

BARNES GROUP INC.

CHARTER

Compensation and Management Development Committee of the Board of Directors

The Board of Directors of Barnes Group Inc. (the "Company") hereby sets forth a Charter for its Compensation and Management Development Committee (the "Committee"), with specific responsibilities as outlined below:

Membership and Rules of Procedures

In accordance with the bylaws of the Company and upon the nomination by the Corporate Governance Committee, the Board of Directors (the "Board") shall appoint the members of the Committee and the chairperson thereof, each of whom shall satisfy applicable independence requirements of the New York Stock Exchange and any other regulatory requirements, and otherwise be free from any relationship that, in the business judgment of the Board, would interfere with his or her exercise of business judgment as a Committee member. Additionally, no members of the Board may serve on the Committee unless he or she is (1) an Independent Director, as defined in the Company's Corporate Governance Guidelines, (2) a "non-employee director" as that term is defined for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and (3) an "outside director" as that term is defined for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Committee shall be comprised of not less than three members of the Board that meet the above requirements. A Committee member may resign by delivering his or her written resignation to the Chairman of the Board, or may be removed by majority vote of the Board at any time. In the event of a vacancy on the Committee, the Board shall appoint a new member to the Committee who satisfies the foregoing requirements, to replace the departed Committee member.

The Committee may fix its own rules of procedure; provided, that such rules shall satisfy any procedural requirements of the Committee as may be set forth in any of the Company's employee or Board benefit or compensation plans; and provided further, that the Committee shall cause its proceedings to be recorded and minutes of Committee meetings shall be distributed to the Board. The Committee shall regularly report its findings, conclusions, recommendations and actions to the Board. The Committee may meet at such times and places as it shall determine. The majority of the members of the Committee shall constitute a quorum. A majority of the members present, if a quorum is present at the time, shall decide any question brought before the Committee. Any action required or permitted to be

taken by the Committee may be taken by unanimous written consent in lieu of a meeting.

Responsibilities

- The Committee shall discharge the responsibilities of the Board relating to compensation of the Company's key officers, and the Board members to the extent described below. The Committee's duties and responsibilities shall include the following:
 1. In consultation with the Company's management, establish and periodically review the general compensation philosophy of the Company.
 2. Review and approve corporate goals and objectives relevant to the compensation for the President and Chief Executive Officer (the "CEO"), the other executive officers, and other key officers (collectively with the executive officers, including the CEO, the "Officers"), including with respect to compensation practices of an appropriate group of peer companies; evaluate the performance of the Officers in light of those goals and objectives; and set the compensation levels of the Officers based on this evaluation. The Committee shall determine compensation of Officers other than the CEO with due regard for the CEO's recommendations. Compensation for Officers includes, without limitation, salary, equity and non-equity incentive compensation, health and welfare benefits, pension, and other employee benefits and perquisites payable during and following employment.
 3. Review, recommend to the Board, and administer in accordance with their terms, equity and non-equity incentive compensation plans established or maintained by the Company for Officers and members of the Board (each, a "Plan"). Make recommendations to the Board with respect to the adoption, amendment, termination or replacement of Plans.
 4. Subject to the advice and recommendations of the Corporate Governance Committee of the Board and the approval of the overall structure by the Board, make grants under the Plans for non-management Directors, including the Chairman of the Board.
 5. Review, at least annually, a report of the Benefits Committee appointed by the Board.
 6. Design in consultation with management or the Board, recommend to the Board for approval, and evaluate compensation plans, policies and programs, including the mix and balance of the elements of compensation, of the

Company for Officers. In evaluating and determining Officer compensation, the Committee shall consider the results of the most recent vote of the stockholders on executive compensation (“Say on Pay Vote”) required by Section 14A of the Exchange Act.

7. Review periodically Officers' compliance with the Company's stock ownership guidelines.
8. Review the Company's executive organization and principal programs for executive development and succession planning, and report to the Board, at least annually, the strengths and weaknesses of the Company's processes for management development and succession planning.
9. Review and discuss with the Company's management the compensation discussion and analysis ("CD&A") to be included in the Company's annual proxy statement and determine whether to recommend to the Board that the CD&A be included in the proxy statement. The Committee shall also provide a report for inclusion in the proxy statement that complies with the rules and regulations of the Securities and Exchange Commission.
10. 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. In retaining compensation consultants, legal counsel and other advisors, the Committee shall consider the factors specified in NYSE Rule 303A.05(c).
11. Review and provide input to management regarding compensation risk management, including whether compensation arrangements incentivize unnecessary and excessive risk taking.
12. Annually, evaluate the performance of this Committee, including a review of the Committee's compliance with this Charter. Annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
13. Perform such other activities as are requested from time to time by the Board.

The Committee shall have all powers and authority that are necessary or appropriate to fulfill its duties and responsibilities, including without limitation:

- a. To interpret the provisions of the Plans.

- b. To establish such rules as it finds necessary or appropriate for implementing or conducting the Plans.
- c. To make all decisions and determinations required of the Committee by the terms of the Plans or as the Committee considers appropriate for the operation of the Plans and the distribution of benefits thereunder.
- d. To retain, at its discretion and at the Company's expense, without the approval of the Board, outside advisors to assist in the evaluation of Officer compensation, and approve the terms of engagement including the fees of such advisors.
- e. To establish subcommittees for the purpose of evaluating special or unique matters.

Approved By Board of Directors: February 13, 2013