will not pay hourly fees for travel time that is not spent actively working on the matter for the Company.

Billing Procedures:

Our Billing Procedures are attached hereto as **EXHIBIT A** for your review. Please implement any necessary changes within your firm to comply with such Policy as soon as possible. The Company expects that the attorney designated by your firm for billing contact purposes will review your billing for accuracy, reasonableness and compliance with this Policy prior to sending it to the Company for approval and payment. Please note that the Company's payment terms are net 55 days unless otherwise specifically agreed with you.

A copy of this Policy should be distributed within the law firm to all attorneys who handle the Company's matters to coordinate your firm's compliance.

We will be conducting performance evaluations of outside law firms by surveying our internal Company's "clients" regarding their interaction with your firm, achievement of desired result, responsiveness to control of expenses and hours billed and other benchmarking criteria which results will be considered by us when choosing outside counsel in the future.

Questions:

Any questions regarding this Policy should be directed to:

Derek Swanson
Vice President, Assistant General Counsel and Secretary
Chart Industries, Inc.
3055 Torrington Drive, Ball Ground, GA 30107
Tel: 770-721- 8866
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EXHIBIT A BILLING PROCEDURES



Subject: Billing Procedures – EXHIBIT A to Outside Counsel Policy
Issued by: Derek Swanson, Vice President, Assistant General Counsel and Secretary
Effective: January 1, 2009 - Revised May 2018

The following Billing Procedures should be followed by the outside legal counsel when submitting invoices to Chart Industries, Inc. and its subsidiaries (the “Company”) for payment. Please include the information set forth below and observe the following policies when submitting your invoices for payment:

- I. Provide an *invoice for the matter(s)* that you are working on which contains the following information:
 - Invoice number which will be referenced on our payment remittance;
 - Matter name (property name, project name or case caption) as stated on the Company’s engagement letter confirming your representation on this matter;
 - Invoice date and monthly period covered by invoice;
 - Name of Company’s contact person (name of Company’s business unit requestor);
 - Name of Company’s business unit;
 - Name of responsible attorney within Law Firm;
 - Date of each legal service, complete and detailed narrative description of each legal service performed;
 - Name of attorney/paralegal performing each legal or other service and incremental charge for time spent;
 - Recap of attorney/paralegal time on invoice including total time expended and hourly billing rates for each named attorney or paralegal;
 - Itemized detail concerning disbursements and costs including type of disbursement or cost (overnight delivery, photocopying and fax charges);
 - Total amount of legal fees, disbursements and costs and balance due for such matter; and
 - Law Firm Taxpayer Identification number.

- II. Please observe the following *general guidelines* in preparing and submitting invoices for payment:
 - **Unless otherwise instructed by us, all invoices should be sent directly via email in PDF or TIFF format** (one invoice per attachment) to chartindustries@invoices.corcentric.com

No duplicate invoices should be sent by the firm to other Company departments or to the Company offices;
 - Only original invoices will be processed for payment of the current amount due;
 - Invoices will be paid net 55 days, unless otherwise specifically agreed;
 - Invoices should be sent no more frequently than on a monthly basis;
 - Invoices should be sent within three (3) months of the services provided; and
 - All billing inquiries should be emailed to corpaccountspayable@chartindustries.com.

Invoices that are not submitted with the required information will delay processing for approval and payment and will be subject to being returned without payment.