

**FORUM ENERGY TECHNOLOGIES, INC.
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS**

The Board of Directors (the “Board”) of Forum Energy Technologies, Inc. (the “Company”) has established the Compensation Committee of the Board (the “Committee”) with authority, responsibility and specific duties as described in this Compensation Committee Charter (the “Charter”).

I. Purposes

The purposes of the Committee are to:

- A.** Review, evaluate and approve the agreements, plans, policies and programs of the Company to compensate the Company’s corporate officers and directors;
- B.** Review and discuss with the Company’s management the Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s proxy statement for its annual meeting of stockholders (“Proxy Statement”) or Annual Report on Form 10-K (“Form 10-K”), as applicable, and to determine whether to recommend to the Board that the CD&A be included in the Proxy Statement or Form 10-K, as applicable, in accordance with applicable rules and regulations;
- C.** Produce the Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K for inclusion in the Company’s Proxy Statement or Form 10-K, as applicable, in accordance with applicable rules and regulations; and
- D.** Perform such other functions as the Board may assign to the Committee from time to time.

II. Membership

The Committee shall be composed entirely of directors who satisfy the definition of “independent” under the listing standards of the New York Stock Exchange (“NYSE”). In addition, at least two members of the Committee shall be “Non-Employee Directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“Rule 16b-3”), and “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code (“Section 162(m”). Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.

The members of the Committee and its Chairman shall be selected annually by the Board and shall serve at the pleasure of the Board. Any vacancy on the Committee shall be filled by, and any member of the Committee may be removed by, an affirmative vote of a majority of the Board. If a Chairman is not designated by the Board or present at a meeting, the Committee may designate a Chairman by majority vote of the Committee members then in office.

III. Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee shall have authority, and is entrusted with the responsibility, to take the following actions:

A. Authority

The Committee shall have the authority to:

1. Conduct or authorize investigations into any matter within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
2. Independent authority to select, retain, obtain the advice of and terminate compensation consultants, outside counsel and other advisors (collectively, "Advisors") in its sole discretion. The Committee shall have the sole authority to approve the fees and other retention terms, and oversee the work, of its Advisors. In retaining or seeking advice from any such Advisor, the Committee shall take into consideration all factors relevant to such Advisor's independence from management, including the factors specified in Section 303A.05(c)(iv) of the NYSE Listed Company Manual (as amended effective July 1, 2013) and any other factors regarding independence required by applicable rules and regulations of the NYSE or the Securities and Exchange Commission (the "SEC"). In addition, the Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K promulgated by the SEC. Notwithstanding the foregoing, the Committee may retain, or receive advice from, Advisors that are not independent, provided that the Committee has considered such Advisor's independence as required under applicable rules and regulations. The Committee shall not be required to assess the independence of any Advisor that is an in-house counsel or that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the Advisor, and about which the Advisor does not provide advice. The Committee shall not be required to implement or act consistently with the advice or recommendations of any Advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in the fulfillment of its duties and responsibilities under this Charter.

The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Advisor, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

3. Delegate to its Chairman, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. However, subcommittees shall not have the authority to engage independent legal counsel and other experts and advisors unless expressly granted such authority by the Committee. Each subcommittee shall keep minutes and regularly report to the Committee.

B. *Responsibilities*

The Committee shall have the following responsibilities:

Executive Compensation

1. The Committee shall exercise oversight of all matters of executive compensation policy.
2. Each year, the Committee shall:
 - Review and approve corporate compensation goals and objectives relevant to the Company's Chief Executive Officer and other executive officers;
 - Review, modify (if necessary) and approve the Company's executive compensation program in light of the Company's goals and objectives relative to executive compensation;
 - Evaluate, taking into account the Company's compensation goals and objectives, the performance of the Company's Chief Executive Officer and, in consultation with the Chief Executive Officer, the Company's other executive officers; and
 - Make recommendations, based on such annual performance evaluations, to the independent members of the Board with respect to the compensation of the Company's Executive Chairman and Chief Executive Officer and, in consultation with the Chief Executive Officer, set the compensation of the Company's other executive officers, including the annual base salary levels; annual cash incentive awards; long-term incentive awards; employment agreements, severance arrangements and change-in-control agreements and provisions; and any special or supplemental benefits.

3. The Committee shall review and discuss with the Company's management the CD&A to be included in the Company's Proxy Statement or Form 10-K, as applicable, and, based on that review, determine whether to recommend to the Board that the CD&A be included in the Proxy Statement or Form 10-K, in accordance with applicable rules and regulations.
4. Each year, the Committee shall prepare a Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K and publish the report in the Company's Proxy Statement or Form 10-K, as applicable, in accordance with applicable rules and regulations.

Incentive and Equity Compensation

1. Each year, the Committee shall review and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans that are subject to Board approval.
2. The Committee shall ensure that stockholders are given the opportunity to vote on equity-compensation plans, as may be required by law, the Company's certificate of incorporation or bylaws (as amended from time to time), the Company's Corporate Governance Guidelines and the listing standards of the New York Stock Exchange.

Director Compensation

1. Each year, the Committee shall review director compensation and make a recommendation to the Board regarding the form and amount of director compensation. The Committee will consider that a director's independence may be jeopardized if (a) his or her compensation and perquisites exceed customary levels, (b) the Company makes substantial charitable contributions to organizations with which the director is affiliated or (c) the Company enters into consulting contracts with (or provides other direct or indirect forms of compensation to) the director or an organization with which the director is affiliated. Directors who are employees of the Company shall not receive any additional compensation for service on the Board.

Other Responsibilities

1. Each year, the Committee shall:
 - review the need for changes in this Charter and recommend any proposed changes to the Board for approval; and
 - review and evaluate its own performance and shall submit itself to a review and evaluation of the Board.

IV. Procedures

A. *Meetings.*

The Committee shall meet at the call of its Chairman, two or more members of the Committee or the Chairman of the Board. The Committee shall meet as frequently as circumstances dictate. Meetings of the Committee may be in person, by conference call or by unanimous written consent, in accordance with the Company's Bylaws. Meetings of the Committee shall be held at such time and place, and upon such notice, as its Chairman may from time to time determine. The Committee shall keep such records of its meetings as it deems appropriate.

B. *Quorum and Approval.*

A majority of the Committee's members shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.

C. *Reports.*

The Committee shall maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through its Chairman, of its actions and any recommendations to the Board.

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While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.