

ROBBINS & MYERS, INC.

CHARTER OF THE

AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

I. Statement of Purpose

There shall be a committee of the Board of Directors (“Board”) to be known as the Audit Committee (“Committee”). The primary purpose of the Committee is to assist the Board in fulfilling its oversight of (i) the integrity of the Company’s financial statements, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the independent auditors’ qualifications and independence, (iv) the performance of the Company’s internal auditors and independent auditor, and (v) the preparation of the internal control report required by the Securities and Exchange Commission (“SEC”).

While the Committee has the responsibilities set forth in this charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles.

II. Composition and Governance Issues

The Committee shall be comprised of three or more Directors appointed annually by the Board. Committee members shall meet the independence and experience requirements of the New York Stock Exchange and applicable laws and regulations, as determined by the Board. The Board shall designate one member of the Committee as its Chair. All members of the Committee shall be financially literate and at least one member shall be a financial expert as defined by the SEC and as determined by the Board. The Board shall disclose such determination in the Company’s annual report on Form 10-K. The simultaneous service on the audit committee of more than two other public companies shall require a Board determination that shall be disclosed in the annual proxy statement.

III. Meetings

The Committee shall meet at least quarterly or more frequently as the Committee determines and shall create a meeting agenda for the ensuing year.

The Committee shall periodically meet separately with management, the internal auditor, and the Company’s independent auditor.

The Committee shall keep minutes of its proceedings that shall be signed by its Chair and the person whom the Chair designates to act as secretary of the meeting. The minutes of the 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.

IV. Specific Duties and Responsibilities

The following principal responsibilities of the Committee are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

A. Internal Control

- Oversee the Company's internal audit function and review the internal audit department charter annually. When applicable, review the appointment and replacement of the senior auditing executive.
- Review internal audit plans and the major findings resulting from the audits performed and discuss any significant difficulties the internal audit team encountered in the course of its audits.
- Review with the independent auditor the internal audit function, the responsibilities, annual audit plan, and staffing of the Company's internal audit function, and any recommended changes in the planned scope of internal audit.
- Focus on the extent to which the Company and its independent auditors or other designees review the effectiveness and security of the Company's computer systems and applications.
- Inquire of the independent auditors about fraud, illegal acts, deficiencies in internal controls, and other matters affecting internal controls within the Company and the integrity of the Company's financial information, and special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
- Review whether internal control recommendations made by the Company's internal auditors and independent auditors have been implemented by management.
- Review and discuss with management and the Company's independent auditor the Company's Sarbanes-Oxley §404 compliance program and management's internal controls report prior to filing the Company's Form 10-K.

B. Financial Reporting

1. General

- Review major accounting and reporting issues, including issued and pending professional and regulatory pronouncements and off-balance

sheet structures, and understand their impact, or potential impact, on the Company's financial statements and operations.

- Receive reports from the independent auditors on the critical policies and practices of the Company and all alternative treatments of financial information within generally accepted accounting principles discussed with management.
- Periodically review the basis for the Company's accounting in material, judgmental areas.
- Inquire of management, internal audit, and the independent auditors as to the existence of any significant financial, accounting or reporting risks or exposures and the Company's plans to address such risks.
- Review annual and quarterly Management's Discussion and Analysis of Financial Condition and Results of Operation with management and the independent auditors.
- Review with the CEO and CFO each quarter the certifications that each of them will make in connection with the filing of the Company's next Quarterly Report on Form 10-Q or Annual Report on Form 10-K and the procedures that were followed by the CEO, CFO and other financial staff of the Company, including internal auditors, to provide reasonable assurances that the statements in the CEO and CFO certifications are true and accurate.

2. Annual Financial Statements

- Review and discuss with management and the independent auditors the annual audited financial statements and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
- Determine whether the annual financial statements are complete and consistent with the information known to the Committee members, and assess through inquiry, whether the financial statements reflect appropriate accounting principles.
- Meet with management and the independent auditors to review the financial statements and the results of the audit, any audit problems or difficulties, and management's response.
- Review material written communication between the independent auditor and management including the management letter and schedule

of unadjusted differences.

3. Interim Financial Statements

- Gain an understanding as to how management develops and summarizes quarterly financial information and the independent auditor's review of quarterly financial information.
- Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent auditors' reviews of the quarterly financial statements.

4. Press Releases, Earnings Guidance and Use of Non-GAAP Financial Measures

- Discuss generally the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as the type of financial information and earnings guidance provided to analysts and rating agencies.

C. Review of Compliance

- Establish procedures for the receipt, retention, and treatment of complaints regarding accounting, internal controls, or auditing matters, and the confidential and anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- If applicable, review the results of management's investigation and follow-up (including disciplinary action) on any fraudulent acts, unethical conduct, criminal conduct, or accounting irregularities.
- Review with management and the independent auditor any significant communication with regulators or governmental agencies and the findings of any examinations or reviews by regulatory agencies such as the SEC.

D. Independent Audit

- The Committee shall be directly responsible for the appointment (subject to shareholder ratification), retention, termination, compensation and terms of engagement, and oversight of the work of the independent auditors.
- Review the qualifications, performance, independence, and quality controls of the independent auditors, including the lead audit partner, and assure the regular rotation of audit partners as required by law. The Committee shall

also consider whether the independent firm itself shall be rotated.

- Review the independent auditors' proposed audit scope and approach and discuss any restrictions on scope.
- Review and approve all audit fees of the independent auditors.
- Review and resolve any disagreements between management and the independent auditors regarding financial reporting.
- Annually obtain and review a report by the independent auditors describing:
 - The independent auditors' internal quality control procedures.
 - Any material issues raised by the most recent internal quality control review or peer review of the independent auditors, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the independent auditors' firm and any steps taken to deal with any such issues.
 - All relationships between the independent auditor and the Company to assess the auditors' independence.
- Approve all engagements for non-audit services to be provided by independent auditors and the related fees. As allowed by law, regulation or listing standards, the Committee may designate any member to receive reports, perform review, and pre-approve non-audit services, provided that a report on such activities shall be presented to the Committee at its next meeting.
- Set policies for hiring employees and former employees of the independent auditors that comply with law, regulations, and listing standards.

E. Other Responsibilities

- Create free and open communication among the independent auditors, financial senior management, and the Board.
- Review and reassess the adequacy of the Committee charter on an annual basis and receive approval of changes from the Board.
- Discuss policies with respect to risk assessment and risk management.
- Evaluate the performance of the Committee annually.

F. Reporting Responsibilities

- Regularly update the Company's Board about Committee activities and make appropriate recommendations.
- Prepare the Committee report for inclusion in the Company's annual proxy statement, as required by the SEC.

G. Authority and Funding

- The Committee shall have the authority to retain and obtain advice from legal, accounting, or other advisors, as appropriate.
- The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to outside legal, accounting or other advisors employed by the Committee.

Approved 10/9/2008

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