

PARKER-HANNIFIN CORPORATION

HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

Purpose of the Committee

The purpose of the Committee is to represent and assist the Board of Directors in carrying out oversight of the Company's processes, plans and programs for compensation of executive officers and non-employee Directors, succession planning for executive officers, employee benefit, equity and incentive compensation plans, and other related matters.

Composition of the Committee

Number. The Committee will have the number of members as determined by the Board, provided that such number will not be less than three.

Independence. Each Committee member will be a member of the Board in good standing and will be "independent" under the rules of the New York Stock Exchange, the Securities Exchange Act of 1934 and the Company's Independence Standards for Directors. In addition, each Committee member will qualify as a "Non-Employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and as an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

Appointment. The Board will appoint the members and the Chair of the Committee based on recommendations made by the Company's Corporate Governance and Nominating Committee. Committee members will serve at the pleasure of the Board and for such term or terms as the Board may determine.

Duties and Responsibilities of the Committee

The Committee will:

- 1) **Succession Planning:** Review succession plans and programs for the Chief Executive Officer (CEO) and other executive officer positions to provide oversight with respect to talent, depth and diversity at the executive officer level.
- 2) **Executive Compensation Program:** In consultation with management, establish the Company's executive compensation program and philosophies and oversee their development and implementation.
- 3) **CEO Compensation and Performance:** Review and approve at least annually the corporate goals and objectives relating to the compensation of the CEO, evaluate at least annually the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on those evaluations. In setting the long-term incentive components of CEO compensation, the Committee should consider a number of factors, including the Company's

performance and relative shareholder returns, the value of similar incentive awards to CEOs at peer and other comparable companies, and previous incentive awards granted by the Company to the CEO.

- 4) Other Executive Officer Compensation and Performance: Determine and approve at least annually the compensation for other executive officers, and review performance appraisals of such executive officers.
- 5) Non-Employee Director Compensation: Determine and approve at least annually the compensation for non-employee Directors of the Company.
- 6) Regulatory Compliance: In consultation with management, oversee the Company's compliance with rules and regulations applicable to its executive compensation program, including those regarding advisory votes on executive compensation (and the frequency thereof) and potential tax deductibility under Section 162(m) of the Internal Revenue Code.
- 7) Benefit Plans (Review and Approval): Review and approve employee benefit, incentive compensation and equity-based plans of the Company and its subsidiaries (the "Benefit Plans"), and to the extent legally required or deemed necessary or advisable by the Committee, recommend the approval of the Benefit Plans to the Board, including for the purpose of seeking shareholder approval. The Committee may, in its discretion, delegate to management all or any portion of such duties and responsibilities except for review and approval of:
 - (a) executive officer compensation and any incentive compensation, retirement, severance or deferral plan under which a substantial portion of the participants are executive officers and other senior executives of the Company or a substantial portion of the benefit obligations are attributable to such individuals;
 - (b) stock plan design, awards and authorized shares;
 - (c) Director compensation; and
 - (d) change in control plans and agreements.
- 8) Benefit Plans (Administration and Compliance):
 - (a) Oversee or provide for the responsible administration of the Benefit Plans.
 - (b) Establish and maintain a process to facilitate legal and regulatory compliance of the Benefit Plans.
 - (c) (i) Establish and maintain a "Parker Total Rewards Administration Committee" to facilitate and provide oversight with respect to the

administrative aspects of the Benefit Plans, (ii) appoint and remove its core members, (iii) set its decision-making processes and (iv) annually review the manner in which it undertakes and discharges its responsibilities.

- 9) Termination Payments: Review and, if deemed necessary or appropriate, approve, any severance or other termination payments (including any applicable equity grants) proposed to be made to any current or former executive officer of the Company.
- 10) Stock Ownership Guidelines: Review and recommend to the Board for approval, and monitor compliance with, stock ownership guidelines for all executive officers and non-employee Directors.
- 11) Proxy Statement Reports: Review and discuss with management and any outside advisers the Committee deems appropriate the Compensation Discussion and Analysis, and prepare the Compensation Committee Report, required by the rules and regulations of the Securities and Exchange Commission and, based on such review and discussion, determine whether to recommend to the Board that they be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable.
- 12) Risk Management: Oversee and evaluate risks arising from (a) the Company's compensation policies and practices for all employees, (b) the Company's succession planning and talent development strategies and initiatives and (c) other human resources issues facing the Company, and report to and address with the Board any significant risks identified.
- 13) Other Duties or Responsibilities: Perform any other duties or responsibilities expressly delegated to the Committee by the Board.
- 14) Board Reports: Report its activities at least annually to the Board in such manner and at such times as it and the Board deem appropriate.

Meetings of the Committee

The Committee will meet in person or telephonically at least three times per year, or more frequently as it may determine necessary, to fulfill its responsibilities as set forth herein. The Committee members will meet at least annually in private sessions without management.

The Chair of the Committee will, in consultation with the other members of the Committee and appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing an agenda therefor and supervising the conduct thereof. A majority of the members of the Committee will constitute a quorum for any meeting. In the event of a tie vote on any action to be taken during a meeting of the Committee, the vote of the Chair will decide the issue. The Committee may also take any action permitted hereunder by unanimous written consent.

The Committee may request any employee or adviser of the Company to attend a meeting of the Committee or meet with any members of, or consultants to, the Committee. Any member of management whose performance or compensation are to be discussed will not attend any such discussion unless specifically invited by the Committee.

Delegation to Subcommittee

The Committee may, in its discretion, create subcommittees of its members and delegate to them any of its duties and responsibilities.

Resources and Authority of the Committee

The Committee will have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain or obtain the advice of compensation consultants, independent legal counsel and other advisers. The Committee will be directly responsible for the appointment, compensation and oversight of such advisers. The Company will provide appropriate funding for the payment of reasonable compensation, as determined by the Committee, to such advisers. Before selecting any such adviser, and on an annual basis for such advisers if and to the extent determined by the Committee to be necessary or appropriate, the Committee will take into consideration all factors relevant to the adviser's independence from the Company's management, including the following:

- 1) The provision of other services to the Company by the firm employing the adviser;
- 2) The amount of fees received from the Company by the firm that employs the adviser, as a percentage of the firm's total revenues;
- 3) The policies and procedures of the firm employing the adviser that are designed to prevent conflicts of interest;
- 4) Any business or personal relationship between any Committee member and the adviser or the firm employing the adviser;
- 5) Any of the Company's stock owned by the adviser; and
- 6) Any business or personal relationship between the Company's executive officers and the adviser or the firm employing the adviser.

Nothing in this Charter will be construed to require the Committee to implement or act in accordance with any advice or recommendations of its advisers, or affect the ability or obligation of the Committee to exercise its own judgment and discretion in fulfilling its duties hereunder.

Annual Review of Charter

The Committee will conduct and review with the Board annually an evaluation of this Charter and recommend any proposed changes to the Board for approval. The Charter evaluation will be conducted by the Committee in such manner as the Committee, in its business judgment, deems appropriate.

Annual Performance Evaluation

The Committee will conduct and review with the Board annually an evaluation of the Committee's performance under this Charter. The performance evaluation will be conducted by the Committee in such manner as the Committee, in its business judgment, deems appropriate.

Effective: April 20, 2017