

ROBBINS & MYERS, INC.

**CHARTER OF THE
COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS**

I Statement of Purpose

There shall be a committee of the Board of Directors to be known as the Compensation Committee (the “Committee”). The primary purpose of the Committee is to ensure that the Company’s compensation policies and practices support the successful recruitment, development and retention of highly qualified executive and key employee talent in order to achieve the Company’s business objectives and optimize the long-term financial performance of the Company.

II. Organization and Functioning

The Committee shall be comprised of at least three directors who shall be appointed by the Board after considering the recommendation of the Nominating & Governance Committee. The Committee shall include only directors who satisfy the independence requirements of the New York Stock Exchange and are free of any relationship that, in the opinion of the Board, would interfere with their exercise of independent judgment as a Committee member. Each Committee member shall also qualify as an outside director for purposes of Section 162(m) of the Internal Revenue Code and a non-employee director for purposes of SEC Rule 16b-3. The Board shall designate one member of the Committee as its Chairman.

The Committee shall meet at least twice each year and hold such other meetings from time to time as may be called by its Chairman or any two members of the Committee. A majority of the members of the Committee shall constitute a quorum of the Committee. A majority of the members in attendance shall decide any question brought before any meeting of the Committee.

The General Counsel of the Company shall serve as Secretary of the Committee and shall keep the minutes of its proceedings. The minutes of its proceedings shall be signed by the Chairman and Secretary of the Committee. The minutes of a meeting shall be approved by the Committee at its next meeting, shall be available for review by the entire Board, and shall be filed as permanent records with the Secretary of the Company.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain special legal, compensation or other consultants to advise the Committee. The Committee may request any officer or employee of the Company or the Company’s

outside counsel to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee

The Chairman shall at each meeting of the Board following a meeting of the Committee report to the full Board on the matters considered at the last meeting of the Committee.

At least annually, the Board shall provide the Committee with an evaluation of its performance.

III. Specific Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

1. Director Compensation and Equity-based Plans. The Committee shall make recommendations to the Board with respect to the compensation of directors and incentive-compensation plans and equity-based plans for all employees.
2. Stock Plan Administration. The Committee shall have full and final authority in connection with the administration of all plans of the Company under which common shares or other equity securities of the Company may be issued. In furtherance of the foregoing, the Committee shall, in its sole discretion, grant options and make awards of shares under the Company's stock plans.
3. CEO Compensation – Goals and Approval.
 - a) The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and approve the CEO's compensation levels based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years. The Chairman of the Committee shall annually report to the Board concerning such evaluation.
 - b) The Committee shall annually review and approve for the CEO and the executive officers of the Company: (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, and (d) any special or supplemental benefits. Any action taken by the Committee pursuant to the preceding sentence shall be final and not subject to the Board's approval. Any employment agreement, severance arrangement, or change in control agreement, in each case as,

when and if appropriate, that are proposed with respect to the CEO or any executive officer shall be considered by the Committee and submitted to the Board for final approval.

4. Annual Compensation Discussion and Analysis. The Committee shall review the Company's Compensation Discussion and Analysis that is prepared each fiscal year, shall discuss the CD&A with management, and based on such review and discussion, recommend to the Board that the CD&A be included in the Company's proxy statement and its Annual Report on Form 10-K for such fiscal year.
5. Management Development and Succession Planning. The Committee shall be responsible, in consultation with the Chief Executive Officer, for assuring that the Company has in place an effective management development and succession planning program.
6. Delegation. The Compensation Committee may form and delegate authority to subcommittees when appropriate, provided any action taken by a subcommittee is subsequently reported to the Committee and ratified.
7. Engagement of Consultants. The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director, CEO or senior executive compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
8. Charter. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

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