

ROBBINS & MYERS, INC.

Standards For Assessing Director Independence

A majority of the members of the Board of Directors of Robbins & Myers, Inc. (the "Company") shall be "independent" within the meaning of the listing standards of the New York Stock Exchange (the "NYSE").

The Board of Directors shall annually determine those of its members that are independent. This determination shall be disclosed in the proxy statement for each meeting of shareholders of the Company at which directors are to be elected. A Director will be deemed "independent" if the Board has affirmatively determined that the Director has no material relationship with the Company or its affiliates or any member of the senior management of the Company. In making this determination, the Board shall apply the following standards (the "Standards"). For purposes of applying the Standards, "Company" shall include any parent or subsidiary in a consolidated group with the Company.

A. A Director who is an employee, or whose immediate family member is an executive officer, of the Company may not be deemed independent until three years after the end of such employment relationship. Employment as an interim Chairman or Chief Executive Officer will not disqualify a Director from being considered independent following that employment.

B. A Director who receives, or whose immediate family member receives, more than \$120,000 per year in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service), may not be deemed independent until three years after he or she ceases to receive more than \$120,000 in compensation. Compensation received by a Director for former service as an interim Chairman or Chief Executive Officer and compensation received by an immediate family member for service as a non-executive employee of the Company will not be considered in determining independence under this test.

C. A Director who is a partner of or employed by, or whose immediate family member is a partner of or an employee who personally works or worked on the Company's audit by, a present or former internal or external auditor of the Company may not be deemed independent until three years after the end of the affiliation or the employment or auditing relationship.

D. A Director who is employed, or whose immediate family member is employed, as an executive officer of another company where any of the Company's current executive officers serve on that company's compensation committee may not be deemed independent until three years after the end of such service or the employment relationship.

E. A Director who is an executive officer, general partner or employee, or whose immediate family member is an executive officer or general partner, of an entity that makes payments to, or receives payments from, the Company for property or services in an amount which, in any single calendar year, exceeds the greater of \$1 million or 2% of such other entity's consolidated gross revenues, may not be deemed independent until three years after falling below that threshold.

F. A Director who is, or whose immediate family member is, an executive officer of a tax-exempt entity that receives significant contributions (i.e., more than 2% of the annual gross revenues received by the entity or more than \$1,000,000 in a calendar year, whichever amount is greater) from the Company or any of its affiliates may not be deemed independent, unless the contribution was approved in advance by the Board of Directors.

G. It would not be considered a material relationship with the Company that would impair a Director's independence if, in any year within the preceding three years:

(1) A Director of the Company served as an executive officer of another company that was indebted to the Company, or to which the Company was indebted, and the amount of either company's indebtedness to the other at the end of the year was less than 5% of the total consolidated assets of the Company or of the company the Director serves as an executive officer.

(2) A Director had a relationship with the Company or management of the Company that (i) was not covered by Paragraph A through G(1), above; (ii) all relevant facts concerning the relationship were disclosed to the Independent Directors, and (iii) the Independent Directors as a group determined that the relationship was not a material relationship with the Company or management of the Company.

H. In addition to the Standards applicable to Directors generally, Audit Committee members may not accept, directly or indirectly, any consulting, advisory, or compensatory fee from the Company other than Director fees and any regular benefits that other Directors receive for services on the Board or Board committees. For purposes of this paragraph, prohibited indirect payments include payments received by an Audit Committee member's spouse, minor children or stepchildren, or children or stepchildren sharing a home with the Director, as well as payments received by an entity in which the Director is a partner, member, managing director, executive officer or in which the Director holds a similar position, which entity provides accounting, consulting, legal, investment banking or financial advisory services to the Company. In addition, no Audit Committee member can be an "affiliated person" of the Company meaning that no Audit Committee member can beneficially own, directly or indirectly, more than 10% of the voting securities of the Company.

For purposes of these Standards, the terms:

A. "affiliate" means any consolidated subsidiary of the Company and any other company or entity that controls, is controlled by or is under common control with the Company, as evidenced by the power to elect a majority of the board of directors or comparable governing body of such entity; and

B. "immediate family" means spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law and anyone (other than domestic employees) sharing a person's home, but excluding any person who is no longer an immediate family member as a result of legal separation or divorce, or death or incapacitation.

The annual determination by the Board of those of its members who are independent shall be conducted as follows: (i) each director will be asked to fill out a Directors Questionnaire requesting detailed information regarding the Director's business and other relationships with the Company and its affiliates and with senior management and their affiliates to enable the Board to evaluate the Director's independence; (ii) a summary of the relevant information contained on the Directors Questionnaire will be prepared by the Company's Corporate Secretary, with the assistance of the Company's legal counsel, and submitted to the Nominating and Governance Committee (the "Committee"); (iii) the Committee will then review and evaluate the relevant information and determine those of the Directors that are independent under the Standards; (iv) the Committee will report and review its findings with the full Board; and (v) the full Board will then consider and act upon the report of the Committee and adopt, as appropriate, a resolution of the full Board designating those of its members that the Board has affirmatively determined to be independent under the Standards.